



# **4. General Administrative**

## **By-Laws of the Corporation**

**Draft –Feb 17, 2022- FOR BOARD WALKTHROUGH  
– HIGHLIGHTED AREAS FO DISCUSSION**

Our Mission of the BMFA is to teach young athletes the fundamentals of sport, as well as the concept of teamwork, commitment and accountability; while maintaining a balance with the development of athletic skill. Through sports and mentoring the BMFA wants to instill strong character, values, respect and life skills that will assist them in growing and becoming responsible young adults and productive citizens in the community. The BMFA’s commitment is to ensure that no athlete is left behind.

### **Table of Contents**

<b><u>Section 1- General .....</u></b>	<b><u>Page 3</u></b>
<b><u>Section 2- Directors .....</u></b>	<b><u>Page 5</u></b>
<b><u>Section 3- Board Meetings .....</u></b>	<b><u>Page 8</u></b>
<b><u>Section 4- Financial.....</u></b>	<b><u>Page 9</u></b>
<b><u>Section 5- Protection of Directors and Others.....</u></b>	<b><u>Page 11</u></b>
<b><u>Section 6- Members.....</u></b>	<b><u>Page 11</u></b>
<b><u>Section 7- Members’ Meetings .....</u></b>	<b><u>Page</u></b>
<b><u>12 Section 8- Notices .....</u></b>	<b><u>Page</u></b>
<b><u>15 Section 9- Adoption and Amendment of By Laws.....</u></b>	<b><u>Page</u></b>
<b><u>16 Section 10- Board of Director and Management Roles .....</u></b>	<b><u>Page</u></b>
<b><u>16</u></b>	

## Section 1 – General

### 1.1 Purpose -

~~1.1~~ These ~~Bylaws~~ By-laws relate to the general conduct of the affairs of the Burlington Minor Football Association ~~(“BMFA”)~~.

### 1.2 Definitions ~~–[NTD: should we add in definitions of programs such as “Stampeders” “Fusion”]~~

~~1.2~~ In this by-law ~~and all other by-laws of the Corporation~~, unless the context otherwise requires:

- a) ~~a.~~ “Act =” means the *Corporations Act* R.S.O. 1990, Chapter 38, and any statute amending ~~;~~ (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted ~~in substitution therefor, from time to time, including the Not-for-Profit Corporations Act, 2010 (upon being proclaimed in force);~~
- b) ~~b.~~ “AGM –” means the annual general meeting of the Corporation ~~;~~
- e) ~~c.~~ “Auditor –” means an individual or firm appointed by the ~~Members~~ 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.~~ Board ~~– means the Board of Directors of Burlington Minor Football Association.~~
- d. ~~Bylaws-~~ “Board” means the board of directors of the Corporation; Three (3) elected senior management positions: President, Vice President and Treasurer and Four (4) elected Independent positions: Chair, Development, Independent Director (from Tackle Votes) and Independent Director (from Flag Votes)
- e) “By-laws” means this ~~bylaw and any by-law~~ (including the schedules of this by-law)

~~and all other bylawby-laws~~ of the Corporation as amended and which ~~are~~, from time to time, in force ~~and effect~~;

~~f. Corporation-“Chair” means the Burlington Minor Football Association, or such other name as it may in the future legally adopt.~~

~~g. Days— will mean days irrespective of weekends and holidays.~~

~~h. Director— means an individual elected or appointed to serve on the Board pursuant to these Bylaws.~~

~~i. Ex-Officio— means membership or appointment by virtue of the office.~~

~~j. Meeting of the Members— means the any AGM or Special Meeting of the Corporation, as applicable in the circumstances.~~

~~k. Members— means all classes of membership in the Corporation as provided for in Article 4 and “Member” means any one of them.~~

~~l. Officer— means an individual who holds an office of the Corporation duly appointed by the chair of the Board.~~

~~m) f. Ordinary Resolution— means a resolution passed; The Chair is an elected position by not less than a majority of the general population of votes cast at a meeting of the Board, or a Meeting of the Members.~~

~~n. Registrant— means a Registrant is any of the following who have applied for registration as a Registrant with the Corporation, who have agreed to abide by the Corporation’s Bylaws, policies, rules and regulations and who have been accepted as a Registrant with the Corporation and:~~

~~• A “player” means a person registered with a recreational football team and/or the Corporation whose main objective is participation in recreational football.~~

BMFA GENERAL ADMINISTRATIVE BY-LAWS DRAFT February 17, 2022 PAGE 3

~~ii.g. A “coach” “Coach” means a person registered with a recreational football team and/or the Corporation who is certified or “trained” or “in-training” status<sup>22</sup> by the National Coaching Association of Canada Certification Program and/or any other relevant body or league.~~

~~h. An “official” “Contact Eligible Voters” means BMFA members and/or parents who registered for Contact programs in the past year.~~

~~i. 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. “Days” means days irrespective of weekends or holidays;~~

~~k. “Director” means an individual elected or appointed and occupying the position of director of the Corporation by whatever name he or she is called;~~

~~l. “Executive Officers” Shall be President, Vice President & Treasurer. Executive Officers shall be elected.~~

~~m. “Governors” The title associated with members of the BMFA Operations Committee. They are appointed by the board to handle the daily management roles. They report to the president.~~

~~n. “Independent Directors” Shall be elected and shall not be a coach or hold any other title in the corporation.~~

~~o. “Meeting of the Members” means the AGM or any special meeting of the Members as applicable in the circumstances;~~

~~p. “Member” means a member of the Corporation;~~



Burlington Minor Football  
Association Bylaws of  
Corporation

q. "Members" means the collective membership of the Corporation;

r. "Non-Contact Eligible Voters" means BMFA members and/or parents who registered for Non Contact programs in the past year[NTD: double check this aligns with year-end?]. s. "Officer" means an individual who holds an office of the Corporation who holds the title of Governor; they shall be appointed by a majority vote of the Board of Directors

t. "Official" means a person acting as an official for recreational football games;

~~o. **Special Meeting** — means any Meeting of the Members other than an AGM.~~

~~p. **Special Resolution** — means 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.~~

~~u. **Head Office** — The head office of~~ "Player" means a person registered with a recreational football team and/or the Corporation whose main objective is participation in football;

v. "Registrar" means a management position who reports to both the President and the Chair of the Board. Also undertaking the management role of registration.

w. "Secretary" 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** ~~be located at all times within the Province of Ontario, unless amended in accordance with~~

Other than is specified in Section 1.2, all terms contained in this by-law 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 By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. 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.

