



**DRAFT MINUTES**  
OF THE  
**ANNUAL GENERAL MEETING**  
HELD AT L'ÉCOLE SECONDAIRE LOUIS RIEL, ROOM# 40  
**MONDAY 16 JANUARY 2017**  
8:00 PM

**Drafted January 18, 2017**

Board members in attendance:

Ken Porter	Vice-president
Andy McInnis	Executive Director/Head Coach
Émilie Larivière	Secretary
Leslie Estwick	Director at large
Paul Bedard	Director at large
Maureen Moore	Treasurer

Board members absent:

Mark Phillips	President
Lise Racicot <sup>1</sup>	Director at large
Tolu Makinde	Athletes' Representative

<sup>1</sup>Until further notice, Lise Racicot will not be attending any meetings or functions in her capacity as a Director of the Board.

Others present: Raynor Boutet (City of Ottawa), Joe Burke (staff), Devyani Biswal, Brandon Martineau, Tom Pincombe, Katie Newlove (athlete) and her mother Chris, Caroline Poirier, Kevin Nault, Tanya Coulter, Isabelle Kanz, Marta Piresferreira, Dani Ferguson-Jamer

**1. Introductions**

**2. Approval of Agenda**

It was moved by Leslie Estwick and seconded by Maureen Moore that the agenda be approved as circulated. Motion carried.

**3. Approval of Minutes from the January 18, 2016 AGM**

It was moved by Maureen Moore and seconded by Kevin Nault that the minutes of the AGM held January 18, 2016 be approved as circulated. Motion carried.

**4. President's Report (Mark Phillips)**

Mark could not attend the AGM. He provided a written report (see Appendix 1), which Ken Porter summarized verbally. In Mark's absence, Andy McInnis was available to answer questions. There were no questions.

MOTION: It was moved by Émilie Larivière and seconded by Leslie Estwick that the written report submitted by Mark Phillips be accepted as presented. Motion carried unanimously.

Mark has announced that he is stepping down from the Board.

MOTION: Maureen Moore moved and it was seconded by Dani Ferguson-Jamer that the club officially thank Mark Phillips for his work on the Board. Motion carried unanimously.

#### **5. Executive Director's Report (Andy McInnis)**

Andy provided a written report (see Appendix 2). There were no questions.

MOTION: It was moved by Émilie Larivière and seconded by Leslie Estwick that the written report submitted by Andy McInnis be accepted as presented. Motion carried unanimously.

#### **6. Financial Report / Financial statements**

Maureen provided a written report (see Appendix 3). She summarized key points verbally. Questions were answered. Maureen thanked Andy McInnis and Devyani Biswal for the work that they did for the audit this year.

Maureen presented draft Financial Statements dated August 31, 2016 which were summarized verbally (see document "FinancialStatements Aug2016.pdf"). Questions were answered.

MOTION: It was moved by Paul Bedard and seconded by Leslie Estwick that the Financial Audited Statements 2016 be accepted as presented. All present voted in favour. No one was opposed. No one abstained. Motion carried.

MOTION: It was moved by Maureen Moore and seconded by Leslie Estwick that the membership through the AGM approve the appointment of Kelly Huibers McNeely Professional Corporation as the Club's auditors for the fiscal year 2016/2017. All present voted in favour. No one was opposed. No one abstained. Motion carried.

#### **7. Athletes' Representative Report**

Tolu Makinde was not at the AGM to provide a report from the Athletes' Representative.

#### **8. Members' approval of proposed General Operation By-law No.2**

The Club's Proposed General Operation By-law No. 2 were circulated to the membership prior to the AGM (Appendix 4). There were no questions about the proposed amendments to the By-laws.

MOTION: It was moved by Maureen Moore and seconded by Leslie Estwick that the members of the Ottawa Lions Track and Field Club Inc. confirm the General Operating By-law No. 2 of the Corporation which were enacted by the Directors of the Corporation by resolution on the 9<sup>th</sup> day of January 2017.

All present voted in favour. No one was opposed. No one abstained. Motion carried.

