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BMFA

By-Laws

~~Apr 27th, 2022~~[August 10th, 2026]

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Section 1 – General

1.1 Purpose

These By-laws relate to the general conduct of the affairs of the Burlington Minor Football Association ("BMFA").

1.2 Definitions

In ~~this by-law~~these By-laws, unless the context otherwise requires:

a) "Act" means the *Ontario Not-for-Profit Corporations Act, 2010* and its regulations made under it, as amended or re-enacted from time to time~~the *Corporations Act*, (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time~~.

b) "Annual Meeting" means the annual general meeting of the Corporation.

~~b)~~c) *"Articles" means* the instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act.

~~c)~~d) "Auditor" means an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act~~an individual or firm appointed by the members at the AGM to audit the books, accounts and records of the Corporation for a report to the Members at the next AGM~~.

~~d)~~e) "Board" means the board of directors of the Corporation; ~~Three~~ four (~~3~~4) elected ~~senior management~~Officer positions: President, Vice President, Secretary and Treasurer and ~~Four~~ three (3~~4~~) elected ~~Independent positions: Chair, Development, Independent~~

~~Director (from Tackle Votes) and Independent Director (from Flag Votes)~~Director-at-Large positions.

~~e)~~f) "Bookkeeper" ~~Bookkeeper~~ is an individual appointed by the Board who is responsible for recording and maintaining financial transactions for the Corporation. Reports to the President.

~~f) "By-laws" means this by-law (including the schedules of this by-law) and all other by-laws of the Corporation as amended and which from time to time, in force;~~

g) "Coach" means a person registered with a recreational football team and/or the Corporation who is certified or "trained" or "in-training" status by the National Coaching Certification Program and/or any other relevant body or league.

~~h) "Contact Eligible Voters" means BMFA members and/or parents who registered for Contact programs in the past year.~~

~~i)~~h) "Corporation" means ~~the corporation that has passed these by-laws, meaning~~ the Burlington Minor Football Association~~, or such other name as it may in the future legally adopt~~.

~~j)~~i) "Days" means calendar days ~~irrespective of~~including weekends or holidays.

~~k)~~j) "Director" means an individual elected or appointed ~~and occupying the position of~~as a Director of the Corporation ~~by whatever name he or she is called~~.

~~l)~~k) "Extraordinary Resolution" means a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.

~~m)~~l) ~~"Executive Officers" Shall be President, Vice President & Treasurer. Executive Officers shall be elected.~~

m) "Family Member" includes spouses, parents, children, siblings, in-laws, grandparents and grandchildren, and any person who resides in the same household.

~~n) "Fusion" is a limited contact game that bridges the gap between flag and tackle. Fusion is considered a contact game.~~

~~o)~~n) "Governor~~s~~" ~~The title~~refers to members of the BMFA Operations Committee. They are appointed by the B~~b~~oard to handle the daily management roles. They report to the P~~p~~resident.

~~p) "Independent Directors" Shall be elected and shall not be a coach or hold any other title in the corporation. Independent director - Non-Contact shall be elected by non-contact eligible votes. Independent director - Contact shall be elected by contact eligible votes~~

~~q)~~o) "Meeting of the Members" means the ~~AGM~~ Annual Meeting or any special meeting of the Members as applicable in the circumstances.

~~r)~~p) "Member" shall be as defined in Section 6 of the by-laws.

~~s)~~q) "Members" means the collective membership of the Corporation.

~~t) "Non-Contact Eligible Voters" means BMFA members and/or parents who registered for Non-Contact programs in the past year.~~

~~u)~~r) "Officer" means an individual who holds an office of the Corporation. ~~who holds the title of Governor; they shall be appointed be a majority vote of the Board of Directors~~

~~v)~~s) "Official" means a person acting as an official for recreational football games.

t) "~~Chair~~Past President" means a former President of the Board who attends meetings of the Board, at the discretion of the Board, in a speaking but non-voting capacity.

u) “Ordinary Resolution” means a resolution that is (i) submitted to a meeting of the Members of the Corporation 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 the Corporation entitled to vote at a meeting of the Members of the Corporation or by the Member’s attorney.

~~w)~~v) “Player” means a person registered with a recreational football team and/or the Corporation whose main objective is participation in football.

~~x)~~w) “Registrar” means a management position who reports to ~~both~~ the President ~~and the Chair of the Board~~. ~~Also undertaking the management role of~~Responsible for registration.