**1.6 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 or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.



1  
Burlington Minor Football  
Association Bylaws of  
Corporation

~~1.3~~ Purpose and Objectives:



2  
Burlington Minor Football  
Association Bylaws of  
Corporation

## 1.7 ~~Corporate of Corporation~~

~~1.4~~ To provide recreational football programs for the benefit of the residents of the City of Burlington, Ontario and its surrounding communities. The corporation ~~Seal~~ - The Corporation may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

~~No Gain for Members~~ - The Corporation will be carried on without



## Corporation

~~1.5~~ the purpose of gain for its ~~Members~~members and any profits or other accretions to the Corporation will be used in promoting its objects.

## 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.
- b) Directors & Governors of the Corporation may serve as a Coach, Assistant Coach, Manager or Treasurer of any Corporation team upon majority vote by the Governors [NTD: does it make sense that the operations management can decide whether a director can coach? – should this not be the Directors]  
  
A Director or Governors may not hold any position (Director, Coach etc.) in a competing minor football organization unless approved by majority vote of the Governors [NTD: does it make sense that the operations management can decide whether a director can coach? – should this not be 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. [NTD: Should we add int competing organization as well?]
- e) It is to be recommended that a Head Coach of a Rep. team [should we call this non-house league team? No definition for Rep. Team] should not have a child on the team without a majority vote of the Governors

### 2.2 Directors Eligibility

- a) 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 AGM. The nominee must consent to his or her nomination by written acceptance of the nomination filed with the Corporate Secretary. [To be Discussed]
  - b) 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.
- ~~1.6~~ Directors may be elected to serve as President and Treasurer for a maximum of three (3) consecutive years; but may stand for Ruling on Bylaws – Except as provided in the Aet, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.





## Burlington Minor Football Association Bylaws of Corporation

~~1.7 Conduct of Meetings~~ — Unless otherwise specified in these Bylaws, Meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

- c) the position previously held after being away from the position for at least one (1) year.
- d) 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.
- e) To be eligible for election or appointment, a Director 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.

### **2.3 Election and Term**

- 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 or Governors[NTD: is this right? Should this only be 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.
- d) Outgoing Directors should continue to support the transition and training of incoming newly elected Directors period for 60 day following their election.

### **2.4 BMFA Operations Committee**

- a) The Operations Committee shall consist of a management group that controls the general operations of the corporation.
- b) Governors may serve as a Coach, Assistant Coach, Manager or Treasurer of any Corporation team upon majority vote of the Board of Directors [inconsistent – should be aligned with 2 b.]
- c) The Operations Governors shall be appointed by the Directors by a majority vote based on experience and qualifications.
- d) Governors positions may be added or removed as the Members see fit with a majority vote from the Board of Directors.



5  
Burlington Minor Football  
Association Bylaws of  
Corporation

## **2.5 Vacancies**

The office of a Director shall be vacated immediately:

if the Director resigns office by written notice to the Chair, which

~~1.8 Interpretation~~ — All terms contained in these Bylaws that are defined in the Act will have the meaning given to such terms in the Act. Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

~~1.9 Headings~~ — The headings used in the Bylaws are inserted for convenience of reference only.

## **2 Name**

~~2.1~~ The organization is known as “~~Burlington Minor Football Association~~” (see Corporation’s Letters Patent and any Supplementary Letters Patent)

## **3 Purpose and Objectives**

~~3.1~~ To provide recreational football programs for the benefit of the City and residents of Burlington, Ontario and surrounding communities.

~~3.2~~ The following programs are within the mandate of the organization:

- ~~2~~ Flag or tackle rule formats
- ~~3~~ House League and traveling representative teams
- ~~4~~ Age categories from Six (6) (Tyke), to Twenty-Two (22) (Junior)

~~3.3~~ The Corporation will be governed within the overall direction of Football Canada and its designate in Ontario Football Alliance. The Corporation will operate using the following trademarks: Burlington Minor Football Association, Burlington Stampede, Burlington Junior Braves, Burlington Braves and The Halton Football Alliance.

## **4 Members of the Corporation**

~~4.1~~ There shall be three (3) classes of membership in the Association, as follows:

- ~~a.~~ Active Membership
- ~~b.~~ Parent/Guardian Membership
- ~~c.~~ Honorary Lifetime Membership



6  
Burlington Minor Football  
Association Bylaws of  
Corporation

## Eligibility and Terms of Membership

### 4.2 Eligibility

#### Active Membership

~~Active Membership shall include all elected or appointed Directors and officials; all coaches and managers who are eighteen (18) years of age or older appointed for the current season; and all registered players who are eighteen (18) years of age or older and who have paid the appropriate registration fee. For greater certainty, registered players eighteen (18) years of age or older will be considered Active Members once their registration fee has been paid in full.~~

#### Parent/Guardian Membership:

~~Parent/Guardian Members shall include all parents and/or legal guardians of registered players who are under eighteen (18) years of age and who have paid the appropriate registration fee. For greater certainty, parents/guardians will be considered Parent/Guardian Members once the registration fee for their registered player(s) has been paid in full.~~

#### Honorary Lifetime Membership

~~Honorary Lifetime Membership may be bestowed upon any individual who has performed exceptional service to the Corporation or to the betterment of youth football in the communities served by the Corporation. The Board shall nominate such individuals at the AGM and the membership present shall vote to award such membership. Such a membership may be suspended or rescinded by the Board (and to be confirmed at the next AGM) where the holder of an Honorary Lifetime Membership is charged and/or convicted of a criminal offence or takes an action that might bring the Corporation into disrepute by virtue of affiliation. Honorary Lifetime Members shall be entitled to notice of all Meetings of the Members but shall have no right to vote.~~

~~**4.3 Membership List**—The Secretary of the Corporation shall maintain a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members, and such list of Members shall be used to determine eligibility to attend and vote at the AGM and any other Meetings of the Members as dutifully scheduled or called by the Board.~~