The amended By-laws, General Operating By-law No. 2, were signed and dated by Ken Porter on January 16, 2017. These By-laws will be filed with Corporations Canada by Émilie Larivière on January 17, 2017.

#### **9. Nominations for Board of Director Positions**

Ken Porter nominated Leslie Estwick, Émilie Larivière, Sean Burges and Ryan Rowat to be members of the Board. All members nominated accepted the nominations.

It was moved by Ken Porter and seconded by Paul Bedard that Leslie Estwick, Émilie Larivière, Sean Burges and Ryan Rowat be elected for a position on the Board. All present voted in favour. No one was opposed. No one abstained. Motion carried.

The Officer positions on the Board will be determined at the next Board meeting, which will be held in the coming days following the AGM. The date of the Board meeting is tentatively set for Monday January 23, 2017. The location is to be confirmed.

#### **10. Other Business**

No other business items were discussed.

#### **11. Adjournment**

Ken Porter adjourned the meeting at 8:55pm.



**ANNUAL GENERAL MEETING**  
**TO BE HELD AT ÉCOLE SECONDAIRE PUBLIQUE LOUIS RIEL**  
**16 JANUARY 2016**  
**AT 8:00 PM**

**REPORT FROM THE PRESIDENT**

General

As a not-for-profit organization, the Ottawa Lions Track and Field Club continued to excel and set an example for all other track clubs in Canada and clubs of other sports in the National Capital area in 2015/16. The Club was once again highly successful at serving our athletes, our community, and the sport of track and field through its wide range of programs, the provision of coaching education and certification, and the hosting of competitions. This success was primarily due to the selfless efforts of all our volunteer coaches and the tireless behind-the-scenes work of our paid staff, not to mention the valuable contributions by volunteer parents and Board members.

Major Accomplishments of 2015-2016

- The Ottawa Lions underwent a significant change in terms of restructuring and re-design of staffing covering the aspects of office administration, competition hosting & event management and programs for 11 to 16 and then 17 years of age and upward.
- The Ottawa Lions continued to build on its reputation as the best meet organizer in our sport in Canada, hosting several major competitions including the Pan American Combined Events Cup once again.
- The financial situation of the Club remained stable despite significant increasing facility costs for Louis Riel Dome and one-time costs involved with the club restructuring. Maureen Moore joined the Board as Treasurer and has done an outstanding job, together with tremendous help from Devyani Biswal.
- The Club has taken the positive step of setting up a rigorous harassment policy to comply completely with the new provincial legislation and will be taking steps proactively to reduce the likelihood of complaints in the future. A Harassment Officer was named and a Disciplinary Committee has been created.
- The Club continued its strong role with the University of Ottawa, both with the Athletic Department through the management of the GeeGee's track and field team, and with the Human Kinetics department through continued teaching responsibilities that have been

## Appendix 1 – Report from the President

assumed by Lions coaches. The Carleton University track club, also part of the Lions university program, saw a large increase in numbers.

- The Club continued to be an active member of the Ottawa Sports Council

### Challenges in the Coming Year

The Club continues to experience the same challenges mentioned in last year's President's report, such as continuing to grow our sport across our region, strengthening our relationship with external organizations, helping develop a long-term development plan at Terry Fox and securing financial assistance for athletes from needy families. Some of the additional challenges facing the Club in the upcoming year are as follows.

- As co-hosts for the National championships in 2017 (and 2018), the Club must establish a strong and proactive Local Organizing Committee, and build excellent relationships with politicians and government staff.
- The Club must continue to maintain effective communications on a daily basis at all levels: coaches-athletes, coaches-coaches, staff-coaches, board-staff, coaches-parents, staff-parents and so on.
- The Club must continue to exercise fiscal responsibility by keeping membership costs to a minimum and finding operational efficiencies. More sponsorships must be sought out, and fundraising efforts must increase, with the help of parent volunteers.
- Efforts must be made to recruit new officials into our sport.
- As our Club grows, it becomes increasingly important to recruit new coaches, and to recognize and retain our invaluable current and future coaches.
- The Board of Directors lost several members over 2015/16 for a variety of reasons, and efforts must be made to recruit more directors, especially from outside the Club (e.g. alumni)

Respectfully submitted,



Mark Phillips  
President  
Ottawa Lions Track & Field Club

## Appendix 2 – Executive Director’s Report

### **2015-2016 / Director’s Report (Andy McInnis)**

#### Programs & Staff:

The diverse programs we provided over the past year continue to be well managed on all fronts and continue to evolve and improve in both the quality of preparation and care delivery by staff and our many volunteers.

