

**BY-LAW NO. I - Revised March 15, 2014**  
being the By-law of  
**ONTARIO MASTERS ATHLETICS**  
(herein after referred to as the "Association")

WHEREAS the Association was incorporated by Letters Patent issued under the Corporation Act (Ontario) on the 27th day of August, 1997, for the following objects:

THE ESTABLISHMENT OF AN ASSOCIATION FOR THE ENCOURAGEMENT, DEVELOPMENT, MANAGEMENT AND PROMOTION OF ATHLETICS FOR RESIDENTS OF THE PROVINCE OF ONTARIO WHO ARE THIRTY YEARS AND OLDER, AND FOR SUCH OTHER COMPLEMENTARY PURPOSES AS ARE NOT INCONSISTENT WITH THESE OBJECTS INCLUDING, BUT NOT LIMITED TO, PROVIDING PROGRAMS TO ENCOURAGE YOUNGER ATHLETES TO REMAIN ACTIVE PARTICIPANTS IN ATHLETICS UNTIL THEY REACH THE AFORESAID AGES

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

**INTERPRETATION**

1.1 **Definitions.** In this By-law, unless the context otherwise specifies or requires:

- (a) "Act" means the Corporations Act, R.S.O. 1990, chap. C.38as from time to time amended and every statute that may be substituted there for and, in the case of such substitution, any references in the By-laws of the Association to provisions of the Act shall be read as references to the substituted provisions there for in the new statute or statutes;
- (b) "By-law,-" means any By-law of the Association from time to time in force and effect;
- (c) "Letters Patent" means the Letters Patent and any supplementary letters patent of the Association;
- (d) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted there for and, in the case of such substitution, any references in the By-laws of the Association to provisions of the regulations shall be read as references to the substituted provisions there for in the new regulations.

1.2 **Interpretation.** This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms which are contained in the By-laws of the Association and which are defined in the Act or the Regulations made there under shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; and the word 'person' shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

**HEAD OFFICE**

2.1 **Head Office.** The head office of the Association shall be at 3 Concorde Gate, Suite 211, Toronto M3C 3N7 as at such other place therein as the Board (as hereinafter defined) may from time to time by resolution determine.

**SEAL**

3.1 **Seal.** The corporate seal of the Association shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safe keeping.

**DIRECTORS**

4.1 **Board of Directors.** The affairs of the Association shall be managed by a board of directors (herein referred to as the "Board") consisting of a minimum of six and a maximum of twelve directors, who may exercise all such powers and do all such things as may be exercised or done by the Association and are not by the by- laws or any resolution of the Association or by statute expressly directed or required to be done by the Association at a meeting of members. There may be one or more Honorary Directors appointed by the Board to hold such office at the pleasure of the Board. Such Honorary Directors may attend meetings of the Board but shall have no vote thereat or powers or duties.

4.2 **Qualification of Directors.** Directors shall be individuals, thirty or more years of age and shall, at the time of their nomination and throughout the term of their office, be members in good standing of the Association.

#### 4.3 **Nomination of Directors and Term of Office.**

- (a) The applicants for incorporation shall be the first directors of the Association whose term of office on the board of directors shall continue until their successors are elected or appointed.
- (b) The first directors referred to above shall be entitled to appoint the initial nine directors and establish their term of office (not to exceed three 3 years) and thereafter the directors' term of office (subject to the provisions, if any, of the letters patent or any supplementary letters patent issued to the Association) shall be for a term of three (3) years, or until their successors shall have been duly elected whichever comes first, PROVIDED THAT the director's term of office shall be staggered so that three (3) directors shall be elected at each annual meeting.
- (c) Subject to 4.3(b), the Board of Directors shall be elected by the Members (as hereinafter defined) of the Association at annual meetings. In the event that the number of directors is increased to a number greater than nine (9), the additional directors shall be elected at a meeting of members.
- (d) From time to time in the event of any vacancy, however caused, occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by appointment by the remaining Directors and any director nominated to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

#### 4.4 **Vacation of Office.** A person ceases to be a director of the Association if:

- (a) they do not become a member, or if they cease to be a member of the Association;
- (b) if the director dies;
- (c) if, at a special meeting of members, a resolution is passed by at least sixty-seven percent (67%) of the votes cast by the Annual Members at the special meeting removing the director before the expiration of the director's term of office;
- (d) he or she becomes bankrupt;
- (e) he or she is found by a court to be mentally incompetent or of unsound mind; or
- (f) by notice in writing to the Secretary of the Association, if he or she resigns from the office.