~~**4.4 Termination**—Membership in the Corporation shall not be transferable and shall terminate upon a Member's resignation or death. Members may resign from the Corporation by submitting a resignation in writing to the President of the Corporation. Players who are Active Members may resign by submitting a resignation in~~

~~writing to the head coach of the team for which the player is playing. Membership in the Corporation may be terminated by the Board in accordance with Section 8.2 of these Bylaws.~~

~~**4.5** Membership Fees – Membership fees shall be established from time to time by resolution of the Board.~~

~~**4.6** Right to Vote – All Active and Parent/Guardian Members shall be entitled to notice of and to vote at all Meetings of the Members of the Corporation, as set out in Article 10.~~

~~**4.7** Record Date – Individuals, who are Members of the Corporation at least thirty-five (35) days in advance of any Meeting of the Members of the Corporation, are entitled to notice of and to vote at such Meeting of the Members. Any individual who is not a Member at least thirty-five (35) days in advance of a Meeting of the~~

7

Burlington Minor Football  
Association Bylaws of  
Corporation



~~Members is not entitled to notice of or to vote at such Meeting of the Members for which the record date has been established.~~



8  
Burlington Minor Football  
Association Bylaws of  
Corporation

## ~~5 Term of Membership~~

~~5.1~~ The term of a Member's membership shall be for twelve (12) months or less (depending on the dates of application and acceptance) and ends automatically on November 30<sup>th</sup> of any given year.

~~5.2~~ Memberships are not transferable and there shall be no refund or pro-rating of membership fees or dues as per league rules.

## ~~6 Application for Membership~~

~~6.1~~ All Members shall apply for membership in writing on forms or by methods designated by the Board, and by policy or regulations as exist from time to time, and the forms may contain requirements, restrictions, stipulations, undertakings or any conditions as the Board may require. All membership applications are subject to Board approval and the Board may refuse to accept any application. Such refusal shall not be required to show cause, although adherence to regulations, policies, and principles of natural justice is presumed.

## ~~7 Fees, Dues and Assessments~~

~~7.1~~ Fees, dues and assessments of any type shall be fixed by majority vote of the Board from time to time. The requirements for payment of fees, dues or assessment shall be determined by the Board policy.

## ~~8 Resignation, Suspension / Termination of Membership 8.1a.~~

~~Resignation~~ Any Member may resign in writing to the Corporation at any time and such resignation shall be effective upon receipt by the Board at the time it is received by the Chair 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 d. if, at a meeting of the Members, a resolution is passed by at least two thirds of the votes cast by the Members, removing the Director, before the expiration of the Director's term of office.~~

## 2.6 Filling 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



## **2.7 Committees**

~~Suspension/Termination-~~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.

## **2.8 Remuneration of Board Members**

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.



Burlington Minor Football  
Association Bylaws of  
Corporation

## 2.9 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.

## 2.10 Code of Conduct and Removal of Directors

Every Director 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 passed 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 before the expiration of his term of office and may declare his position vacant until the next AGM or the Corporation. Suspension or removal of a Director may be imposed upon a Director for any one or more of the following grounds:

~~8.2 expel or any Member, and shall give notice of such suspension or expulsion in writing. Suspension or expulsion may be imposed upon a Member for any one or more of the following grounds:~~

- ~~(i)a) Breaching any of the provisions of or failing to conduct himself in accordance with the Corporation's membership requirements, Bylaws~~By-Laws, policies, regulations or any code of conduct or ethics, as the same may exist from time to time; or
- ~~(ii) Failing to pay any fee, due, or assessment, or any other monetary obligation to Corporation, which is sixty (60) days in arrears; or~~
- ~~(iii)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 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





11  
Burlington Minor Football  
Association Bylaws of  
Corporation

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.

When a Director fails to attend three (3) consecutive meetings and/or does not maintain a visible presence during three (3) consecutive virtual meetings, without, in the opinion of the Board, having reasonable cause thereof or fails to perform any of the duties allotted to him or/her as a Director, his position on the Board may be declared vacant until the next AGM 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 President**

The President shall preside at Board meetings. In the absence of the President, the Vice President shall act as the President. 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.

### **3.5 Voting**

Each Director has one vote, except for the Board President Chair [NTD: This should be changed to 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 President Chair shall vote in order to break the tie.

Any Director may request a recorded 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 President Chair 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.



12  
Burlington Minor Football  
Association Bylaws of  
Corporation

## **Section 4- Financial**

### **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 1<sup>st</sup> to November 30<sup>th</sup>, 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 seventy-two (72) hours of receipt. [NTD: Is this materials and it being followed? Is this practical in a COVID environment?]

### **4.4 Appointment of Auditors**

At each AGM, 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 AGM. 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.

### **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 and/or bookkeeper. No cheques can be signed in blank, and all cheques issues must be recorded by the Treasurer. Any cheques made payable to the Treasurer must be signed by two (2) other signing officers.

### **4.6 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.

13

Burlington Minor Football  
Association Bylaws of  
Corporation



#### **4.7 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.

### **Section 5 - Protection of Directors and Others**

#### **5.1 Protection of Directors and Officers****[NTD: Should this protection extend to Governors? What does the insurance policy cover]**

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 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 conduct was lawful.

14

Burlington Minor Football  
Association Bylaws of  
Corporation



## **Section 6 - Members**

### **6.1 Members**

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

- a) **Active membership** – which shall include all elected Directors, appointed Governors, coaches and managers who are eighteen (18) years of age or older, holding their positions from January 1<sup>st</sup> of the previous calendar year up to and including 14 days prior to the scheduled AGM. [NTD: Is this a problem if the member year does not align with fiscal year-end November 30]
- b) **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 January 1<sup>st</sup> of the previous calendar year up to and including 14 days prior to the scheduled AGM. [NTD: Is this a problem if the member year does not align with fiscal year-end November 30]

### **6.2 Termination of Membership**

A membership in the Corporation is not transferable and automatically terminates

- when:
- a. The Member ceases to be a Director or Governor;
  - b. The Member is no longer a participant in good standing (paid fees) in the Corporation's programs;
  - c. A resignation in writing is submitted by the Member and received by the Chair;
  - d. The Member dies;
  - e. The Corporation is liquidated or dissolved under the Act.

