



## Sport Hamilton BY-LAWS

### ARTICLE 1 GENERAL

- 1.1 Purpose -- These By-laws relate to the general conduct of the affairs of Sport Hamilton, an Ontario Corporation.
- 1.2 Head Office -- The Head Office of Sport Hamilton will be located in the Municipality of Hamilton, at such place therein as the Directors may determine.
- 1.3 Ruling on By-law -- Except as provided in the Act, in the event of a dispute the Board will have the authority to make an interpretation concerning any word, term or phrase in these By-laws which is ambiguous, contradictory or unclear.
- 1.4 Definitions -- The following terms have these meanings in these By-laws:
- a) Act – the *Ontario Not-for-Profit Corporations Act, 2010*, and any act that may be substituted therefore, from time to time amended.
  - b) Auditor – an individual appointed by the Members at the Annual Meeting to audit the books, accounts and records of SportHamilton for a report to the Members at the next Annual Meeting. The Auditor will not be an Employee or a Director of SportHamilton.
  - c) Board – the Board of Directors of SportHamilton.
  - d) Days – will mean total days, including weekends and holidays.
  - e) Director – an individual elected or appointed to serve on the Board pursuant to these By-laws.
  - f) Extraordinary Resolution – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution
  - g) Officer – an individual elected to serve as an Officer of SportHamilton pursuant to these By-laws.
  - h) Ordinary Resolution – a resolution that is (i) submitted to a meeting of the Members of SportHamilton and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each Member of SportHamilton entitled to vote at a meeting of the Members of SportHamilton or by the Member's attorney.
  - i) Registered Address – the most recent address of record in the register of Members, Officers or Directors, as the case may be.
  - j) Registered Participant – an individual who is registered with a local sport association and who does not have voting rights.
  - k) Registrar – the City of Hamilton Services, or any successor or replacement agency.



- l) Special Resolution – a resolution that is (i) submitted to a special meeting of the Members of SportHamilton duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (ii) consented to by each Member of SportHamilton entitled to vote at a meeting of the Members of SportHamilton or by the member's attorney

## **ARTICLE 2 MEMBERSHIP**

2.1 Categories - SportHamilton has the following categories of members:

- a) Director Members – Any individual holding a current position as a Director of SportHamilton.
- b) Individual Members - All current volunteers representing SportHamilton (including the following but not restricted to: Ad-Hoc Committee Member, Personnel, Instructors) appointed by SportHamilton.

2.2 Voting Rights of Members: Director Members have one (1) vote each and Individual Members are not entitled to vote.

2.3 Policy Compliance – As a condition for membership, a Member must comply with SportHamilton's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with SportHamilton's policies and procedures may result in discipline, or suspension or termination of membership.

2.4 Transfer – Membership in SportHamilton is non-transferable.

2.5 Suspension – A Director Member may be suspended, pending the outcome of a discipline hearing in accordance with SportHamilton's policies related to discipline, or 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.

2.6 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with SportHamilton, and may be subject to a probationary period before being reinstated to good standing.

2.7 Termination – Membership in SportHamilton will terminate immediately upon:

- a) The expiration of the Member's 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 these By-laws;
- c) Resignation by the Member by giving written notice to SportHamilton;
- d) Dissolution of SportHamilton;
- e) The Member's death or dissolution, as applicable; or
- f) Upon at least fifteen (15) days' prior written notice to a Member, the Board may pass a resolution authorizing disciplinary action in respect of such Member or the termination of such Member's membership. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving such notice shall be entitled to give the Board a written submission opposing the

proposed disciplinary action or termination of membership not less than five (5) days before the end of the 15-day period. The Board shall consider any written submission made by the Member before making a final decision regarding disciplinary action or termination of membership.

2.8 May Not Resign – A Member may not resign from SportHamilton when the Member is subject to disciplinary investigation or action by SportHamilton.

2.9 Definition – A Member will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) Has completed and remitted all documents as required by SportHamilton;
- c) Has complied with the By-laws, policies, and rules of SportHamilton;
- d) Is not subject to a disciplinary investigation or action by SportHamilton, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership fees.