We need to continue to seek and nurture quality volunteers to train and deliver our coaching programming at all levels.

This year concluded with the implementation of a new restructuring of the programs for ages 12 to 17 years of age and new strategies to increase the number of staff attending to these age groups and to the flow of competitive aspirations with vertical mobility to the more competitive training groups above these ages. An administrative restructuring to more casual part-time staffing to improve the number of contact hours with our membership was also implemented.

Processes are in place for the recruitment and development of a replacement for Joe Burke – Youth Programs Manager who is planning to retire from this position at the end of the summer 2017.

#### Accomplishments:

All Club statistical successes are documented on our Club’s web site. Five club athletes achieved the highest level of accomplishment in our sport participating in the Rio Summer Olympic Games. However for this first time since 2000 they did not win an Athletics Ontario age division title.

#### Competition Hosting:

We continue to sustain our annual large fixtures list of competitions (Dome / High School Series and Twilight Meets) including the international hosting of the Canadian C-E Championships mixed with an International Combined Events Cup. The success of hosting grants for these events allows the club to move on the acquisition of new equipment much needed at the Terry Fox Facility and boost our revenues.

We will continue to look to the future, with the support of the City and with Ottawa Tourism to aggressively move on provincial, national and international bids to host major events.

The work has begun with vigorous planning for the Athletics Canada National Championships for 2017-2018 and again for a hosting of an International Combined Events incorporating an international Para Sport Championship as well.

**Ottawa Lions Track and Field Club**  
**Treasurer's Report**  
**for the Fiscal Year Ended August 31, 2016**  
((\$'000))

**Financial Position**

The Club's financial position continues to improve.

The Club's Current Ratio<sup>1</sup> at the end of the 2015-16 fiscal year was 2.6 and Net Liabilities<sup>2</sup> reduced by \$57K leaving the Club with a \$12K Net Liabilities balance going into the new year. The Club anticipates being in a Net Asset position by the end of the 2016-17 fiscal year.

At year end Club had \$150K of current liabilities (vs. \$10K in 2014/15), most of which will be settled early in the new year which, in turn, will reduce cash on hand from \$194K to an amount slightly higher than last year's ending balance of \$34K.

Despite numerous Accounts Receivable collection blitzes throughout the year, amounts owing from Club members increased by \$22K from the year before to end the year at \$56K. The Club's staged implementation of the new on-line registration system in 2016-17, requiring upfront payment of fees, will reduce outstanding balances owing from members and the risk of bad debts write-offs; in 2015-16 \$22K of bad debts were written off vs. \$24K the previous year.

Capital asset (equipment) purchases during the year included a hammer/discuss cage, promotional tent and long jump pit covers at a cost of \$50K.

**Operations**

The Club ended the year on a positive note with a \$57K operating surplus on revenues of \$1,094K. The operating surplus improved the Club's financial position by reducing Net Liabilities by the same amount.

Total Revenue for the year (\$1,094K) was up \$60K from the previous year. Although Membership Revenue (\$591K; 54% of total revenue) this year was down \$58K from last fiscal year this decrease was offset by increases in revenues from Team Travel (\$38K), Grants and Sponsorships (\$37K), the Lynx Timing Team (\$23k) and from Coaches' Support (\$23K).

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<sup>1</sup> The Current Ratio is a liquidity test used to assess an organization's ability to meet its current (payable within one year) obligations. It is calculated as follows: Current Assets divided by Current Liabilities. The higher the ratio the healthier the financial position. A ratio of 2 and higher is considered healthy.