~~**8.3 Membership List** Suspension of Membership – Shall mean a temporary condition that could be extended to the end of the current membership year. Privileges of membership are suspended for whatever period prescribed by the Board but may be reinstated at any time during the same membership year with such probationary requirements as the Board sees fit.~~

~~8.4 Termination of Membership~~ Shall mean the cessation of all membership privileges for the balance of the current membership year, without possibility of reinstatement in the same year. Any application for membership in future years may contain probationary conditions or other requirements.

15

Burlington Minor Football  
Association Bylaws of  
Corporation



### 6.3 Appeals

The Director of Registration [Is this meant to be 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 AGM and other Meetings of the Members as dutifully scheduled or called by the Board.

### 6.4 Voting

9. All Active and Participant Members shall be entitled to

~~9.1 Any~~ Member or Registrant of the Corporation directly affected by a decision of the Corporation may appeal such decision. The denial or termination of Membership in the Corporation may be appealed by a non Member.

~~9.2~~ An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Corporation's operations, except where the selection, appointment and revocation process outlined in the Corporation's published rules has not been followed.

### 10 Membership Meetings

~~10.1~~ There shall be two (2) types of Member meetings:

~~3~~ AGMs

#### 47.1 Special Meetings

notice of and to vote at all AGMs and Meetings of the Members of the Corporation. All Members are entitled to a maximum of one (1) vote.



16  
Burlington Minor Football  
Association Bylaws of  
Corporation

## Section 7- Members' Meetings

### 7.1 Annual General Meeting

~~10.2~~ The AGM of the Corporation annual meeting shall be held on a day and at a ~~date, time and~~ place established within Ontario fixed by the Board. Any Member, upon request, shall be provided that the Board shall always attempt to schedule, no later than two (2) days before the AGM ~~after year end and after all football teams have completed play for the season.~~

~~10.3~~ with a copy ~~Notice~~ of the AGM of the Corporation shall be given at least Twenty-One (21) days prior to the AGM by posting the notice on the Corporation's website and publication of the notice in at least one local community newspaper.

~~10.4~~ Where notice of a Meeting of the Members is published in a local newspaper it will be deemed to be received generally by the Members of the Corporation. The accidental omission to notify any Member or the non-receipt of notice by any Member shall not invalidate any resolution passed or any proceedings taken at the meeting the approved financial statements and accompanying auditor's report.

~~10.5~~ The business transacted at the AGMs of the Corporation annual meeting shall include ~~the following:~~

~~4~~ Roll call or checking of membership registration

~~a.~~ Adoption ~~receipt of the agenda;~~

~~5b.~~ receipt of the minutes of the previous ~~AGM annual~~ and ~~of any subsequent~~ special ~~membership meeting~~ held since the last AGM meetings;

~~6~~ Report of the unfinished business from any previous membership meeting or any business arising out of the minutes

- 7 Report of the President on behalf of the Board
- 8 Report of the Treasurer
- 9 Report of the Auditors
- 10 Report of the Flag Director
- 11 Report of the House League Tackle Director
- 12 Report of the Fall Stampeder Director
- 13 Report of the Summer Stampeder Programs

Report of the Burlington Junior Team

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 [Should this be Governors? Or VP] of organizational programming;

f. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

14

15 Any amendments to the Bylaws

16g. Report of the Nominating Committee and election of Directors; and

17

Burlington Minor Football  
Association Bylaws of  
Corporation



h. such other or special business as may be set out in the notice of meeting.

## 7.2 Special Meetings

~~17 The handing over of the Chair to the newly elected President~~

~~18 New Business~~

~~19 Adjournment~~

~~10.6~~ At all Meetings The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members [or majority vote of the Board of Directors – do we want to add this flexibility? 10% is a tall order to achieve] for any purpose connected with the affairs of the Corporation, twenty (20) Members present in person or by proxy shall constitute a quorum. If no quorum is present, the presiding officer of the meeting shall adjourn that does not fall within the meeting to a date not less than seven (7) or more than fifteen (15) days thereafter, and exceptions listed in the decision(s) of the adjourned meeting shall be binding on the Corporation regardless of the

Burlington Minor Football  
Association Bylaws of  
Corporation



~~number of Members then present, provided that notice of the adjourned meeting shall be given as prescribed above at least seven days prior to the date of the adjourned meeting.~~

~~**10.7** The fiscal year end of the Corporation shall be the 30th day of November.~~

~~**10.8** Unless Act or is otherwise determined by the Members for a fiscal year, an independent audit review shall be performed by an arm's length qualified accounting firm and audited financial statements shall be delivered to the Corporation and at each AGM the Members shall vote to approve the auditors for the upcoming fiscal year.~~

~~**10.9** Each Member of the Corporation may be provided with an Agenda and Treasurer Report the day of the AGM, which shall be decided upon and approved by an Ordinary Resolution of the Board prior to the AGM.~~

~~**10.10** Non-Members of the Corporation who wish to attend the Corporation's AGM must submit in writing to the~~



~~Secretary their intentions and seek approval by the Board.~~

~~**10.11** Upon the written request of not less than 10% of the Members of the Corporation, stating the general nature of the business to be transacted at the meeting, the Board shall inconsistent with the Act, within 21 days from the date the written request was delivered to the President or Secretary call a General or Special Meeting of the Members, for the membership, for the transaction of such business as may rightfully be brought before the membership, and such meeting shall be held within 42 days from the date of delivery of the deposit of the requisition.~~

### **7.3 Meeting Notice of a Special Meeting shall be given by posting the**

~~**10.12** Subject to the Act, not less than 21 days' electronic notice to any AGM 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 Corporation's website and publication of 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 in at least one local community newspaper of the meeting must also contain the text of such special resolution.~~

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## Bylaws of the Corporation



### **7.4 Quorum**

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

### **7.5 Chair of the Meeting**

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 number to chair the meeting.