2.10 Privileges of Good Standing – Subject to these By-laws and other governing documents of SportHamilton, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members;
- b) To participate in SportHamilton's activities; and
- c) To participate in other events associated with SportHamilton

### **ARTICLE 3 GOVERNANCE**

2.11 Board of Directors -- The affairs of SportHamilton will be managed by a volunteer Board of Directors comprised of a minimum of 5 and maximum of 25 elected Directors.

2.12 Number of Directors – Prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director positions by Ordinary Resolution (this power to the Board is provided by Special Resolution of the voting Members) provided that:

- a) The number of Directors plus the number of other Directors present on the Board, or elected at the meeting, does not exceed the maximum number of Directors specified in the Articles;
- b) The number of Directors plus the number of other Directors present on the Board, or elected at the meeting, does not fall below the minimum number of Directors specified in the Articles;
- c) The number of Director positions is at least five (5) and no more than twenty-five (25); and
- d) The determination of the number of Director positions on the Board does not have the effect of shortening the term of a sitting Director

2.13 Portfolios -- Directors-at-Large may be appointed, by the Board, to serve in Officer positions (see: **Article V**) and/or as Directors of various portfolios related to the operations of SportHamilton (e.g., Competition Director, Communications Director, Sponsorship Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

- 2.14 Powers of the Board -- Except as otherwise provided in the Act or these By-laws, the Board has the powers of SportHamilton and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing:
- a) Make policies and procedures or manage the affairs of SportHamilton for the purpose of furthering the objects and purposes of SportHamilton in accordance with the Act and these By-laws;
  - b) Make policies and procedures relating to the discipline of Members and Registered Participants, and have the authority to discipline Members and Registered Participants in accordance with such policies and procedures;
  - c) Make policies and procedures relating to the management of disputes within SportHamilton 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 SportHamilton;
  - e) Appoint Key Volunteers with duties and responsibilities as described by the Board;
  - f) Determine registration procedures, determine membership fees, and determine other registration requirements;
  - g) Enable SportHamilton to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of SportHamilton;
  - h) Make expenditures for the purpose of furthering the objects and purposes of SportHamilton;
  - i) Invest funds for the purpose of furthering the objects and purposes of SportHamilton;
  - j) Manage SportHamilton's assets and resources expenditures for the purpose of furthering the objects and purposes of SportHamilton;
  - k) Borrow money upon the credit of SportHamilton as it deems necessary in accordance with these By-laws; and
  - l) Perform any other duties from time to time as may be in the best interests of SportHamilton
- 2.15 Eligibility to Serve on the Board – Any individual 18 years of age or older, residing in the Hamilton and surrounding area, who has the power to contract, supports the mission and vision of SportHamilton, has not been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property, has not been declared incapable by a court in Canada or in another country and not have the status of bankrupt.
- 2.16 Election of SportHamilton Directors – A Nominating Committee will be appointed by the Board annually and will consist of three (3) Directors who are not seeking re-election. The Nominating Committee will be responsible to solicit nominations for elections to the SportHamilton Board of Directors and to circulate valid nominations to all voting members at least 30 days prior to the Annual Meeting. There will be no nominations from the floor at the Annual Meeting.
- 2.17 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant
- 2.18 Elections – Elections for Director positions will be decided by the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
  - b) More Nominations than Available Positions – The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.
- 2.19 Term -- All Directors will serve staggered 3 year terms and will hold office until their successors have been duly appointed or elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. There is no limit on the number of consecutive terms that may be served by a Director.
- 2.20 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board.
- 2.21 Director Consent and Registration – An individual who is elected or appointed to be a Director must register with SportHamilton as a Director, must sign all required documents presented by SportHamilton, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.
- 2.22 Vacate Office -- The office of any Director will be vacated automatically:
- a) The Director resigns;
  - b) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
  - c) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
  - d) The Director is found to be incapable of managing property by a court or under Ontario law;
  - e) The Director is found by a court to be incapable;
  - f) The Director becomes bankrupt; or
  - g) The Director dies
- 2.23 Removal – A Director may be removed by Ordinary Resolution of the Members present at a Special Meeting of Members, provided the Director has been given notice of and the opportunity to be present and to speak at such a Meeting.
- 2.24 Vacancy -- When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting. If, because of any vacancy or vacancies on the Board, there is not a quorum of Directors, the remaining Directors will forthwith call a meeting of the Members to fill the vacancies