~~y) “Rep Team” A team or teams who performs at the highest level.~~

~~z)~~x) “Special Resolution” – means a resolution that is (i) submitted to a special meeting of the Members of the Corporation 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 the Corporation entitled to vote at a meeting of the Members of the Corporation or by the member’s attorney~~a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board or Meeting of the Members for which proper notice has been given~~.

~~aa) “Stampeders” The Representative team or teams from the BMFA to perform at the highest caliber of football available.~~

~~bb)~~y) “Secretary” ~~S~~shall be in custody of all records of the corporation and keep official records of all meetings. ~~An appointed position who will report to the president and be involved in both Management meetings and Board meetings.~~

1.3 Interpretation

Other than is specified in Section 1.2, all terms contained in ~~this by-law~~these By-laws that are defined in the Act shall have the meaning given to such terms in the Act. Words importing the singular include the plural and vice-versa~~, and words importing one gender include all genders~~.

1.4 Severability and Precedence

The invalidity or unenforceability of any provision of ~~this~~ these By-laws shall not affect the validity or enforceability of the remaining provisions of ~~this~~ the By-laws. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

~~1.5 Seal~~

~~The seal of the Corporation, if any, shall be in the form determined by the Board.~~

1.5 Purpose and Objectives of Corporation

To provide recreational football programs for the benefit of the residents of the City of Burlington, Ontario and its surrounding communities. The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

1.6 Registered Office

The registered office of the Corporation will be located within the Province of Ontario and the municipality of Burlington.

1.7 Conduct of Meetings

Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition) as necessary for the orderly operation of the meetings of the Corporation.

Section 2 - Directors

2.1 Board Composition

a) The Board shall consist of ~~up to~~ seven (7) ~~members in~~ positions to conduct the business of the Corporation: President, Vice President, Secretary, Treasurer, and three (3) Directors-at-Large.~~.~~

b) Provided they adhere to the *Conflict of Interest Policy*, a~~A~~ Director of the Corporation may serve as a Coach, Assistant Coach, Manager of any Corporation team. ~~upon majority vote by the Directors~~

c) No Directors may hold more than one (1) elected office in the Corporation at one time ~~unless approved at the AGM by a majority vote~~. However, a Director may fill a position if vacated mid-term if approved by the majority of the Board.

~~d) Independent Directors will not hold any other title within the organization including coach. Independent directors will comprise four directors, including the Chair, independent director business development, independent director representing non-contact and independent director representing contact programs. The independent director representing Non-Contact shall be elected by Non-Contact Eligible Voters. The Independent director representing Contact shall be elected by Contact Eligible Voters.~~

~~It is to be recommended that a Head Coach of a Rep. team should not have a child on the team without a majority vote of the Governors"~~

~~e) No person shall be on the Board if he or she is in a marriage relation or of blood relation to another Board Member.~~

2.2 Directors Eligibility

a) To be eligible to be elected or appointed as a Director, an individual must:

i. Be eighteen (18) years of age or older;

ii. Not be a paid employee or contractor receiving $500 or more in compensation from the Corporation;

iii. Not be a Family Member of any individual already serving on the Board;

iv. Not hold any position (Director, Coach etc.) in a competing minor football organization unless approved by majority vote of the Directors;

v. Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;

vi. Have not been declared incapable by a court in Canada or in another country;

vii. Agree to participate in and satisfactorily complete any screening process required by the Corporation's By-laws or policies on a timeline determined by the Board, and agree that failure to do so will result in the Director ceasing to hold office in accordance with these By-laws; and

viii. Not have the status of bankrupt.

~~a)~~b) To be eligible for election to the office of the President, a Director must have previously served at least one term as a Director of the Corporation.

~~b) Directors may be elected to serve as President and Treasurer for a maximum of three (3) consecutive years; but may stand for the position previously held after being away from the position for at least one (1) year.~~

~~c) To be eligible for election or appointment, a Director or Governor must meet the following qualifications:~~

- ~~Must be eighteen (18) or more years of age~~
- ~~No undischarged bankruptcy. If a Director or Governors becomes bankrupt, he/she shall automatically cease to be a Director or Governors. A Director or Governors may not hold any paid staff position of the Corporation.~~

~~d)~~c) ~~To be eligible for election to a position on the Board, the candidate must be nominated by a Member of the Corporation by prior communication to the Secretary of the Board 7 days in advance of the Annual Meeting.~~Eligible individuals may nominate themselves for any Director positions. ~~The nominee must consent to his or her nomination by written acceptance of the nomination filed with the Corporate Secretary.~~

d) If no eligible ~~C~~candidate has been ~~proposed for an eligible position~~nominated for a position, a nomination from the floor at the Annual Meeting for that position will be accepted. Otherwise, nominations from the floor are not permitted.

e) An individual who is elected or appointed to be a Director must register with the Corporation as a Director, must sign all required documents presented by the Corporation, 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.