4.5 **Executive Committee** Subject to Section 70 of the Act and in the event that the number of directors on the Board is greater than three (3), the directors may elect from among their number an executive committee consisting of no fewer than three (3) directors and may delegate to such executive committee any of the powers of the Board of Directors, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the Board of Directors. Subject to the By-laws and any resolution of the Board of Directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. Subject to the Act, except to the extent otherwise determined by the Board of Directors or, failing such determination, as determined by the executive committee, the provisions of Section 5 hereof shall apply, with necessary modifications, to the executive committee. Any executive committee member may be removed by resolution of the Board of Directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

4.6 **Remuneration of Directors** The directors of the Association shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such PROVIDED THAT a director may be paid reasonable expenses incurred by him or her in the performance of director's duties.

### **MEETINGS OF DIRECTORS**

#### 5.1 **Place of Meeting and Notice**

- (a) Meetings of the Board may be held either at the head office of the Association or at any place within Ontario. A meeting of the Board may be convened by the Chair of the Board, the President or any two directors at any time.
- (b) Notice of any meeting of the Board shall be communicated to each director not less than seven (7) days (exclusive of the day on which the notice is communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to any such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director. Notice of a meeting of directors called for any purpose other than consideration of the financial statements and auditor's report and the appointment of officers shall state the nature of such business in

sufficient detail to permit the director to form a reasoned judgment thereon and shall state the text of any resolution to be submitted to the meeting. A director may in any manner waive notice or otherwise consent to a meeting of directors.

(c) For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

(d) Any director may participate in a meeting of the Board by means of telephone conference or other communication equipment by means of which all persons participating in the meeting are able to hear each other, and a director participating in a meeting in such a manner shall be deemed to be present in person at the meeting.

5.2 **Chair** The President of the Association shall act as Chair of the Board. The Chair of the Board shall, when present, preside at all meetings of the Board and of the members. In the absence of the Chair at a meeting of the Board, the directors present shall choose one of the other directors to be Chair of the meeting.

5.3 **Quorum** A quorum at any meeting of the Board shall be a majority of the directors.

#### 5.4 **Voting**

(a) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall not have a second or casting vote.

(b) At any meeting unless a poll is determined, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### 5.5 **Conflict of Interest**

(a) Any director who has interest directly or indirectly in a proposed contract or transaction or in a contract or transaction with the Association, shall declare his or her interest in the contract or transaction at a meeting of the directors.

(b) In the case of a proposed contract or transaction, the directors shall declare his or her interest, in writing, at the meeting of the Board at which the question of entering into the contract or transaction is first taken into consideration or if he or she is not present at such meeting, then at the first board meeting held thereafter.

(c) Directors and their families shall not enter into any proposed contract or transaction with the Association, except on a competitive bid basis or other basis in writing, where the director has declared an interest therein and where he or she has refrained from voting thereon.

(d) Directors shall not vote on any matter in which they have a direct or indirect financial interest and shall declare the details of such interest prior to the discussion and vote on such matter.

(e) The Chair of any meeting of the Board or of any committee of the Board may request any member who has declared any interest in any business or other financial arrangement with the Association which is discussed, to absent himself or herself during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.

### **OFFICERS**

6.1 **Officers** The Annual Members shall elect annually from among the Directors a President, a Vice-President, a Secretary and a Treasurer. In addition, the Board shall appoint the individual who was the immediate past president of the Association to the office of Past President and may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

6.2 **Remuneration and Removal of Officers** The officers shall serve without remuneration. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

6.3 **Delegation of Duties of Officers** In the case of absence or inability to act of the President, Vice-President or any other officer of the Association or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

6.4 **President** The President shall sign such contracts, documents or instruments on writing as require his or her signature. The President shall be responsible to the Board for the coordination of all affairs of the Association. In all matters affecting the Association, the President shall be deemed to be an agent of the Association acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.