### **7.6 Voting of Members**

## 11. Business arising

~~11.1 Any proposed amendments to the Bylaws made by the Board for consideration at the AGM must be published on the Corporation's website with the announcement of the AGM at least twenty-one (21) days prior to the AGM.~~

~~11.2 Comments regarding amended Bylaws must be submitted to the Secretary fourteen (14) days prior to the AGM.~~

~~11.3 Any proposed changes to the Bylaws made by Members for consideration at the AGM must be submitted in writing to the President of the Corporation at least fourteen (14) days prior to the AGM.~~

~~11.4 An amendment to the Bylaws of the Corporation may only be approved by Special Resolution passed at the Corporation's AGM Many Members' meeting:~~

## 12 Voting Procedures / Rights

~~12.1 At all Meetings of the Members every question shall be decided by Ordinary Resolution a majority of votes unless otherwise required by the Bylaws, the Act or by statute. the By-law provided that:~~

~~12.2 Any Member in good standing who is eighteen (18) years of age is eligible to vote at any AGM or any other meeting of the Members called.~~

~~12.3 a. Each Member each Member, including the President, shall be entitled to one (1) vote. at any meeting:~~

~~12.4 At the start of a meeting, the Secretary will record the attendance of Members and will allocate them a voting card with the appropriate number of entitled votes shown upon it. Before the meeting~~

20

Burlington Minor Football  
Association Bylaws of  
Corporation



~~commences, the Registrar will also confirm the total number of votes contained within the meeting to establish the required two thirds (2/3) and absolute majority thresholds.~~

~~12.5 b. Every question shall be decided in the first instance taken by a show of votes that shall be counted either by the Secretary or by scrutineers appointed by the Board. Upon a show of votes, every Member having voting rights hands, or electronic voting system among all Members present and the Chair of the meeting, if a Member, shall have votes, as scheduled. In case of an equity of votes at any Meeting of the Members, the Chairperson of the meeting (not the Nominating Chairperson) will be entitled to cast a second and deciding vote. a vote:~~

- c. an abstention shall not be considered a vote cast; any abstention to a vote must be accompanied by a rationale. The name of the Member abstaining as well as the reason for the abstention will be recorded in the meeting minutes.
- d. before or after a vote has been taken on any question, the Chair of the meeting may require, or any Member may demand a written ballot. A written ballot so required or demanded shall be taken in such a manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and;
- f. whenever a vote show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.
- g. Any Member may request a recorded vote.



21  
Burlington Minor Football  
Association Bylaws of  
Corporation

**42.67.7 Proxies -Review in Detail with Board**

- ~~(a)~~A. 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 proxyholder, 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.

- (b) B. 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.
- (c) C. The Board may specify in a notice calling the Meeting of the Members a time not exceeding 48 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).
- (d) D. 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.

## 13 Board of Directors

- ~~13.1~~ The Board shall consist of up to fifteen (15) Members in positions to conduct the business of the Corporation. The Directors are elected by ballot or show of eligible Member votes other than the Past President who is an Ex-Officio Director. Conditional on the Directors maintaining their membership in the Corporation, the term of office of Directors shall be for one (1) year. Directors shall be elected or re-elected, as the case may be, at each AGM of the Corporation, or may be appointed by resolution of the Board to fill vacancies as required until the next AGM.
- ~~13.2~~ Directors may be elected to serve as President and Treasurer for a maximum of three (3) consecutive years; but may stand for re-election for the position they previously held after being away from the position for at least one (1) year.
- ~~13.3~~ No Director on the Board shall be paid in money or kind for services rendered in his or her capacity as a Director of Corporation. Any party, including Directors, may and shall be reimbursed for legitimate and approved expenses (including gas mileage) incurred in the course of carrying out his or her duties on behalf of the Corporation's business affairs determined by the Board, upon submitting appropriate receipts.
- ~~13.4~~ Members of the Board 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. No Member of the Corporation may hold more than one (1) elected office in the Corporation at any one time (unless approved at the AGM by a majority vote); however, a Director or a Member may fill a position if vacated mid-term if approved by a majority of the Board.



- ~~13.5~~ Directors of the Corporation shall not serve as a Coach, Assistant Coach, Manager or Treasurer of any Corporation team, except a team whose schedule does not exceed three games except by a majority vote of the Board.
- ~~13.6~~ A Director may not hold any position (Director, Coach, etc.) in a competing minor football organization

~~unless approved by a majority vote of the Board of Directors.~~

~~**13.7** Every Director 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.~~

~~**13.8** In addition to Section 14.3 of these Bylaws, the Board may, by Special Resolution passed at a meeting of the Board which written notice specifying the intention to pass such resolution has been given to the Directors, resolve to suspend or remove any Director before the expiration of his term of office and may declare his position vacant until the next AGM of the Corporation. Suspension or removal of a Director may be imposed upon a Director 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 Bylaws, 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.~~

## **14 Meetings**

~~**14.1** Regular monthly meetings of the Board shall be held in the City of Burlington (surrounding area) at such date, time and place as the Board may from time to time determine, provided that other meetings may be called by the President, or upon petition of at least four (4) Directors on the Board.~~

~~**14.2** A quorum for a meeting of the Board shall consist of a simple majority of all Directors on the Board. No error or omission in giving notice for a meeting of Directors shall serve to invalidate such meeting or make void any proceedings taken or had at such meeting and any Director may, at any time, waive notice of any such meeting and may ratify and approve of any and all proceedings taken.~~

~~**14.3** When a Director on the Board 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 AGM of the Corporation.~~

## **15 Board of Directors' Obligations**

~~**15.1** The Board shall have the general direction and control of the affairs of the Corporation. In addition to the duties customarily performed by Board, the Board shall:~~

~~6 Subject to the express provisions of these Bylaws, determine from time to time the terms, conditions and limitations under which players may be registered and assigned to teams and rosters, and the terms, conditions and limitations governing the cancellation or withdrawal of players;~~

~~7 Accept applications from and appoint coaches through process of the Corporation Board for any~~





~~8 Fix the amount of and obtain insurance for property loss or damage and player and public liability;~~

~~9 Determine from time to time registration fees, sponsor fees and other fees;~~

~~10 Designate the bank(s), trust company(s) or credit union(s) in which the funds of the Corporation shall be deposited;~~

~~11 Employ, fix the compensation and prescribe the duties (role description) of any such employees as may, in the discretion of the Board, be necessary, and have the power, by vote of two-thirds of the Board, to remove such employees;~~

~~12 During the absence or disability of any officer, appoint a qualified Member to act temporarily in his or her stead;~~

~~13 Appoint an independent accountant one (1) year term to audit the books and records of the Corporation;~~