2.3 Election and Term

a) The Board will consist of the following positions:

   i. President
   ii. Vice President
   iii. Secretary
   iv. Treasurer
   v. Three (3) Directors-at-Large

b) Directors-at-Large may be appointed, by the Board, to serve as Directors of various portfolios related to the operations of the Corporation (e.g., Competition Director, Communications Director, Sponsorship Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and from removed duties by Ordinary Resolution of the Board.

c) An individual (such as the Past President or a Key Volunteer) may be invited to serve as a Board Observer and attend meetings of the Board in a speaking but non-voting capacity provided the individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. Board Observers are not Directors and may be asked to leave a meeting (or part of a meeting) of the Board at the discretion of the Board at any time.

d) The immediate Past President of the Corporation (or another Past President, at the Board's discretion) may be appointed into the position of Past President provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. The Past President is a Board Observer and not a Director.

e) Directors will be elected at each Annual Meeting for any expiring or vacant positions. Terms are two (2) years, staggered as follows:

   i. President, Secretary, and one (1) Director-at-Large
   ii. Vice President, Treasurer, and two (2) Directors-at-Large

f) A person elected or appointed to be a Director becomes a Director if they were present at the meeting when being elected or appointed and did not refuse the appointment.

They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the election or appointment, or within ten (10) days after the appointment or election, or if they acted as a Director pursuant to the election or appointment.

g) Directors will serve terms of two (2) years, to a maximum of three (3) consecutive terms. The term of each Director expires after two (2) years and, for an elected Director to remain on the Board of Directors, they must be re-elected by the Members. Directors will hold office until their term expires unless they resign or are removed from or vacate their office. A Director, having served three (3) consecutive terms, is again eligible to serve on the Board if they have spent at least one (1) year out of office.

~~a) The Directors shall be elected annually by the Members. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the end of the next annual meeting or until their successors are elected or appointed.~~

~~b) Directors may be elected to serve as President and Treasurer for a maximum of three (3) consecutive years; but may stand for the position previously held after being away from the position for at least one (1) year.~~

~~c) Any Directors or Governors who have resigned and/or been removed (by Board vote) from the Corporation's Board, will NOT be eligible to run and/or be appointed by the Corporation's Board to any Corporation position for a minimum of one year.~~

2.4 ~~Vacancies~~Director Removal and Vacancies

The office of a Director shall be vacated immediately:

a) if the Director resigns office by written notice to the ~~Chair~~President, which resignation shall be effective at the time it is received by the ~~Chair~~ President or at the time specified in the notice whichever is later;

b) if the Director dies or becomes bankrupt;

c) if the Director is found incapable of managing property by a Court or under Ontario law; or

An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.~~If a Director or Governor's conduct is such, a resolution is passed by at least two thirds of the votes cast by the~~

~~Board, removing the Director, before the expiration of the Director's term of office.~~ ~~**[To be discussed - 2.10]**~~

~~An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting~~

2.5 Filling Vacancies

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, as a result 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.

~~A vacancy on the Board shall be filled as follows:~~

~~a) a quorum of Directors or Governors may fill a vacancy among the Directors;~~

~~b) If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill a vacancy shall hold office for the remainder of the removed Directors term.~~

~~c) if a vacancy occurs due to an ineligible officer or no volunteer present to fill a position of "Governors" the board may distribute responsibilities amongst a director or officer of the management with a majority vote~~

2.6 Remuneration of ~~Board Members~~Directors

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of a Director~~ or Governor~~. Directors may be reimbursed from time to time for specific reasonable expenses they may incur in the performance of their duties as a Director if having received prior approval by the Board.

2.7 Conflict of Interest

~~a) A Director, Governor or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate~~

~~on such contract or transaction; will refrain from influencing the decision on such contract or transaction.~~

~~b) Directors or Governors and their families shall not enter into any business arrangement with the Corporation in which they are interested directly or indirectly except with a majority vote of the Board.~~

Directors will adhere to the *Conflict of Interest Policy*.