6.5 **Vice-President** The Vice-President shall sign such contracts, documents or instruments in writing as require their signature and shall have such powers and duties as may from time to time be assigned to him or her by the board.

6.6 **Secretary** The Secretary shall, when present, act as secretary of all meetings of directors and members, shall have charge of the minute books of the Association and the documents and registers referred to in the *Corporations Act* (Ontario) as amended from time to time.

6.7 **Treasurer** The Treasurer shall have the care and custody of all funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depositary or depositaries as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

6.8 **Vacancies** If the office of the President, Vice-President, Secretary, or Treasurer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may elect or appoint an officer to fill such vacancy.

### **CONFIDENTIALITY**

7.1 **Confidentiality** Every director, officer, member, and employee of the Association shall respect the confidentiality of matters brought before the Board, the officers, or before any committee or any matter dealt with in the course of the employees employment or the members activities in the Association.

### **INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS**

8.1 **Indemnities** Every director or officer of the Association, every member of a committee, or any other person who has undertaken or is about to undertake any liability on behalf of the Association and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against,

- (a) all costs, charges and expenses whatsoever which such director, officer, member of a committee or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office provided such duties are exercised in good faith; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

### **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

9.1 **Exclusion of Liability** No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director, officer, member or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

9.2 **Remuneration for Services** The directors of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board. If any director or

officer of the Association shall be employed by or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Association, the fact of his or her being a director or officer of the Association shall not disentitle such director or officer or such firm or company, as the case may be from receiving proper remuneration for such services.

## **MEMBERSHIP**

10.1 **Entitlement** Membership in the Association shall be available to those persons whose application for admission as a member has received the approval of the Board of Directors of the Association. Each member shall be promptly informed by the Secretary of his/her admission as a member.

10.2 **Classes of Membership** There shall be the following classes of membership in the Association, namely:

- (a) Annual Members; and
- (b) Honourary Members.

### 10.3 **Annual Members**

Any annual membership in the Association shall be effective only from January 1<sup>st</sup>, in any year to December 31<sup>st</sup> in the same year PROVIDED THAT any Annual Member who is elected as a director shall retain such annual membership so long as he or she remains a director.

10.4 **Honourary Members** A person is eligible to be an Honourary Member where he or she has performed some exemplary service which the Board wishes to recognize and such membership shall be for such length of time as is determined.

10.5 **Termination of Membership** The membership of any member shall be automatically terminated if such member fails to renew their membership within 30 days of membership expiry. The Board may, by resolution passed by a vote of sixty-seven percent (67%) of the directors, terminate any membership for just cause, provided, however, that the membership of any director of the Association shall not be terminated unless such director has first been removed as a director of the Association pursuant to Section 4.4 of this By-law.

10.6 **Resignation** Any member of the Association may resign as a member of the Association by letter addressed to the Secretary of the Association at the head office of the Association.

10.7 **Membership Dues** Membership dues, assessments and similar obligations (“Assessments”) may only be levied if authorized by the Members. Notice of an Assessment shall be mailed to each member. Provided however, that no Assessments may be levied against any Honourary Member. If any assessments are not paid within sixty (60) days of the membership renewal date the member in default shall thereupon cease to be a member of the Association.

10.8 **Liability of Member** Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Association or for any engagement, claim, payment, loss, injury, transaction, matter or thing related to or connected with the Association.

## **MEETINGS OF MEMBERS**

11.1 **Annual Meetings** The Association shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Association, or such other place on such day in each year at such time as the Board may by resolution determine. At annual meetings there shall be presented a report for the directors of the affairs of the Association for the previous year, a financial statement of the Association, the auditor’s report and such other information or reports relating to the Association’s affairs as the directors may determine.