- 2.25 Number of Meetings -- The board will meet a minimum of four (4) times per year in person or virtually and may meet additionally by telephone conference call as required.
- 2.26 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. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of SportHamilton consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate with each other simultaneously during the meeting
- 2.27 Call of Meeting -- The meetings of the Board will be at the call of the President, or at the call of the Secretary if a majority of the Board requests a meeting.
- 2.28 Notice – Written notice of Board meetings will be provided to all Directors at least seven (7) days before the date of the meeting.
- 2.29 Meetings Without Notice – Meetings of the Board may be held at any time without notice if all members of the Board are present and waive notice, or if those members who are absent signify their consent in writing to the meeting being held in their absence.
- 2.30 Quorum – Quorum for meetings of the Board will be the following:  
a) Executive Committee meetings 50%  
b) Board of Directors meetings 50% plus 1
- 2.31 President -- If the President is absent from the meeting, the Vice-President will preside over the meeting. If the President and Vice-President are absent, the second vice-president will preside
- 2.32 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated. Voting will be by a show of hands unless the majority of the Board approves a secret ballot.
- 2.33 Closed Meetings -- Meetings of the Board will be private, attended only by members of the Board and staff, as required. Others may participate in the meeting if invited by the President or by the Board.

### **ARTICLE 3 – OFFICERS AND COMMITTEES**

- 3.1 Officers -- The Officers of SportHamilton are the President, First Vice-President, Second Vice President and Treasurer.
- 3.2 Election of Officers - All Officers are elected from among the Directors at the first meeting of Directors after the Annual Meeting.
- 3.3 Executive Committee - The Executive Committee will be composed of the Officers, the Past President, and two Directors appointed by the Officers. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee

the implementation of SportHamilton's policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee must be ratified by the Board at the next meeting of the Board to continue to take effect.

- 3.4 Terms - The term of the Officers will be at the discretion of the Board. Officers may be elected for a one-year term, a two-year term, or a term that expires when the individual's term as a Director expires (or when the Director is removed from or vacates their position). All Officers, President and Board of Director members can serve unlimited number of repeated terms.
- 3.5 Duties -- The duties of Officers are as follows:
- a) The President will be responsible for the general supervision of the affairs and operations of SportHamilton, will Chair the Meetings of Members of SportHamilton, meetings of the Board and will perform such other duties as may from time to time be established by the Board;
  - b) The First Vice-President will perform the duties and exercise the powers of the President in the absence of the President, and will perform such other duties as may from time to time be established by the Board;
  - c) The Second Vice- President will record and distribute accurate minutes of the meetings of Members and the Board; will maintain all other official records of SportHamilton as are required to be maintained by the Act and these By-laws; and will perform such other duties as may from time to time be established by the Board; and
  - d) The Treasurer will cause to be kept proper accounting records as required by the Act; will cause to be deposited all monies received by SportHamilton into SportHamilton's bank account; as directed by the Board will supervise the management and the disbursement of funds of SportHamilton; when required will provide the Board with an account of financial transactions and the financial position of SportHamilton; and will perform such other duties as may from time to time be established by the Board.
- 3.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of SportHamilton, or to another Officer or Director.
- 3.7 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).
- 3.8 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.
- 3.9 Committees – The Board may appoint such committees, as it deems necessary for assisting the Board in carrying out its activities.

