

Nepean Blue Devils Basketball Association

BY-LAW AS AMENDED MAY 10, 2021

A by-law relating generally to the conduct of the affairs of

Nepean Basketball Association

(the "Association" operating as the Nepean Blue Devils Basketball Association)

BE IT ENACTED as a by-law of the Association as follows:

1. Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the articles of continuance of the Association certified on 2014-07-15;

"**board**" or "Executive Committee" means the board of directors of the Association and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

Financial

4. Financial Year End

The financial year end of the Association shall be March 31 in each year or as determined by the board.

5. Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the board may by resolution from time to time designate, direct or authorize.

6. Borrowing Powers

The directors of the Association may, without authorization of the members,

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c. give a guarantee on behalf and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

7. Annual Financial Statements

The Association's financial statements will be prepared in accordance with Canadian generally accepted accounting principles.

The Association shall send to the members, in advance of the annual meeting of members (AGM) in compliance with notice requirements, a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Association reproducing the information contained in the documents.

Instead of sending the documents, the Association may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge.

The Association is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

8. Review of Financial Statements

An annual assessment will be made to determine if the Association is a soliciting or non-soliciting corporation. The Association will comply with financial review requirements as per the Act depending on its status as soliciting or non-soliciting, including requirements regarding appointment of a public accountant.

Membership

9. Membership Conditions

Subject to the articles, there shall be one class of membership in the Association. Membership in the Association shall be available only to directors of the Association, registered coaches, and legal guardians of registered players.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Transferring Membership

A membership may only be transferred to the Association.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11. Membership Fees

Registration fees are levied annually or as needed by the Executive Committee and are generally due on registration. Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within 60

days the members in default may, at the discretion of the Executive Committee, cease to be members of the Association.

12. Termination of Membership

A membership in the Association is terminated when:

- a. the member dies or resigns;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws (paragraph 9);
- c. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- d. the member's term of membership expires; or
- e. the Association is liquidated and dissolved under the Act.

13. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

14. Discipline of Members

The board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Association;
- b. carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the board determines that a member should be expelled or suspended from membership in the Association, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed

to notify the member that the member is suspended or expelled from membership in the Association.

If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

The board's decision shall be final and binding on the member, without any further right of appeal.

Meetings of Members

15. Place of Meeting

Meetings of the members shall be held in Nepean or Barrhaven, Ontario, Canada, unless a meeting is held entirely by electronic means pursuant to paragraph 26.

16. Annual General Meeting (AGM)

The annual meeting of members shall be held no later than June 30. The notice of AGM that is sent to members will include reports from the directors and officers and an agenda that includes but is not limited to the following items:

- a. call to order
- b. opening remarks
- c. determination of a quorum
- d. approval of agenda
- e. approval of minutes
- f. presentation of bursary awards
- g. President annual report
- h. VP Finance annual report (financial statements)
- i. receipt of any report from a public accountant
- j. approval of the VP Finance report
- k. consideration of the appointment of a public accountant
- l. reports from the other directors, officers and coordinators
- m. election of directors
- n. appointment of officers
- o. any other items of business in the notice of meeting, e.g., confirmation of by-laws
- p. adjournment

The Association must keep a written record of the AGM, i.e., the minutes of the meeting.

17. Notice of Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

18. Members Calling a Meeting

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

19. Proposals Including Nominating Directors

Generally, the President is responsible for setting the agenda of Association members meetings. However, subject to the Act and Regulations, members have a right to add items to the agenda by submitting a notice – known as a "proposal" – to the Association at least 45 days before the anniversary of the previous AGM.

Any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

20. Cost of Publishing Proposals

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

21. Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, the officers, the Past President, and the public accountant of the Association (if any) and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

22. Chair of Meeting

The President shall chair any meeting of members. In the event that the President is absent, the members who are present and entitled to vote at the meeting shall choose another director to chair the meeting.

23. Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5 of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

24. Voting

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. The chair of the meeting shall not exercise a vote except to break an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

25. Participation by Electronic Means

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

26. Meeting Held Entirely by Electronic Means

If the directors or members of the Association call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

27. Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Association has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change this method of voting by members not in attendance at a meeting of members.