11.2 **General Meetings** Other meetings of the members (to be known as “general meetings”) may be convened by order of the Chair of the Board, the President or by any three (3) directors of the Board to be held any date and time and at any place within Ontario. In addition the Chair of the Board or, failing him, the President shall call a general meeting of the members upon receipt of a written requisition to do so of not less than 25 of the members entitled to vote at such meeting.

11.3 **Notice** A notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served either personally or be sending such notice to each member of such meeting

and to the auditor of the Association not less than ten (10) nor more than sixty days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as appears on the books of the Associations, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Association.

11.4 **Quorum** A quorum for every meeting of the members of the Association shall consist of not less than 20 Annual Members in good standing, in person or by proxy.

11.5 **Omission of Notice** The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

11.6 **Contents of Notice** Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy, who need not be a member, to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

11.7 **Proxies** At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights and the member appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a member of the Association.

11.8 **Chair** In the absence of the Chair of the Board, the members present at any meeting of members shall choose another director to act as Chair of the meeting and if no director is present or if all the directors present decline to act as Chair, the members present shall choose one of their number to be Chair of the meeting.

#### 11.9 **Voting**

(1) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chair of the meeting shall not, both on a show of hands and on a poll, have a second or casting vote. Each Annual Member shall be entitled to one vote and, in the case of an Honourary Member, no vote.

(2) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried unanimously or by particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

11.10 **Polls** If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chairperson directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

11.11 **Adjournments** The Chair may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

12.1 **By-laws** By-laws of the Association may be enacted, repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the Annual Members, in attendance in person or by proxy, at a meeting of members duly called for the purpose of considering such by-laws.

12.2 **Notice** A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Association with the notice of such meeting.

### **AUDITORS**

13.1 **Auditors** The members shall at each annual meeting appoint an auditor to audit the accounts of the Association to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

## **NOTICES**

14.1 **Service** Subject to 5.1 (b) and 11.03, any notice to be given to any member or director or auditor shall be served either personally or by sending it by mail addressed to such member, director, or auditor at his address as the same appears in the books of the Association or, if no address be given therein, then to the last address of such member, director or auditor known to the Secretary of the Association. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope containing the notice was properly addressed and put into a Post Office or into a Post Office letter box.

14.2 **Signatures to Notices** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

14.3 **Computation of Time** Where a given number of days notice or notice extending over a period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such manner of days or other period.

14.4 **Proof of Service** A certificate of the President, Vice-President, Secretary, or Treasurer or any other officer of the Association in office at the time of the making of the certificate as to the facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Association, as the case may be.

## **EXECUTION OF CONTRACTS, ETC.**

15.1 **Execution of Contracts** Contracts, documents or instruments in writing requiring the signature of the Association may be signed by any two directors, and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

15.2 **Seal** The corporate seal of the Association may when required by affixed to contracts, documents or instruments in writing signed as aforesaid, by an officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

## **BANKING ARRANGEMENTS**

16.1 **Banking Arrangements** The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other Association carrying on a banking business that the Board has designated as the Association's Banker, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the Association's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Association;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any officer of the banker to do any act or thing on the Association's behalf to facilitate the banking business.

16.2 **Deposit of Securities** The securities of the Association shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited

may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be selected as custodians of the board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### **FINANCIAL YEAR**

17.1 **Financial Year** The Board may by resolution fix the financial year end of the Association and the Board may from time to time by resolution change the financial year end of the Association.

**ENACTED** THE 27<sup>th</sup> day of August, 1997



## **RESOLUTIONS OF THE DIRECTORS**

### **FIRST DIRECTORS**

#### **RESOLVED THAT:**

The Following persons named as the first directors in the letters patent are the directors of the Association until they are replaced by the same number of other duly appointed in their stead.

Brian Keaveney, Richard Kihn, and Douglas Smith.

### **AUTHORIZATION OF MEMBERSHIPS**

#### **RESOLVED THAT:**

Upon the incorporation of the Association, each of the first directors set forth in the Letter Patent is hereby accepted as an Annual Member of the Association, namely: Brian Keaveney, Richard Kihn, and Douglas Smith.