- 3.10 Terms of Reference of Committees -- The Board will establish the terms of reference for committees, and may delegate any of its powers, duties or functions to a committee, except where prohibited by the Act or these By-laws.
- 3.11 Composition – The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.
- 3.12 Committee Limitations – No Committee, including the Executive Committee, has authority to:
- a) Submit to the Members any question or matter requiring approval of the Members;
  - b) Fill a vacancy among the Directors or appoint additional Directors;
  - c) Issue debt obligations except as authorized by the Board;
  - d) Approve any financial statements;
  - e) Adopt, amend or repeal the By-laws; or
  - f) Establish contributions to be made, or fees to be paid, by Members without the approval of the Board

#### **ARTICLE 4 MEETINGS OF MEMBERS**

- 4.1 Types of Meetings –Meetings of Members will include Annual Meetings and Special Meetings.
- 4.2 Notice -- Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting and the notice will state the date, time, place and general nature of the business to be conducted at the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda and reasonable information to permit Members to make informed decisions. Notwithstanding the foregoing provisions of this Section, a notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or other electronic means. If a person may attend a meeting of the Members by telephonic or other electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- 4.3 Annual Meeting -- SportHamilton will hold an Annual Meeting 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 SportHamilton's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the Annual Meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any)..
- 4.4 Special Meetings A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of SportHamilton 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.

4.5 Business at Meetings – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the auditor's report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual Meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
- c) Reports;
- d) Consideration of the financial statements;
- e) Report of the auditor or person who has been appointed to conduct a review engagement (if any);
- f) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any) and to fix the remuneration of the auditor or authorize the Board to fix such remuneration;
- g) Election of Directors; and
- h) Such other business or special business as may be set out in the notice of meeting which will include the nature of the business in sufficient detail to permit a Member to form a reasoned judgement on the business and the text of any Special Resolution to be submitted at the meeting.

4.6 Quorum – Quorum at a meeting of the Members will be a majority of voting Members.

4.7 Attendance - The only persons entitled to attend a meeting of the Members are the Members, the Directors and Officers, Key Volunteers and staff of SportHamilton, the auditors of SportHamilton (or the person who has been appointed to conduct a review engagement, if any), , and others who are entitled or required under any provision of the Act 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 provided that such other persons will not have the right to speak except on the invitation of the Chair of the meeting or the consent of the meeting.

4.8 Proxies – Proxy voting is not permitted.

4.9 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. 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. Any resolution signed by all the voting Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Members and delivered or transmitted by any electronic means to SportHamilton shall be deemed to be duly signed by such Members.

## **ARTICLE 6 FINANCE AND MANAGEMENT**

6.1 Fiscal Year -- Unless otherwise determined by the Board, the fiscal year-end of SportHamilton will be December 31.

- 6.2 Bank -- The banking business of SportHamilton will be conducted at such financial institution as the Board may designate.
- 6.3 Auditors -- At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of SportHamilton in accordance with the Act. The auditor will hold office until the next Annual Meeting, provided that the Board may fill any casual vacancy in the office of the Auditor. If an appointment is not so made, the Auditor will continue in office until a successor is appointed. The Auditor will not be an employee, Officer, or Director of SportHamilton, must be independent of SportHamilton and each of the Directors and Officers of SportHamilton, and must be permitted to conduct an audit or review engagement of SportHamilton under the *Public Accounting Act, 2004*, as amended. When SportHamilton's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when SportHamilton's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement or compilation in lieu of an audit.
- 6.4 Signing Authority for Financial Transactions -- The Officers of SportHamilton will have signing authority for all financial transactions conducted in the name of SportHamilton. All transactions must include 2 signing authority signatures.
- 6.5 Removal – The Members may, by Ordinary Resolution at a special meeting of the Members duly called for that purpose, remove any Auditor of SportHamilton before the expiration of its term of office and shall, by Ordinary Resolution at that meeting, appoint another Auditor in its stead for the remainder of its term.
- 6.6 Remuneration – The Members shall fix the remuneration of the Auditor or authorize the Board to fix such remuneration. The remuneration of an Auditor appointed by the Board shall be fixed by the Board.
- 6.7 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of SportHamilton of the most recent completed fiscal year of SportHamilton and will present the financial statements at the Annual Meeting not more than six (6) months after fiscal year end. A copy of the Annual 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:
- The financial statements;
  - The auditor's report or review engagement (if any); and
  - Any further information respecting the financial position of SportHamilton.
- 6.8 Books and Records – The necessary books and records of SportHamilton required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- SportHamilton's articles and By-laws;
  - The minutes of meetings of the Members and of any committee of Members;
  - The resolutions of the Members and of any committee of Members;
  - The minutes of meetings of the Directors or any committee of Directors;
  - The resolutions of the Directors and of any committee of Directors;
  - A register of Directors;



- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of SportHamilton on a quarterly basis.

