



# **GENERAL BYLAW**

## BOXING ONTARIO GENERAL BY-LAW NO. 1

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### ARTICLE I                    GENERAL

- 1.1     Purpose – These By-laws relate to the general conduct of the affairs of Boxing Ontario.
- 1.2     Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – the Ontario *Corporations Act* or any successor legislation including the *Not-for-Profit Corporations Act, 2010* (upon becoming law).
  - b) *Annual Meeting* – the annual Members’ meeting described in Section 3.1.
  - c) *Associates* – Individual Associates as described in Section 6.1(b)(i) and Associate Clubs as described in Section 6.1(b)(ii);
  - d) *Articles* – the letters patent or articles of the corporation (as amended).
  - e) *Board* – the Board of Directors of the Corporation.
  - f) *Corporation* – Boxing Ontario.
  - g) *Director* – an individual elected to serve on the Board pursuant to these By-laws.
  - h) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
  - i) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
  - j) *Regional Officials* – officials as described in Section 2.1(b).
  - k) *Registrant* - an individual who is actively engaged in amateur boxing as a competitor, coach, or official; described in Section 6.1(a);
  - l) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.
- 1.3     Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- 1.4     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.
- 1.5     Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Perry’s Call to Order (current edition).
- 1.6     Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program. Reference to days includes weekends and holidays.

### ARTICLE II                    MEMBERSHIP

- 2.1     Categories – The Corporation has one category of Member which shall include:
- a) each boxing club that has a minimum of one (1) Registrants (one (1) of whom who has received certification as a coach according to the rules of Boxing Canada) that has applied to be and has been admitted as a member of the Corporation, and that has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations;
  - b) each individual official in each region (“Regional Officials”); and
  - c) each individual elected or appointed as a Director of the Corporation.

#### **Authority of Members**

- 2.2     Membership Authority – Members will have power:
- a) To appoint the auditor or person appointed to conduct a review engagement of the Corporation;
  - b) To elect Directors; and
  - c) As provided in the Act and in these By-laws.

### **Admission and Renewal of Members**

Admission of Members – Any candidate club will be admitted as a Member or renewed as a Member if:

- a) The candidate club makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate club was at any time previously a Member, the candidate club was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate club has paid dues as prescribed by the Board;
- d) The candidate club agrees to uphold and comply with the Corporation's governing documents;
- e) The candidate club meets any other condition of membership determined by the Board;
- f) The candidate club has met the applicable definition listed in Section 2.1(a); and
- g) The candidate club has been approved by the Board or by any committee or individual delegated this authority by the Board.

2.3 Admission of Directors as Members – Any individual who becomes a Director of the Corporation will automatically be deemed to be a member for as long as that individual holds office as a Director.

### **Membership Dues and Duration**

2.4 Year – Unless otherwise determined by the Board, the membership year of the Corporation will be January 1<sup>st</sup> to December 31<sup>st</sup>.

2.5 Dues – Membership dues will be determined annually by the Board.

2.6 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.

2.7 Deadline – If Membership dues are not paid within thirty (30) days of the Membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

### **Transfer, Suspension, and Termination of Membership**

2.8 Transfer – Membership in the Corporation is non-transferable.

2.9 Suspension – A Member may be suspended by Ordinary 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. Subject to the preceding sentence, suspension of a Member may be as a result of a recommendation arising out of a discipline hearing conducted in accordance with the Corporation's policies related to discipline or as a result of any other matter considered by the Board.

2.10 Termination – Membership in the Corporation will terminate immediately upon:

- a) In the case of a Member, the expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Article II;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) A decision made by a disciplinary panel in accordance with the Corporation's policies related to discipline;
- f) In the case of a Member, the Member is expelled pursuant to these By-Laws;
- g) In the case of a Member, the Member's dissolution; or
- h) By Ordinary Resolution of the Board, or by Ordinary Resolution 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.