The above are designated as Annual members with no membership fee required and such annual membership shall be retained so long as such person remains a director.

### **APPOINTING OFFICERS**

#### **RESOLVED THAT:**

The following persons be and they are hereby elected to hold office during the pleasure of the Board, namely:

Brian Keaveney	President
Richard Kihn	Secretary-Treasurer
Douglas Smith	Vice President

### **BY-LAW NUMBER 1**

#### **RESOLVED THAT:**

The form of by-law submitted to the directors of the Association which is marked as By-Law No.1 of the Association and relates generally to the transaction of business and affairs of the Association is hereby enacted and made By-Law No.1 of the Association, and:

The President and Secretary of the Association are directed to sign By-Law No.1, their execution thereof serving to identify the by-law hereby made.

### **ADDRESS OF THE REGISTERED OFFICE**

#### **RESOLVED THAT:**

The address of the registered office of the Association within the City of North York, Municipality of Metropolitan Toronto, be and same is hereby fixed at:

1185 Eglinton Avenue East, North York, Ontario

### **APPROVING LOCATION OF CORPORATE RECORDS**

#### **RESOLVED THAT:**

All registers and other corporate records required to prepare and maintained by the Association pursuant to the Corporations Act (Ontario) but excluding accounting records, shall be kept with the Secretary-Treasurer, from time to time, of the Association.

### **RESPECTING BANKING ARRANGEMENTS**

#### **RESOLVED THAT:**

An account in the name of the Association will be opened with Duca Financial Services Credit Union Ltd. And the resolution respecting banking arrangements with such bank which is annexed hereto as Schedule 'A' is hereby passed.

### **ADOPTING CORPORATE SEAL**

#### **RESOLVED THAT:**

The seal, an impression thereof is stamped below hereof, is adopted as the seal of the Association.



### **FIXING FINANCIAL YEAR**

#### **RESOLVED THAT:**

The financial year end of the Association is hereby fixed at December 31 in each year until changed in accordance with the provisions of the Corporations Act, R.S.O. 1990 as amended.

## SPECIAL RESOLUTION OF THE DIRECTORS

### FIXING NUMBER OF DIRECTORS

**RESOLVED AS A SPECIAL RESOLUTIONS THAT:**

The number of directors of the Association and the numbers of directors of the Association to be elected at any annual meeting of the members of the Association is hereby determined to be a minimum of three (3).

**RESOLVED AS A SPECIAL RESOLUTIONS THAT:**

The name of the Association be changed from 'Ontario Masters Track & Field Association' to 'Ontario Masters Athletics'

**RESOLVED AS A SPECIAL RESOLUTIONS THAT:**

The seal, an impression thereof is stamped below hereof, is adopted as the seal of the Association.



**RESOLVED AS A SPECIAL RESOLUTIONS THAT:**

The address of the registered office of the Association within the City of North York, Municipality of Metropolitan Toronto, be and same is hereby fixed at:  
3 Concorde Gate, Suite 211, Toronto ON M3C 3N7

*The By-Law No.1, Resolutions of the Directors, and Special Resolution of the Directors were all signed on the 27<sup>th</sup> day of August, 1997 by Brian Keaveney, Richard Kihn and Douglas Smith.*

*The Incorporation documents were drawn up by Bruce Savage. The files were taken over by Roger Bourque after Bruce's death.*

*By-Law No.1 Amended. Revisions were made to the Opening Paragraph, 4.2, 5.1 (b), 6.1, 6.6, 6.7, 6.8, 10.1, 10.6, 11.3, 14.1, 14.4, & Special Resolutions of the Directors (1) by the OMTFA Membership at the Annual General Meeting at Sport Alliance, November 28, 2007.*

*By-Law No.1 Amended. Revisions were made to 10.1, 10.3, 10.5 and to Special Resolutions of the Directors (2,3,4) by the OMA Membership at the Annual General Meeting at Sport Alliance, January 14, 2009.*

*By-Law No.1 Amended. Revisions were made to 4.1 (number of Directors was listed as nine) by the OMA Membership at the Annual General Meeting at the Toronto Track & Field Centre on March 15, 2014.*