<sup>2</sup> Net Liabilities is the difference between Total Assets and Total Liabilities. A Net Liability balance indicates the Club has more liabilities than it does assets. Included in the Club's liabilities is a \$245K loan payable to the City of Ottawa that requires annual repayment through to 2038. The Current portion of the obligation is \$26K.

### Appendix 3 – Report from the Treasurer

Salaries and expenses for subcontractors were \$403K for the year, an increase of \$49K over last year. The increase is due primarily to a reclassification of expenses grouped under Team Travel in 2014-15 to Salaries in 2015-16<sup>3</sup>.

This year's revenue from Team Travel, \$166K, was up \$38K from last year reflecting an increase in the number of meets attended (24 vs 17) over last year. This year the Club subsidized, on average, 25% of the cost for athletes' participation at meets (\$28K) vs. 34% (\$43K)<sup>4</sup> last year. The subsidy enables athletes with financial challenges to attend meets and increases affordability for other athletes.

Competition Hosting activities, including Lynx time management, generated revenues of \$192K and contributed \$97K to the year's bottom line as compared to 2014-15's \$32K net surplus on revenues of \$179K. \$27K of the profitability difference between the two years is attributed to expenses incurred in 2014-15 towards the cost of hosting the 2016 National Championships without any revenue to offset the expenses. All revenue from hosting the 2016 National Championships was recognized in 2015-16.

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<sup>3</sup> Accounts reclassified to Salaries: SWAT \$16K, Youth Counsellors \$15K, Youth Couns. Exp. \$13K and UofO work study \$4K = \$48K in 2015-16

<sup>4</sup> 2014-15 Team Travel Expense of \$205K includes \$34K of expense that, in 2015-16 are reflected under the heading of salaries.



## **GENERAL OPERATING BY-LAW NO. 2**

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

### **Ottawa Lions Track and Field Club Inc.**

(hereinafter, the "Corporation")

**WHEREAS** the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated May 5, 1983, and continued under the *Canada Not-for-Profit Corporations Act* by Certificate of Continuance dated December 12, 2014;

**AND WHEREAS** the Corporation seeks to provide the opportunity for member athletes to compete at the highest level of sanctioned competition appropriate to their ability and aspirations;

**AND WHEREAS** the Corporation seeks to provide and support coaches for athletes from the beginner to the international level and in all the disciplines of track and field;

**AND WHEREAS** the Corporation seeks to facilitate a systematic annual growth of participation and opportunity in sport in conjunction with the appropriate technical, administrative, financial and facility support;

**AND WHEREAS** the Corporation seeks to promote track and field in Eastern Ontario;

**AND WHEREAS** the Corporation seeks to promote an attitude of good sportsmanship;

**BE IT ENACTED** as a By-law of the Corporation as follows:

### **ARTICLE ONE: DEFINITIONS AND INTERPRETATION**

**Section 1.1 – Definitions.** In this By-law and all other By-laws of the Corporation, 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 original or restated articles of continuance of the Corporation;

**"Board"** means the board of directors of the Corporation;

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

**"Director"** means a member of the Board;

**"meeting of members"** includes an annual meeting of members or a special meeting of members;

**"Officer"** means an individual who has been appointed by the Board to a designated office, as described in section 5.1 of this By-law;

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

**"proposal"** means a proposal submitted by a member of the Corporation 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.

**Section 1.2 – 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.

## **ARTICLE TWO: CORPORATE AND FINANCIAL**

**Section 2.1 – Corporate Seal.** The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

**Section 2.2 – Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation 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 Corporation to be a true copy thereof.

**Section 2.3 – Financial Year.** The financial year end of the Corporation shall be determined by the Board of Directors.

**Section 2.4 – Banking Arrangements.** The banking business of the Corporation 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 Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

**Section 2.5 – Borrowing Powers.** The Directors of the Corporation 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.

**Section 2.6 – Annual Financial Statements.** The Corporation shall provide copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to any member of the Corporation, upon request and free of charge.