6.9 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

6.10 Property – SportHamilton 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.

6.11 Borrowing – SportHamilton may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

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

6.13 Finance and Management- All proposals involving capital expenditures must be presented first to the Executive Committee for perusal, analysis and assessment prior to being recommended to the Board of Directors for approval. Such a proposal must be given in writing to the Board of Directors 30 days before its presentation to the Board.

6.14 Dissolution - Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property or part thereof shall be distributed or disposed of to charitable or not-for-profit organizations whose objects are beneficial to the community.

#### **ARTICLE 7 INDEMNIFICATION AND ADMINISTRATION**

7.1 Will Indemnify -- SportHamilton will indemnify and hold harmless out of the funds of SportHamilton each Officer and Director 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. Such indemnification will be in conformance with the Act.

7.2 Will Not Indemnify -- SportHamilton will not indemnify an Officer or Director or any other person for acts of fraud, dishonesty, or bad faith.

7.3 Insurance -- SportHamilton may purchase and maintain insurance for the benefit of its Officers and Directors, as the Board may determine.

7.4 No Remuneration -- All Officers, Directors and members of Committees will serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.

7.5 Conflict of Interest A Director, Officer or member of a committee who has an interest, who may be perceived as having an interest in, or is a party to, a proposed contract or transaction with SportHamilton, or has knowledge that their partner or relative has an interest, directly or

indirectly, in any contract, transaction, proposed contract or transaction under consideration by SportHamilton will:

- a) Declare the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is first considered (or if such interest arose after the meeting at which the matter is first considered, not later than the first meeting after such interest arose);
- b) Refrain from taking part in any discussion or vote related to the matter; and
- c) Withdraw from any meeting at which the matter is being discussed, during the period of such discussion

7.6 **Failure to Declare** – Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by an Ordinary Resolution present at the meeting, that a conflict of interest exists and in each such case the provisions of subsections (b) and (c) of the above Section shall apply as if the individual had declared the interest.

7.7 **Effect of Disclosure** – A Director, Officer or member of a committee who has declared their interest in a contract or transaction or a proposed contract or transaction (or the Board has so declared pursuant to the above Section) and who has not voted in respect thereof shall not be accountable to SportHamilton, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director, Officer or member of a committee holding that office or of the fiduciary relationship established thereby

## **ARTICLE 8 AMENDMENT OF BY-LAWS**

8.1 Subject to **Section 8.2** (when applicable), these By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution

8.2 **Fundamental Changes** – A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of SportHamilton. Fundamental Changes are defined as follows:

- a) Change SportHamilton's name;
- b) Add, change or remove any restriction on the activities that SportHamilton may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;



- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of SportHamilton;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of SportHamilton is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act

#### **ARTICLE 9 NOTICE**

- 9.1 Written Notice -- In these By-laws, written notice will mean notice which is hand-delivered or provided by e-mail, facsimile, mail or courier to the address of record of the Officer, Director or Member, as the case may be.
- 9.2 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 e-mailed or sent by facsimile, in writing where the notice is couriered, or in the case of notice which is provided by mail, five days after the date the mail is post-marked.
- 9.3 Error in Notice -- The accidental omission to give notice of a Meeting of the Board , the failure of any Officer, 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 10 ADOPTION OF BY-LAWS**

- 10.1 Ratification – These By-laws were ratified by the Members of SportHamilton at a meeting of Members duly called and held on September 11 2024
- 10.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of SportHamilton repeal all prior By-laws of SportHamilton provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws
- 10.3 Interpretation - Where differences in interpretation or the absence and or neglect of protocols arise in the proper functioning of the Board, Roberts Rules will prevail.