~~14 Accept any league into the playing schedule or schedules of the Corporation, and prescribe the conditions for such participation.~~

## **16 Director Nominations / Eligibility**

~~**16.1** The Board may appoint a nominating committee consisting of three (3) or more Members, who shall nominate at least one Member for every position when an election is to be held at an Annual meeting. When a nominating committee has been so appointed, the chairman of the meeting shall ask the chairman of the nominating committee to place the names of the Members being nominated before the meeting, and the chairman of the meeting shall then call for other nominations for each position.~~

~~**16.2** To be eligible for election to a position on the Board, the candidate must be nominated by a Member of the Corporation, either from the floor of the AGM or prior by communication of the nomination to the nominating committee chairman. To be eligible for election, a nominee must consent to his or her nomination either in person at the AGM or by means of a written acceptance of nomination filed with the chairman of the meeting or the nominating committee chairman during or prior to the AGM.~~

~~**16.3** Any person(s) who has resigned and/or has 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 whether permanent or temporary for a minimum of one year.~~

~~**16.4** To be elected onto the Board of the Corporation, the following qualifications must be met:~~

~~a. A Director must be a member of the Corporation, with the exception of the Treasurer's position where a recognized qualification in accountancy will be a prerequisite~~

~~b. A Director must be eighteen (18) or more years of age~~

~~c. No undischarged bankrupt shall be a Director. If a Director becomes bankrupt, he/she shall automatically cease to be a Director~~

~~d. A Director may not hold any paid staff position of Corporation, nor may a Director be an immediate family member (as defined as Father, Mother, Son, Daughter, Grandfather, Grandmother, Grandson, Granddaughter, Step-son, Step-daughter, Step-mother, Step-father, Mother-in-Law, Father-in-Law) of any paid employee of Corporation.~~

~~**16.5** No Member is eligible to be elected to the office of **President** unless the Member has previously served at least one term as a Director of Corporation. The Board may, by resolution of two-thirds of~~



## Burlington Minor Football Association Bylaws of Corporation

~~the Directors present, appoint a Director who has or has not previously served as a Director of the Corporation including the immediate Past President, to any position including the position of President, Secretary or Treasurer until the next AGM or special membership meeting convened for that purpose.~~

~~**16.6** Following election to the Board, all Directors will produce an updated Police Clearance Certificate to the Secretary of the Corporation within six (6) weeks of their election. The ultimate decision to accept a potential Director onto the Board who has a police record will remain with the Board.~~

### ~~17 Board of Directors' Role Descriptions~~

~~The **President** of the Corporation shall:~~

~~7- Preside as Chairman at all meetings of Members~~

~~**7.8** Maintain the agenda and preside as Chairman of all meetings of the Board and in concert with the Board set the meeting dates~~**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.~~

### **7.9 Persons Entitled to be Present**

~~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 AGM, which request must be approved by a majority of the Directors.~~



Burlington Minor Football  
Association Bylaws of  
Corporation



## **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 AGM 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.

## **9.2 Repeal of Prior 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.



27  
Burlington Minor Football  
Association Bylaws of  
Corporation

## **Section 10- Board of Directors and Operations Committee Role Description**

### **BMFA Board of Directors**

The **President** of the Corporation shall:

- 8
- ~~9~~ Be responsible for appointing people to count and scrutinize any balloting at any meeting of the Board or Members
  - ~~40~~ While acting as Chairman, To only vote only to break a tie [Consider changing this to the Chair of the Board]
  - ~~41~~ Ensure that the organization completes an orderly process to establish an annual strategic plan and budget
  - ~~42~~ Review and establish as required necessary organizational arrangements and responsibilities to carry out the affairs of the organization
  - ~~43~~ Be the chief spokesperson and representative for the Corporation at any public or official functions (including league affiliations) where Corporation is represented or appoint a designate to act as chief spokesperson as appropriate
  - ~~44~~ Be an Ex-Officio member of all committees, sub-committees and Task Forces of the Board
  - ~~45~~ Report to each AGM of the Corporation concerning the operations of the Corporation ~~46~~ Appoint an independent accountant to review the books and records of the Corporation, on the direction of the Board

- ~~17-~~ Be responsible for overseeing the activities of the Equipment Manager and the **Community Liaison Manager** **[NTD: is this still relevant]**
- ~~18-~~ Perform such other duties as are necessary for the proper conduct of his office as President as well as any other duties as may from time to time be determined by the Board ~~19-~~ Perform such other duties as are necessary for the conduct of the office of President as well as any other duties as may from time to time be determined by the Board

The **Vice President** of the Corporation shall

- ~~20-~~ Be responsible for coordinating and preparing an annual master schedule for all Flag, Representative, ~~Braves~~ **Fusion** and House League Tackle games (including playoffs) ~~21-~~ Arrange initial booking of all fields, lights, game officials, and medical staff for Flag, House League Tackle, ~~Braves and~~ Stampeder **and Fusion** in conjunction with the Flag, House League Tackle, **Braves and Stampeder Directors** **[are we keeping Braves name here]**
- ~~22-~~ Be responsible for overseeing the activities of the Fundraising Manager and the **Communications Manager** **[Is this still relevant]**
- ~~23-~~ Perform all the duties of the President **[and/or Treasurer]** in the absence or disability of the President **[and/or Treasurer]**
- ~~24-~~ Perform such other duties, including special projects, as may be determined from time to time by the Board

28

Burlington Minor Football  
Association Bylaws of  
Corporation



**The Past President shall**

- ~~25~~ Act as an advisor of the Board and may attend any and all meetings of the Board and the Members whether elected as a current Director or not
- ~~26~~ Have the power to vote at Board meetings if duly elected as a current Director of Corporation
- ~~27~~ Have the privilege of standing for re-election to the Board as outlined in these Bylaws



29  
Burlington Minor Football  
Association Bylaws of  
Corporation

~~28 Perform such other duties as may be determined from time to time by the Board~~

~~The Secretary of the Corporation shall~~

~~29 Have the custody of the official records of the Corporation, including the letters patent or~~

~~articles of incorporation, the seal, the insurance documents, and all official correspondence, etc~~