The Corporation will include a declaration of conflict of interest as a standing agenda item of all meetings of the Directors and the committees of the Corporation

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 the Corporation, 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 the Corporation 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
d) 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, 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

2.8 Board Powers

Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions. The Board is empowered, including but not limited to:

i. Make policies and procedures or manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-laws;
ii. Make policies and procedures relating to the discipline of Members and have the authority to discipline Members in accordance with such policies and procedures;
iii. Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
iv. Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
v. Appoint Governors with duties and responsibilities as described by the Board;

vi. Determine registration procedures, determine membership fees, and determine other registration requirements;

vii. Enable the Corporation to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Corporation;

viii. Make expenditures for the purpose of furthering the objects and purposes of the Corporation;

ix. Invest funds for the purpose of furthering the objects and purposes of the Corporation;

x. Manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation;

xi. Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and

xii. Perform any other duties from time to time as may be in the best interests of the Corporation.

~~2.9 Code of Conduct and Removal of Directors~~

~~Every Director or Governor of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.~~

~~The Board may, by Special Resolution at the meeting of the Board which written notice specifying the intention to pass such a resolution has been given to the Directors, resolve to suspend or remove any Director or Governor before the expiration of his term of office and may declare his position vacant until the next Annual Meeting of the Corporation. Suspension or removal of a Director or Governor may be imposed upon a Director or Governor for any one or more of the following grounds:~~

~~a) Breaching any of the provisions of or failing to conduct himself in accordance with the Corporation's By-Laws, policies, regulations or any code of conduct or ethics, as the same may exist from time to time; or~~

~~b) Carrying out any conduct which may be detrimental to the best interests of the Corporation or may bring the Corporation into disrepute, as determined by the Board in its sole discretion.~~

Section 3 - Board Meetings

3.1 Meetings and Attendance

Regular ~~quarterly~~ meetings of the Board shall be held in the City of Burlington at such day, time and place as the Board may from time to time determine. Additional meetings of the Directors may be called by the ~~Chair~~ President or any two (2) Directors at any time and any place. Meetings can take place in person, virtually by video conferencing or by telephone conference call.

Any or all directors may participate in a meeting of the board of directors, or a committee of the board, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.

No person shall act for an absent Director at a meeting of the Board.

~~When a Director fails to attend three (3) consecutive meetings without, in the opinion of the Board, having reasonable cause thereof or fails to perform any of the duties allotted to him as a Director, his position on the Board may be declared vacant until the next Annual Meeting of the Corporation.~~

3.2 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than seven days before the date ~~of~~ the meeting is to be held. If a quorum of Directors is present, each newly or elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.3 Quorum

A quorum for a meeting shall consist of a simple majority of all Directors on the Board.

3.4 Chair

The ~~Chair~~ President shall preside at Board meetings. If the ~~Chair~~ President is not present the Directors present shall choose one of their number~~s other than the President or Vice President to act as the Chair~~to preside.

3.5 Voting

Each Director has one vote~~, except for the Board Chair who does not have a vote~~. Questions arising at any Board meeting shall be decided by a majority of votes. ~~In case of an equality of votes, the Chair shall vote in order to break the tie.~~Tied votes fail. Board Observers (such as the Past President) do not vote.

Any Director may request a recorded and/or secret vote.

Notwithstanding the above, votes at any Board meeting shall be taken by written ballot if so requested by any voting Director present, in which case:

- the ~~Board Chair~~President shall have a vote, and;
- if there is an equality of votes, the motion is lost.

~~Any abstention to a vote must be accompanied by a rationale. The name of the Director abstaining as well as the reason for the abstention will be recorded in the meeting minutes.~~

Section 4 - ~~Financial~~Finance and Management

4.1 Banking

The Board shall by resolution from time to time designate the bank in which money, bonds or other securities of the Corporation shall be placed for safe keeping.

4.2 Financial Year

The Fiscal Year of the Corporation shall be from December 1st to November 30th, or such other period as determined by the Board from time to time.

4.3 Deposits

All cash received must be deposited in the Corporation bank account within one week of receipt.