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- 2.11 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.
- 2.12 Discipline – A Member may be disciplined in accordance with the Corporation’s policies related to discipline.
- 2.13 Arrears – The Board may suspend or expel a Member from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Board. Any dues or other monies owed to the Corporation by suspended or expelled Members will remain due.
- 2.14 Dues Payable – Any dues or other monies owed to the Corporation by suspended or expelled Members will remain due additionally an annual interest rate shall be applied of five percent (5%)

### **Good Standing – Member**

- 2.15 Definition – A Member will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
  - b) Has not been suspended from membership, or had other membership restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by the Corporation;
  - d) Has complied with the By-laws, policies, and rules of the Corporation;
  - e) 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
  - f) Has paid all required membership dues.
- 2.16 Cease to be in Good Standing – A Member that ceases to be in good standing, as determined by the Board or by a disciplinary panel in accordance with the Corporation’s policies related to discipline, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership (including without limiting the generality of the foregoing, coverage under any Corporation-related insurance policy under which such Member may have been entitled to coverage) until such time as the Board is satisfied that the Member has met the requirements of good standing.

## **ARTICLE III                    MEETINGS OF MEMBERS**

- 3.1 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, auditor’s report (if any) or review engagement report (if any).
- 3.2 Special Members’ Meeting – A special Members’ meeting 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.
- 3.3 Participation/Holding by Electronic Means – Any person entitled to attend a Members’ meeting 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. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

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- 3.4 Notice – Written or electronic notice of the date of the Annual Meeting will be given to all Members in good standing, Directors, and the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation 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 considered.
- 3.5 Waiver of Notice – Any person who is entitled to notice of a Members’ meeting 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.
- 3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any Members’ meeting shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 New Business – No other item of business will be included in the notice of the Members’ meeting unless notice in writing of such Member’s proposal, has been submitted to the Board ten (10) days prior to the Members’ meeting in accordance with procedures as approved by the Board and the Act.
- 3.8 Quorum – Fifteen percent (15%) of the total membership present or by proxy will constitute a quorum. If a quorum is present at the opening of a Members’ meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 3.9 Closed Meetings – Meetings of Members will be closed to the public except that any person other than a Member may be admitted only if invited by the Chair or with the majority consent of the Members present.
- 3.10 Agenda – The agenda for the Annual Meeting may include:
- a) Call to order.
  - b) Establishment of quorum.
  - c) Appointment of scrutineers – Voted upon.
  - d) Approval of the agenda – Voted upon.
  - e) Approval of minutes of the previous Annual Meeting – Voted upon.
  - f) Presentation of reports.
  - g) Report of the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation.
  - h) Appointment of auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation – Voted upon.
  - i) Presentation of Budget.
  - j) Business as specified in the meeting notice – Voted upon.
  - k) “New Business” as specified in 3.7 – Voted upon.
  - l) Election of new Directors – Per clause 4.7.
  - m) Adjournment of Meeting – Voted upon.
- 3.11 Scrutineers – At the beginning of each meeting, the Chair will appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.12 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a Members’ meeting and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

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3.13 Attendance – The only persons entitled to attend a Members’ meeting are the Members, the Directors, the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation, 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.

### **Voting at Meetings of Members**

3.14 Voting Rights – Members have the following voting rights at all meetings of the Members:

- a) Each Member is entitled to appoint up to four (4) Delegates in accordance with the following:
  - i. A Member with one (1) to five (5) Registrants, one (1) of whom who has received certification as a coach according to the rules of Boxing Canada, is entitled to appoint one (1) Delegate;
  - ii. A Member with six (6) to fifteen (15) Registrants, one (1) of whom who has received certification as a coach according to the rules of Boxing Canada, is entitled to appoint two (2) Delegates;
  - iii. A Member with sixteen (16) to twenty-five (25) Registrants one (1) of whom who has received certification as a coach according to the rules of Boxing Canada, is entitled to appoint three (3) Delegates; and
  - iv. A Member with twenty-six (26) or more Registrants, one (1) of whom who has received certification as a coach according to the rules of Boxing Canada, is entitled to appoint four (4) Delegates.
  - v. Regional Officials will be represented by the Regional Official as elected by the Officials in that region; in this way Officials will be represented by five (5) Regional Official Delegates.
- b) Each Delegate has one (1) vote.
- c) Each elected Director has one (1) vote.