~~30 Keep an official record of all meetings of the Board and Members~~

~~31 Issue copies of all minutes of all meetings to all Directors within 72 hours of all Board, AGMs and Special Meetings and maintain a League file for membership use, as well as a file for the lawyer~~ ~~32- Give notice of all Meetings of the Members in the manner prescribed by these Bylaws~~ ~~33- Be the official correspondent and contact officer of the corporation~~

~~34 Establish and maintain the organization's Safe Management policy as well as the necessary discipline committee structures and process~~

~~35- Perform such other duties as may be determined from time to time by the Board~~

The **Treasurer** of the Corporation shall

~~36- Be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act in a manner acceptable to the independent accountant which books and records shall at all times be open to the inspection of the Board~~

~~37- Manage the process of budget preparation by operating division~~

~~38- Prepare and submit a monthly financial statement to the Board showing the receipts and disbursements and accounts receivable and accounts payable and the financial position of the Corporation and each operating division within it; maintain a schedule of variance of budget~~

~~39- Deposit all funds received within one week after receiving same, in the depositories prescribed by the Board~~

~~40- Assist the independent accountant in the preparation of the annual auditor's report and financial statements~~

~~41- Provide a Treasurer's Report to the Members at the AGM~~

~~42- Oversee the financial aspects of the activities performed by any other Directors charged with accepting and or depositing funds on behalf of the Corporation~~

~~43- Prepare any financial reports as may be required from time to time by government departments;~~

~~44- Follow up on any returned cheque received by the Corporation~~

~~45- Act as liaison between the Board and any accounting service retained by Corporation~~ ~~46- Perform such other duties as may be determined from time to time by the Board~~ Some of these specifics are:

~~46.1- Be responsible for establishing purchasing programs with all external suppliers including uniforms and game apparel, equipment, EMS, fields, transportation, trophies, photography and referees~~

~~46.2- Create and publish refund policy for distribution at each registration~~

~~46.3- Pay out refunds~~

~~46.4- Bring refund requests to Board for approval~~

~~46.5- Receive invoices~~

~~46.6- Obtain confirmation of validity of invoices~~

~~46.7- Pay bills~~

30

Burlington Minor Football  
Association Bylaws of  
Corporation



~~46.8- Attend registrations, collect money~~

**46.9**\_ Attend major fundraising events, collect money

**46.10**\_ Prepare budget from previous year's data and with input from the Board

The Registrar shall **Independent Directors of the Corporation shall (discuss this role)**

- Voted to the board of directors, do not have to be a member

- Be focused on Organizational Development.

- Not be affiliated with any running program within the BMFA other than being a member.



The Chair of the Board of the Corporation shall

- Preside as Chairman at all meetings of Members
- To only vote to break a tie
- Maintain the agenda with the President and preside as the Chairman of all meetings of the Board and in concert with the Board set the meeting dates

The Secretary of the Corporation shall (Appointed Non Voting)

- Have the custody of the official records of the Corporation, including the letters patent or articles of incorporation, the seal, the insurance documents, and all official correspondence, etc. - Keep an official record of all meetings of the Board, Management and Members - Issue copies of all minutes of all meetings to all Directors within 72 hours of all Board, AGMs and Special Meetings and maintain a League file for membership use, as well as a file for the lawyer [NTD: Is this being followed?]
- Give notice of all Meetings of the Members in the manner prescribed by these Bylaws - Be the official correspondent and contact officer of the corporation
- Establish and maintain the organization's Safe Management policy [NTD: When is this reviewed and updated – should be annually] as well as the necessary discipline committee structures and process
- [NTD: Should arrange for Fiduciary Duty/Safe Management Policy training for Directors and Governors as applicable]
- Perform such other duties as may be determined from time to time by the Board

BMFA Operations Committee shall meet monthly to perform the necessary functions of the organization. The following Operations Committee positions are appointed by the Board of Directors:

The Registrar shall

- Will report to both the President and the Chair of the Board  
~~47- Be a recognized role within the Corporation Board~~ in those years when the organization budget ~~48-~~ does not allow for the hiring of a General Manager to handle the registration duties ~~48-~~ Organize, ~~co-ordinate~~ coordinate and supervise the planning and receipt of all Flag, Tackle, ~~Representative~~ Fusion and ~~Junior (Braves)~~ House league registrations for the Corporation ~~49-~~ Distribute and maintain player database list for Flag, House League, Tackle, Fusion and Representative teams



Burlington Minor Football  
Association Bylaws of  
Corporation

~~50~~ Request, as may be deemed necessary, any medical releases or information required for the purposes of approving the registration of any Flag, Tackle, Fusion or Representative application

~~- NTD: Maintain Police record checks of all volunteers, board members and coaches~~ ~~54~~ Liaise with ~~Ontario~~ Football Alliance Ontario and ensure that all registrations and player insurances are located with the proper Association and filed with the Corporation ~~52~~ Perform such other duties as may be determined from time to time by the Board. Some of these specifics are:

~~52.1~~ Retrieve voice messages and update message on voice mail system

~~52.2~~ Ensure availability of registration forms

~~52.3~~ Choose registration dates

~~52.4~~ Input registration data

~~52.5~~ Canvas for volunteers, sponsors, etc. on registration day

~~52.6~~ Respond to parent queries

The Governor of Communications shall

~~- Coordinate advertising as required for each league, Flag, Tackle and Stampeder, i.e. local newspapers, flyers in schools~~ ~~NTD: and social media~~

~~- Assist other directors with outreach/communication to parents~~

~~- Arrange advertising for registration~~

~~- Communicate information to parents during each season, Flag, Tackle, Fusion and Stampeder~~ ~~[NTD: double check there are definitions of the programs]~~

~~- Provide feedback mechanism for parents to evaluate the league~~

~~- Establish a relationship with local sports media~~

~~- Ensure results of all games are publicized via website~~ ~~and social media~~

~~- Manage and coordinate website functions and updates~~

~~52.7~~ Mail-out registration if elected by the Corporation's

~~Board~~ ~~The Fund Raising Director shall~~

The Governor of Fundraising shall

~~53~~ ~~Coordinate, through~~ use of a committee, all ~~fund raising~~ fundraising run by the Corporation.