Directors

Association directors are elected by and accountable to the members. The Executive Committee (board of directors) is responsible for establishing and managing the activities and affairs of the Association, including programs, policies, procedures, discipline of members, registration requirements, and membership fees.

28. Number of Directors

The board shall consist of the number of directors specified in the articles. As the articles provide for a minimum of 3 and a maximum of 10 directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the corporation or its affiliates.

29. Election and Term

The directors are elected by the members. Directors must be at least 18 years old and may, but are not required to, already be members of the Association.

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

The Executive Committee shall appoint directors to the offices of President and Treasurer (Vice President Finance), and name remaining directors to other Vice-President positions or as Members or Directors at large. The Past President is not a member of the board but may assist with transition.

30. Vacancy

Pursuant to the Act, if a vacancy occurs on the board,

- a. as provided for in the articles, the board may appoint one or more directors between AGMs to hold office for a term that must expire on or before the next AGM, so long as the total number of appointed directors is not more than one-third of the number of directors elected at the previous AGM, or
- b. the remaining directors can exercise all the powers of directors so long as they constitute a quorum.

31. Removal

Pursuant to the Act, any director may be removed from office with the approval of a majority of members who cast their votes at a meeting of members called for that purpose.

Meetings of Directors

Meetings of the directors are held on a regular basis, when and where the directors wish. A quorum of directors must be present.

32. Calling of Meetings

Meetings of the board may be called by the President or any two (2) directors at any time.

Meetings of the board are open to directors, officers, and the Past President. Any other person may be admitted only on the invitation or permission of the chair of the meeting or by resolution of the directors. The chair may request that any officer who is not a director be excused from any part of any meeting.

33. Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Association not less than 7 days before the time when the meeting is to be held by telephonic, electronic or other communication facility at the director's recorded address for that purpose.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall

specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

34. Chair

The President shall chair any meeting of the board. In the absence of the President, the directors present shall choose one of their number to act as the chair.

35. Quorum

A quorum at any meeting of the board shall be a majority of the fixed number of directors comprising the board.

It is possible for one or more directors to participate in a meeting by telephone or electronically, as long as all participants in the meeting can communicate fully.

36. Voting

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall not exercise a vote except to break a tie.

37. Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

Officers

Officers are appointed by the directors to carry out certain specified functions. Officers can occupy any position that the board wants them to fill.

The Executive Committee shall appoint a President, Treasurer, Secretary and Registrar and may designate and appoint to other offices. The President and Treasurer are appointed from among the directors.

The directors may also designate and fill non-officer positions in the Association such as Technical Director, Junior Referee Coordinator, Scorekeeping Coordinator, and Camp Coordinator.

38. Appointment of Officers

The board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act,

delegate to such officers the power to manage the affairs of the Association. A director may be appointed to any office of the Association. An officer may, but need not, be a member or director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

39. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the following offices of the Association shall have the following duties and powers associated with their positions:

- a. President – the president shall be a director and shall be chief executive officer of the Association, responsible for implementing the strategic plans and policies of the Association. The president shall, subject to the authority of the board, have general supervision of the affairs of the Association, and shall have such powers and duties as the board may specify.
- b. Treasurer – the treasurer shall be a director and shall have such powers and duties as the board may specify.
- c. Secretary – the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board, and shall have such powers and duties as the board may specify. The secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.
- d. Registrar – the registrar shall have such powers and duties as the board may specify.

40. Officer Vacancies

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

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

General

41. Invalidity of Provisions of this By-law

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

42. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

43. By-laws and Effective Date

Subject to the articles, the board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

44. Adoption

This by-law was approved by the Executive Committee, and came into effect, on May 10, 2021, and was confirmed by the members of the Association by ordinary resolution at the AGM of June 14, 2021. The provisions of paragraphs 9, 10, 17 and 27, which would require a special resolution to amend, are unchanged. All prior by-laws are repealed.