4.4 Appointment of Auditors

~~At each Annual Meeting, unless an audit exemption is available and consented to by the members, the Members will appoint an auditor to audit the financial records of the Corporation. The auditor will be appointed until the next Annual Meeting. The auditor must be independent and not an employee or Director of the Corporation, and must be permitted to conduct an audit of the Corporation under the *Public Accounting Act, 2004*, as amended.~~

At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation 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 the Corporation, must be independent of the Corporation and each of the Directors and Officers of the Corporation, and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended. When the

Corporation’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 the Corporation’s revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement or notice to reader in lieu of an audit.

4.5 Signing Authority

All cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, must be signed by any two (2) of the President, Vice President, Secretary, Treasurer or any one (1) of the President, Vice President, Secretary, Treasurer and any other Officer as approved by the Board. No cheques can be signed in blank, and all cheques issued must be recorded by the Treasurer. Any cheques made payable to the Treasurer must be signed by two (2) other signing officers.

4.6 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person 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 Director and/or Officer and the Bookkeeper may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4.7 Authority to Borrow

Without limiting the borrowing powers of the Corporation as set forth in the Act and subject to any provisions with respect to borrowing set out in the articles, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

a) borrow money on the credit of the Corporation;
b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

4.8 Property

The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property, or any right of interest therein, for such consideration and upon such terms and conditions as the Board may determine.

4.9 Financial Statements

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the most recent completed fiscal year of the Corporation 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 twenty-one (21) days before the Annual Meeting. The Financial Statements may be presented by the Auditor at the Annual Meeting and will include:

a) The financial statements;
b) The auditor's report or review engagement (if any); and
c) Any further information respecting the financial position of the Corporation.

4.10 Books and Records

The necessary books and records of the Corporation 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:

a) The Corporation's Articles and By-laws;
b) The minutes of meetings of the Members and of any committee of Members;
c) The resolutions of the Members and of any committee of Members;
d) The minutes of meetings of the Directors or any committee of Directors;
e) The resolutions of the Directors and of any committee of Directors;
f) 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 the Corporation on a quarterly basis.

Section 5 - Protection of Directors and Others

5.1 Protection of Directors and Officers

No Director, Officer, or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board, or for or on behalf of, the Corporation, or for insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever may happen in the execution of the duties of ~~his or her~~their respective office or trust provided that they have:

a) complied with the Act and the Corporation's articles and By-laws; and
b) exercised their powers and discharged their duties in accordance with the Act.

5.2 Indemnity

a) Every Director or officer or former Director or officer of the Corporation or an individual who acts or acted at the request of the Corporation as a director or officer, or in a similar capacity of another entity, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal or administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

b) The Corporation shall not indemnify an individual under subsection 5.2(a) unless:
   i. the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and

   ii. if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that ~~his or her~~their conduct was lawful.

Section 6 - Members

6.1 Members

There shall be ~~two (2) classes~~one (1) class of membership in the Corporation, consisting of:

a) **Active ~~membership~~ Member** – Any individual, who is a participant, coach, official, referee, Director, Governor, or volunteer who registers with the Corporation and upon registering agrees to abide by the Corporation's By-laws, policies, procedures, rules and regulations or, if the Member is under the age of 18, has a parent or guardian agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations on behalf of the Member.
~~which shall include all elected Directors, appointed Governors, coaches and managers who are eighteen (18) years of age or older, holding their positions from December 1st of the previous calendar year up to and including 14 days prior to the scheduled Annual Meeting.~~
~~**Participant Membership** – which shall include all registered players who are eighteen (18) years of age or older OR parents/guardians of all registered players seventeen (17)~~

~~years of age or younger, who have paid participation fees in any BMFA program running from December 1st of the previous calendar year up to and including 14 days prior to the scheduled Annual Meeting.~~

6.2 Termination of Membership

A membership in the Corporation is not transferable and automatically terminates when:

~~The Member ceases to be a Director or Governor;~~

a) The Member is no longer a participant in good standing (paid fees) in the Corporation's programs or if they are no longer a Director or Governor (as applicable);

b) A resignation in writing is submitted by the Member and received by the ~~Chair~~President;

c) The Member dies;

d) The Corporation is liquidated or dissolved under the Act.

~~e) A Member may be terminated by the Board of Directors with a majority vote~~

e) 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 action or termination of membership

6.3 Membership Suspension and Withdrawal

a) A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation'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. 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 the Corporation, and may be subject to a probationary period or other restrictions before being reinstated to good standing.