3.15 Eligibility of Votes – The date determined by the Board will determine the list of Members who are eligible to vote at a Members’ meeting. The date will be no more than five (5) business days prior to the meeting.

3.16 Delegates – Each Member (other than a Director) may provide in writing (inclusive of electronic notice) to the Corporation, fourteen (14) days prior to a Members’ meeting, the name of the Delegate, or alternate Delegate, to represent the Member at that Members’ meeting. Delegates must be at least eighteen years of age, of sound mind, and be acting as the Member’s authorized representative.

3.17 Proxy Voting – Every Member entitled to vote at a Members’ meeting 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:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Corporation; and
- d) Be submitted to the Registered Office of the Corporation at least four (4) days (excluding Saturdays and holidays) prior to the Members’ meeting.

3.18 Voting by Mail or Electronic Means – A Member may vote by electronic means if:

- a) the votes may be verified as having been made by the Member entitled to vote.

3.19 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.

3.20 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

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

**ARTICLE IV                      GOVERNANCE**

**Composition of the Board**

4.1 Directors – The Board will consist of five (5) Directors.

**Eligibility of Directors**

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

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

**Election of Directors**

4.3 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.

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

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee; and
- c) Be submitted to the registered office of the Corporation twenty (20) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.5 No nominations from the Floor – Nominations will not be accepted from the floor.

4.6 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

4.7 Election of the Directors – Subject to Section 4.8, the Directors will be elected at each Annual Meeting as follows:

- (a) The Members shall elect three (2) Directors for a two (2) year term at each Annual Meeting occurring in an odd numbered year using the procedure described in Section 4.8(a) and Section 4.8(b).
- (b) The Members shall elect two (3) Directors for a two (2) year term at each Annual Meeting occurring in an even numbered year using the procedure described in Section 4.8(a) and Section 4.8(b).
- (c) Where pursuant to Section 4.14 the Board has appointed a Director for a term expiring at such Annual Meeting, and term of the former Director whose departure caused the vacancy would have extended until the next Annual Meeting, the Members shall elect a Director until the next Annual Meeting.

4.8 Elections – Elections will be decided in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes 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.

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4.9 Terms – Subject only to Section 4.8(a), Directors will serve terms of two (2) years 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.

### **Resignation and Removal of Directors**

4.10 Resignation – A Director may resign from the Board by presenting his or her notice of resignation to a Director or the Corporation’s Secretary. This resignation will become effective the date on which the notice is received by a Director or the Secretary. 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.

4.11 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Directors ceases to be eligible to be a Director in accordance with Section 4.3; or
- c) The Director dies.

4.12 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or special Members’ 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.

### **Filling a Vacancy on the Board**

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

### **Meetings of the Board**

4.14 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by request of at least two (2) Directors.

4.15 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the 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 Board may, without notice, hold its first meeting immediately following the Annual Meeting.

4.16 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.17 Quorum – At any meeting of the Board, quorum will be 60% of Directors holding office.

4.18 Voting – Each Director is entitled to one (1) 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 by Ordinary Resolution unless a Special Resolution is required.

4.19 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.

4.20 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.

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

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4.22 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.

### **Duties of Directors**

4.23 Standard of Care – Every Director will:

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

### **Powers of the Board**

4.24 Powers of the Corporation – 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.

4.25 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies related to discipline of Members, Registrants and Associates, and have the authority to discipline Members, Registrants and Associates in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, determine membership dues, determine fees for Registrants and Associates, and determine other registration requirements;
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

## **ARTICLE V                      OFFICERS**

5.1 Composition – The Officers will be comprised of the President, Vice-President, Treasurer, Secretary and the Executive Director.

5.2 Officer Selection - The Board shall elect the President from among themselves. Subject to Section 5.3(e), the Board shall appoint the other officers listed in Section 5.1. Such officers, other than the President, Vice-President and Secretary, need not be Directors.

5.3 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual Meeting and special Members' meetings and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, attend and vote at meetings of Boxing Canada, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.