## **ARTICLE THREE: MEMBERSHIP**

**Section 3.1 – Membership Conditions.** As set out in the Articles, there shall be three classes of members in the Corporation: Regular Members, Sustaining Members and Honorary Members. The following conditions of membership shall apply:

- (a) **Regular Members.** Regular membership shall be available to individuals who: have reached the age of eighteen (18) years or be of a younger age if specifically approved by the Board of Directors; have applied and been accepted for Regular membership in the

Corporation; and, are a participating athlete, coach, Director and/or official and have become a registered member of Athletics Canada and/or Athletics Ontario, as required.

The term of membership of Regular Members shall be annual, subject to renewal in accordance with the policies and practices of the Corporation.

As set out in the Articles, each Regular Member is entitled to receive notice of, attend and vote at all meetings of members of the Corporation and each Regular Member shall be entitled to one (1) vote at such meetings.

- (b) **Sustaining Members.** Sustaining membership shall be available to individuals who: have an interest in the Corporation other than that of a participating athlete or coach; and, have applied and been accepted for Sustaining membership in the Corporation.

The term of membership of Sustaining Members shall be annual, subject to renewal in accordance with the policies and practices of the Corporation.

As set out in the Articles, each Sustaining Member shall be entitled to receive notice of, attend or vote at meetings of members of the Corporation and each Sustaining Member shall be entitled to one (1) vote at such meetings.

- (c) **Honorary Members.** Honorary members shall be elected by the Board of Directors to recognize distinctive and extraordinary contributions to the Corporation.

The term of membership of Honorary Members shall be for the lifetime of the member.

As set out in the Articles, each Honorary Member shall not be entitled to receive notice of, attend or vote at meetings of members of the Corporation.

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).

**Section 3.2 – Transferability of Membership.** A membership in the Corporation is non-transferable. 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.

**Section 3.3 – Termination of Membership.** A membership in the Corporation is terminated when: the member dies or resigns; the member is expelled or their membership is otherwise terminated in accordance with the Articles and By-laws; the member's term of membership expires; or, the Corporation is liquidated and dissolved under the Act. Upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

**Section 3.4 – Discipline of Members.** The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation 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 Corporation.

In the event that the Board determines that a member should be expelled or suspended, the Board shall provide five (5) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may respond to the notice, via a written submission, within five (5) days. In the event that no written submission is received, the Board may notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this section, the Board will consider such a submission 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 submission. The decision of the Board shall be final and binding on the member, without any further right of appeal.

**Section 3.5 – Notice of Members’ 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 affixing the notice, no later than fourteen (14) days before the day on which the meeting is to be held, to a notice board on which information respecting the Corporation's activities is regularly posted, either electronically, such as the official website of the Corporation, or one that is located in the main facilities or club house of the Corporation, or by means of any other communication facility that the Corporation has made available.

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 Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

**Section 3.6 – Members Calling a Members' 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 25% 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.

**Section 3.7 – Place of Members' Meeting.** Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board.

**Section 3.8 – Persons Entitled to be Present at Members' Meetings.** Members, non-members, Directors and the public accountant of the Corporation are entitled to be present at a meeting of the members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, Articles and By-laws are entitled to cast a vote at the meeting.

**Section 3.9 – Quorum at Members' Meetings.** A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be ten (10) members entitled to vote at the meeting. If a quorum is present at the opening of the meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**Section 3.10 – Votes to Govern at Members' Meetings.** At any meeting of members every question shall be determined by a majority of the votes cast, unless otherwise provided by the Act. In the case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**Section 3.11 – Participation by Electronic Means at Members' Meetings.** Participation at meetings of members may not be by telephonic, electronic or other communication facility.

Meetings of members may not be held entirely by telephonic, electronic or other communication facility.

**Section 3.12 – Proposals Nominating Directors at Annual Members' Meetings.** Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than 25% of members entitled to vote at the meeting at which the proposal is to be presented.

#### **ARTICLE FOUR: BOARD OF DIRECTORS**

**Section 4.1 – Number of Directors.** The Board shall be comprised of a fixed number of Directors as determined from time to time by resolution of the Board, with a minimum of six (6) Directors and a maximum of fourteen (14) Directors, as specified in the Articles.