~~a)~~b) Any Member wishing to withdraw from membership may do so upon a notice in writing to the Corporation. The withdrawal becomes effective the day that the Board accepts the withdrawal. The withdrawing Member has no rights or privileges effective the day following the date the withdrawal application is accepted by the Board. A withdrawing Member has no continuing obligations to the Corporation, except for existing debts to the Corporation.

6.4 May Not Resign

A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

6.5 Membership List

The Registrar in collaboration with the Secretary of the Corporation shall maintain a list of current ~~Active and Participant~~ Members, and such list of Members shall be used to determine eligibility to attend and vote at the Annual Meeting and other Meetings of the Members as ~~dutifully~~ duly scheduled or called by the Board.

6.6 Membership Term

Unless otherwise determined by the Board (or designate), membership with the Corporation begins on the date the Board (or designate) accepts the candidate's registration and ends on September 30th or when the Member resigns or is terminated from membership.

6.7 Membership Fees

Membership fees will be determined by the Board.

~~6.8 Voting~~

~~All Active and Participant Members shall be entitled to notice of and to vote at all Annual Meetings and Meetings of the Members of the Corporation. All Members are entitled to a maximum of one (1) vote.~~

Section 7 - Members' Meetings

7.1 Annual General Meeting

The Corporation 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 the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the Annual Meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any)~~The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, no later than two (2) days before the Annual Meeting, with a copy of the approved financial statements and accompanying auditor's report~~.

The business transacted at the annual meeting shall include:

a) receipt of the agenda;
b) receipt of the minutes of the previous annual and subsequent special meetings;
c) consideration of the financial statements;
d) report of the auditor or person who has been appointed to conduct a review engagement;
e) reports from the Directors of organizational programming;
f) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
g) election of Directors; and
h) such other or special business as may be set out in the notice of meeting.

7.2 Special Meetings

~~The Directors may call a special meeting of the Members.~~ 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 the Corporation (provided that purpose does not fall within the exceptions listed in the Act and provided that purpose is not inconsistent with the Act) within twenty-one (21) days from the date of the deposit of the requisition~~The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition~~.

7.3 Meeting Notice

Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing and Directors 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. 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.

~~Subject to the Act, not less than 21 days' electronic notice to any Annual Meeting or special Member's meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the member of the right to vote by proxy. If Members are being asked to vote on a special~~

~~resolution at the meeting, the notice of the meeting must also contain the text of such special resolution.~~

7.4 New Business

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board sixty (60) days before the anniversary date of the previous Annual Meeting in accordance with procedures as approved by the Board. Copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting. If the proposal relates to By-law amendments, see **Section 9.1.**

7.5 Participation / Holding By Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

7.6 Quorum

A quorum for the transaction of business at a Members' meeting is twenty (20) members~~, whether present in person or by proxy~~.

7.7 ~~Chair of the Meeting~~Meeting Roles

a) The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board. In absence of the President or an appointed meeting Chair, a Chair may be approved by an Ordinary Resolution of the voting Members in attendance~~The chair of the board; If the Chair is not present the Directors present shall choose one of their numbers other than the President or Vice President to act as the Chair. If all Directors present decline to act as chair, the Members present shall choose one of their members to chair the meeting~~.

b) The Secretary is the meeting secretary who will be responsible for recording the minutes of the meeting. The draft minutes of the meeting shall be sent to the Board within seven (7) days. The Board-approved version of the draft minutes shall then be circulated to members within sixty (60) days of the concluded meeting, and these minutes shall be approved by the Members at the next Annual Meeting.

c) At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. An individual who is nominated for election may not serve as a scrutineer.

7.8 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or these ~~By-law~~l provided that:

a) each Member~~, including the President, shall be entitled~~ is entitled to one (1) vote at any meeting;

b) votes shall be taken by a show of hands, or electronic voting system among all Members present and the Chair of the meeting, if a Member, shall have a vote;

~~b)~~c) elections are held by secret ballot;

d) an abstention shall not be considered a vote cast;

~~c)~~e) each voting Member votes on every issue. Voting Members who are 18 years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than 18 years old at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with multiple children registered with the Corporation who are younger than 18 years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the Corporation and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote;

~~d)~~f)~~If there is a tie vote, the Chair of the meeting shall require a revote as per 7.6 b, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost~~tied votes fail. There are no revotes; and

~~e)~~g) Any Member may request a recorded vote.

7.9 Proxies

Proxies are not permitted.