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- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Members' meeting and other meetings a report of all activities since the previous Members' meeting or other meetings, will give due notice to all Members of the Members' meeting, and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
- e) The Executive Director, who is not an elected Director, is an employee of the Corporation and will attend all meetings of the Board and of the Members but will not vote. The Executive Director will have the following responsibilities (or may delegate such responsibilities to other staff of the Corporation):
- i. Uphold the By-laws and recommend any changes to the Board;
  - ii. Attend Committee meetings (or designate an alternate staff person);
  - iii. Have and exercise such powers and authority as may reasonably be necessary to discharge the duties and responsibilities of the office;
  - iv. Manage the Corporation's office and conduct the day-to-day business of the Corporation in full accordance with established conference regulations, policies and procedures;
  - v. Provide technical expertise, leadership, advice and direction related to the functions of liaison, financial management, communications, publicity, promotion and marketing;
  - vi. Formulate and recommend for action any matters pertaining to program development, services to members, general legislation, policies, functions, activities, objectives or general welfare of the Corporation; and
  - vii. Perform such other duties or functions as the Board may direct.
- 5.4 Delegation of Duties – At the discretion of the Officer, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to a Director.
- 5.5 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board, 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.
- 5.6 Vacancy – Where the position of an Officer 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.
- 5.7 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

### **ARTICLE VI                      REGISTRANTS AND ASSOCIATES**

- 6.1 Registrants and Associates – The Corporation has the following categories of Registrants and Associates, who are not Members, but who must register with the Corporation and pay fees as determined by the Board:
- a) Registrant – An individual who is actively engaged in amateur boxing as a competitor, coach, or official, including without limiting the generality of the foregoing:
    - (i) Recreational Registrant – An individual who is affiliated with a Member or an Associate Club (see 6.1(b)(ii)) and who participates in boxing for the purposes of fitness and recreation but not sparring or competition.
    - (ii) Honoured Registrant – An individual who the Board unanimously determined has contributed greatly to the development or promotion of amateur boxing in Ontario.

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- b) Associates:
  - (i) Individual Associate – An individual who is registered with a Member or an Associate Club (see 6.1(b)(ii)) but who is not a competitor, coach, or official.
  - (ii) Associate Club – A boxing club that does not fulfill the requirements of a Member.

### Term

- 6.2 Year – Unless otherwise determined by the Board, the registration term of Registrants and Associates will be January 1<sup>st</sup> to December 31<sup>st</sup>.

### Fees

- 6.3 Fees – Registrant and Associate fees will be determined annually by the Board.
- 6.4 Deadline – Registrants and Associates will be provided notice of the fees payable, and if they are not paid within thirty (30) days of a date specified by the Board, the Registrant or Associate in default will automatically cease to be a Registrant or Associate with the Corporation.

### Discipline

- 6.5 Discipline – A Registrant or Associate may be suspended or expelled from the Corporation in accordance with the Corporation's policies related to discipline of Registrants and Associates.
- 6.6 May Not Resign – A Registrant or Associate may not resign from the Corporation if the Registrant or Associate is subject to disciplinary investigation or action.

### Expulsion and Resignation

- 6.7 Expulsion and Resignation – A Registrant or Associate ceases to be a Registrant or Associate if:
  - a) The Registrant or Associate fails to maintain any of the qualifications or conditions of being a Registrant or Associate described in Section 6.1;
  - b) The Registrant or Associate resigns from the Corporation by giving written notice to the Corporation in which case the resignation becomes effective on the date specified in the resignation. The Registrant or Associate will be responsible for all fees payable until the actual withdrawal becomes effective;
  - c) The Registrant or Associate fails to pay fees owed to the Corporation by the deadline dates prescribed in Section 6.4;
  - d) The Registrant or Associate fails to comply with Corporation's registration policies or applicable policies;
  - e) The Registrant's or Associate's term of registration expires; or
  - f) The Corporation is liquidated.

### Good Standing – Registrant or Associate

- 6.8 Definition – A Registrant or Associate with the Corporation will be in good standing provided that the Registrant or Associate:
  - a) Has not ceased to be a Registrant or Associate;
  - b) Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by the Corporation;
  - d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
  - e) 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
  - f) Has paid all required fees to the Corporation.