**Section 4.2 – Election of Directors.** Elections of Directors shall be held at a meeting of members. Directors shall be elected in accordance with the procedures set out by the Secretary at the beginning of the meeting. All Directors shall be members of the Corporation at the time of election.

**Section 4.3 – Term of Office of Directors.** At the first election of Directors following the approval of this By-law, approximately one-third (1/3) Directors shall be elected for a three-year term, approximately one-third (1/3) Directors shall be elected for a two-year term and approximately one-third (1/3) Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for three-year (3) terms.

**Section 4.4 – Calling of Meetings of Board of Directors.** Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

**Section 4.5 – Notice of Meeting of Board of Directors.** Notice of the time and place for the holding of a meeting of the Board shall be given as many days in advance of the meeting as possible to every Director of the Corporation. 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.

**Section 4.6 – Votes to Govern at Meetings of the Board of Directors.** At all meetings of the Board, every motion shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

**Section 4.7 – Committees of the Board of Directors.** 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.

**Section 4.8 – Indemnification.** The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer and his/her heirs, executors and administrators, from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer. The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

#### **ARTICLE FIVE: OFFICERS OF THE CORPORATION**

**Section 5.1 – Appointment of Officers.** The Board may designate the offices of the Corporation, 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 Corporation. A Director may be appointed to any office of the Corporation. All officers shall be a Director unless these By-laws otherwise provide. Two or more offices may be held by the same person.

**Section 5.2 – Vacancy in Office.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- the officer's successor being appointed,
- the officer's resignation,
- such officer ceasing to be a Director or
- such officer's death.

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

## **ARTICLE SIX: GENERAL AND OTHER**

**Section 6.1 – Invalidity of any Provisions of this By-law.** 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.

**Section 6.2 – Omissions and Errors.** The accidental omission to give any notice to any member, Director, officer, or public accountant, or the non-receipt of any notice by any such person where the Corporation 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.

**Section 6.3 – By-laws and Effective Date.** Subject to the Articles, the Board of Directors may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. 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. *For reference, the relevant text of subsection 197(1) has been included in Annex A.*

## **EFFECTIVE DATE**

Subject to matters requiring a special resolution of the members, this By-law shall be effective when made by the Board.

By-law No. 1 of the Corporation was enacted by the Directors of the Corporation by resolution on the 1st day of June, 2015 and confirmed by the members of the Corporation by special resolution on the 18th day of January, 2016.

Appendix 4 – Ottawa Lions Track and Field Inc. – Proposed General Operating By-law No. 2

Ottawa Lions Track and Field Club Inc. – By-law No. 2

CERTIFIED to be By-law No. 2 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 9<sup>th</sup> day of January, 2017 and confirmed by the members of the Corporation by ordinary resolution on the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Signature: \_\_\_\_\_

Name of Director/officer: \_\_\_\_\_

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**ANNEX A – FOR REFERENCE ONLY**

***FUNDAMENTAL CHANGE – By-law Amendments Requiring Special Resolution of the Members***

As per Section 197.(1) of the Canada *Not-for-profit Corporations Act*, a special resolution of the members is required to make any amendment to the articles or the by-laws of a corporation to:

- (a) change the corporation's name;
- (b) change the province in which the corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the corporation may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
- (j) change the statement of the purpose of the corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by this Act to be set out in the articles.



**ANNEX B – DOCUMENT CHANGE CONTROL**

<b>VERSION</b>	<b>APPROVAL BY BOARD</b>	<b>APPROVAL BY MEMBERS</b>	<b>DESCRIPTION OF CHANGE</b>
By-Law No. 1	June 1, 2015	January 18, 2016	New by-laws developed to meet requirements of continuance under the <i>Canada Not-for-Profit Corporations Act</i>
By-Law No. 2	January 9, 2017	To be completed	Section 4.8 added (indemnification of Directors and Officers), and Annex B added to track document changes over time