~~A Member entitled to vote at a Meeting of the Members may, by means of a proxy, in a form prescribed by the Corporation, appoint a proxy holder, who shall be a Member of the Corporation, to attend, act and vote at the Meeting of the Members specified in the proxy in the manner and to the extent authorized by the proxy and with the authority conferred by such proxy.~~

~~A. A proxy is valid only at the Meeting of the Members in respect of which it is given or at any adjournment or adjournments thereof.~~

~~B. The Board may specify in a notice calling the Meeting of the Members a time not exceeding 72 hours, excluding Saturdays and holidays, preceding the Meeting or an adjournment thereof before which time proxies to be used at the meeting must be deposited with the Corporation (subject to the rights of Members to revoke proxies, as provided below).~~

~~C. A Member may revoke a proxy either (i) by depositing with the Corporation no later than the last business day preceding the day of the Meeting, or an adjournment thereof, at which the proxy is to be used, or with the chair of the Meeting on the day of the Meeting, or an adjournment thereof, an instrument in writing duly signed by the Member; or (ii) in any other manner permitted by law.~~

7.10 Adjournments

The Chair of the meeting may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

7.11 Persons Entitled to be Present

The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors and Officers, Governors and staff (if any) of the Corporation, the auditors of the Corporation (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 of the meeting 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 with the consent of the meeting.

~~The people entitled to attend a Members' meeting are the Members, who are defined in section 6.1 of these by-laws, and non-members who wish to attend must submit their request~~

~~to attend in writing to the Secretary, at least fourteen (14) days in advance of the Annual Meeting, which request must be approved by a majority of the Directors.~~

Section 8 - Notices

8.1 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address given then to the last address of such member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

8.2 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

8.3 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 9- Adoption and Amendment of By-laws

9.1 Amendments to By-laws

~~Subject to applicable legislation, this By-law may be repealed or amended by by-law enacted by a majority Board resolution at a Board meeting and sanctioned by at least a majority of the Members voting at the Annual Meeting or a meeting duly called for the purpose of considering the by-law.~~

~~Subject to applicable legislation, a by-law or an amendment to a by-law passed by the Board has full force and effect:~~

~~(a) from the time the motion is passed at a Meeting of the Members, or~~
~~(b) from such future time as may be specified in the motion.~~

<u>These By-laws may only be amended, revised, repealed or added to by:</u>

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.

9.2 Repeal of Prior By-Laws

In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

~~This By-law restates the By-laws of the Corporation and any by-law still in effect with respect to the subject matter of this By-law is repealed and replaced by this By-law. This By-law shall be referred to as By-law No. 1.~~

Section 10 - Operations

10.1 Committees

~~The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.~~

The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

The Board may appoint and remove Directors, Governors, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.

10.2 BMFA Operations Committee

a) The Operations Committee shall consist of a management group of Governors that controls the general operations of the C~~c~~orporation.

b) The Governors shall be appointed annually by the Directors by a majority vote based on their experience and qualifications. The Board will appoint a Director (or a Governor) to be the Chair of the Operations Committee. The Operations Committee will have a terms of reference as determined by the Board.

c) To be eligible ~~for election or appointment, a Director or~~for appointment, as a Governor must meet the following qualifications:

- Must be eighteen (18) or more years of age;
- Not be an undischarged bankruptcy. If a ~~Director or~~ Governor~~s~~ becomes bankrupt, ~~he/she~~they shall automatically cease to be a ~~Director or~~ Governor~~s~~;~~.~~
- ~~A Director or Governors m~~May not hold any paid staff position of the Corporation;
- Adhere to the Corporation's policies and procedures; and
- Must agree to participate in and satisfactorily complete any screening process required by the Corporation's By-laws or policies on a timeline determined by the Board, and agree that failure to do so will result in the Governor being automatically removed from their position.~~.~~

d) Governor positions may be added or removed ~~with~~ by a majority vote ~~from~~ of the Board of Directors.

e) A Governor~~s~~ may also serve as a Coach, Assistant Coach or Manager of any Corporation team upon majority vote of the Board of Directors.

f) Governors may not receive remuneration for serving as a Governor unless in the form of reimbursement for expenses incurred while acting in the role.

g) The term of each appointed Governor expires at the first meeting of the Board following the Annual Meeting. Governors may be reappointed. Governors are not Directors and do not attend meetings of the Board unless invited by the Board.