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6.9 Cease to be in Good Standing – Registrants or Associates who cease to be in good standing will have benefits and privileges suspended until such time as the Board is satisfied that the Registrant or Associate has met the definition of good standing.

### **ARTICLE VII COMMITTEES**

7.1 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.

7.2 Advisory Committee – The Board may appoint, at its discretion, an Advisory Committee that has the main function of advising the Board on matters affecting the Corporation. Members of the Advisory Committee may be invited to attend meetings of the Board but do not vote. The Advisory Committee will have terms of reference as defined by the Board and may, by the appointment of the Board, include the following positions:

- a) Past President.
- b) Treasurer.
- c) Other persons as needed.

7.3 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.

7.4 President Ex-officio – The President will be an ex-officio member of all Committees of the Corporation.

7.5 Removal – The Board may remove any member of any Committee without cause

7.6 Obligations and Debts – No Committee will have the authority to obligate the Corporation in any manner including without limiting the generality of the foregoing to incur debts in the name of the Corporation.

### **ARTICLE VIII FINANCE AND MANAGEMENT**

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be April 1<sup>st</sup> to March 31<sup>st</sup>.

8.2 Bank – The banking business of the Corporation will be conducted at such financial institution in Ontario as recommended by the Executive Director.

8.3 Auditor or Person Appointed to Conduct a Review Engagement – At each Annual Meeting the Members will, in accordance with the Act, appoint an auditor of the Corporation or a person to conduct a review engagement of the Corporation to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor or person appointed to conduct a review engagement will hold office until the next Annual Meeting. The auditor or person appointed to conduct a review engagement 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.

8.4 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 financial statements will be provided to any Member requesting a copy of the financial statements not less than ten (10) days before the Annual Meeting. The financial statements will include:

- a) The financial statements; and
- b) The auditor’s report or review engagement (if any).

## **BOXING ONTARIO GENERAL BY-LAW NO. 1**

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- 8.5 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. 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.
- 8.6 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.
- 8.7 Borrowing** – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

### **Remuneration**

- 8.8 No Remuneration** – All elected or appointed Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a Members' meeting) except for reimbursement of expenses as approved by the Board. This provision 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.

### **Conflict of Interest**

- 8.9 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. All Directors, Officers or members of a Committee shall complete and sign a conflict of interest and confidentiality agreement, prior to participating in committee business.

## **ARTICLE IX                    AMENDMENT OF BY-LAWS**

- 9.1 Voting** – The Board may pass by-laws or by-law amend, revise or repeal by-laws provided that such by-laws are not contrary to the Act or to the Corporation's Articles and shall be effective only after confirmation by an Ordinary Resolution of the Members present at a meeting duly called to consider same.

## **ARTICLE X                    NOTICE**

- 10.1 Written Notice** – Subject to the Act, 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.
- 10.2 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
- 10.3 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.

## **ARTICLE XI                    DISSOLUTION**

- 11.1 Dissolution** – The Corporation may be dissolved in accordance with the Act.

**BOXING ONTARIO GENERAL BY-LAW NO. 1**

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**ARTICLE XII INDEMNIFICATION**

- 12.1 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.
- 12.2 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:
- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
  - b) 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.

12.3 Insurance – The Corporation will, at all times, maintain in force Directors’ and Officers’ liability insurance.

**ARTICLE XIII ADOPTION OF THESE BY-LAWS**

- 13.1 Confirmation – These By-laws were confirmed by a Special Resolution vote of the Members of the Corporation at a Members’ meeting duly called and held on October 3<sup>rd</sup>, 2020.
- 13.2 Repeal of Prior By-laws – Upon the confirmation of these By-laws, all prior By-laws of the Corporation are repealed provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

  
\_\_\_\_\_  
President Boxing Ontario

\_\_\_\_\_  
November 15, 2020  
Dated

  
\_\_\_\_\_  
Secretary Boxing Ontario

\_\_\_\_\_  
November 15, 2020  
Dated

*Seal of the corporation*