At present these ~~-~~ include Bingo's, relationships with major sponsors (Hamilton Tiger Cats)

~~54~~ Maintain accurate, complete and comprehensive records of each activity including funds disbursed and collected

~~55~~ Provide the Treasurer with statements of deposits for each deposit made on a monthly basis, at least five (5) days prior to each meeting of the Board

~~56~~ Obtain all licenses required by the City of Burlington and any other jurisdiction involved ~~57~~ Submit all reports and forms to the City of Burlington and any other jurisdiction involved ~~58~~

Perform other such duties as may be determined from time to time by the Board. Some of these specifics are:

~~58.1~~ Obtain team sponsors, Flag and tackle

~~58.2~~ Coordinate fundraising activities

~~58.3~~ Get raffle tickets printed, etc.



**58.4\_** Obtain licenses for fundraising activities

33

Burlington Minor Football  
Association Bylaws of  
Corporation



**58.5\_** Purchase prizes for raffles and print tickets as required etc. publish winners, etc.

**The Governor of Coaching shall**

- Provide general liaison with coaches re: coaching related instruction, mentorship, education, discipline, etc.
- Recruit coaches and oversee coaching development matters
- Provide and/or organize coaching education / instruction / certification to coaches - Provide advice to the Board re: club coaching policies and procedures
- Work with the Board to communicate club standards and policy related to coaching - Plan / facilitate the evaluation camp
- Facilitate meetings with the coaching sub-committee
- Work closely with officials to ensure Corporation policies / rules are being implemented - Assess that teams have proper staff in place and compliment staff with additional support if warranted and promote harmony within the programs and share resources
- Backfill coaching pool for the sake of attrition

**The Communications Director shall**

- ~~59~~ Coordinate advertising as required for each league, Flag, Tackle and Stampeder, i.e. local newspapers, flyers in schools
- ~~60~~ Assist other directors with outreach/communication to parents
- ~~61~~ Arrange advertising for registration
- ~~62~~ Communicate information to parents during each season, Flag, Tackle and Stampeder
- ~~63~~ Provide feedback mechanism for parents to evaluate the league
- ~~64~~ Establish a relationship with local sports media
- ~~65~~ Ensure results of all games are publicized via website
- ~~66~~ Manage and coordinate website functions and updates

**The Tackle House League Director shall**

- ~~67~~ Be responsible for the organization and arrangement of any and all activities related to the operation **Governor of** the house league or leagues
- ~~68~~ Be responsible for co-coordinating and preparing a master schedule for all house league games, in co operation with the Vice President and Stampeder Director
- ~~69~~ Be the Chairman of the House League Task Force as well as any sub-committees relative to the operation of the House League or teams therein
- ~~70~~ Perform such other duties as may be determined from time to time by the Board Some of these specifics are:
  - 70.1** Obtain volunteers to fill the role of Division Convener
  - 70.2** Obtain volunteers to fill the role of Team Parent Rep
  - 70.3** Recruit coaches and coordinate with the Vice President on coaching development matters



Burlington Minor Football  
Association Bylaws of  
Corporation

~~70.4~~ Be responsible for the confirmation of attendance of referees, medical staff, etc. at games

~~70.5~~ Arrange and schedule setup and take down of all field equipment for House League ~~70.6~~  
Arrange and schedule Picture Day for House League

~~70.7~~ Ensure there is ongoing two way communication between Division conveners, team  
parent reps, coaches and appropriate Directors

~~The Fall Rep Stampeders Director shall~~

~~71~~ Be responsible for the organization and arrangement of any and all activities related to the operation of  
any Stampeders traveling teams or other teams not designated as House League or Flag teams operating  
under the Corporation and operating in the fall season

~~72~~ Represent the Corporation and any and all teams not designated as House League or Flag teams in  
dealings with leagues under which those teams operate

~~73~~ Provide liaison between the teams and the Board of the Corporation

~~74~~ Liaison with the House League Director and Vice President in setting of games and field schedules ~~75~~

Perform such other duties as may be determined from time to time by the Board. Some of these specifics are:

~~75.1~~ Assist the Director of Coaching in the identification and recruitment of coaches

~~75.2~~ Be responsible for the confirmation of attendance of referees, medical staff, etc. at  
games

~~75.3~~ Arrange and schedule setup and take down of all field equipment for rep league;

~~75.4~~ Ensure there is ongoing two way communication between team managers, coaches and the  
Corporation's Board

~~75.5~~ Review team budgets

~~The Summer Rep Stampeders Director shall~~

~~-~~ Be responsible for the organization and arrangement of any and all activities related to the  
operation of any Stampeders or other traveling teams or other teams not designated as House  
League, Fusion or Flag teams operating under the Corporation and operating in the summer  
season.

~~-~~ Represent the Corporation and any and all teams not designated as house league or Flag teams  
in dealings with leagues under which those teams operate

~~-~~ Provide liaison between the teams and the Corporation's Board;

~~-~~ Liaison with the Flag, Fusion and House League Director and Vice President in setting of  
games and field schedules

~~-~~ Be the Chairman of the House League Task Force as well as any subcommittees relative to the  
operation of the House League or teams therein

~~-~~ Perform such other duties as may be determined from time to time by the Board. Some of these  
specifics are:

- Assist the Director of Coaching in the identification and recruitment of coaches - Be responsible for the confirmation of attendance of referees, medical staff, etc. at games
- Arrange and schedule setup and take down of all field equipment for summer league
- Ensure there is ongoing two-way communication between team managers, coaches and the Corporation's Board
- Produce and submit budgets for any and all seasons in the current year

**Governor of Fall shall**

- ~~76-~~ Be responsible for the organization and arrangement of any and all activities related to the

35

Burlington Minor Football  
Association Bylaws of  
Corporation



operation of any Stampeder or other traveling teams or other teams not designated as House League, Fusion or Flag teams operating under the Corporation and operating in the summer season.

- ~~77-~~ Represent the Corporation and any and all teams not designated as house league or Flag teams in dealings with leagues under which those teams operate
- ~~78-~~ Provide liaison between the teams and the Corporation's Board;
- ~~79-~~ Liaison with the Flag, Fusion and House League Director and Vice President in setting of games and field schedules
- ~~80-~~ Be the Chairman of the House League Task Force as well as any ~~sub-committees~~ subcommittees relative to the operation of the House League or teams therein
- ~~81-~~ Perform such other duties as may be determined from time to time by the Board. Some of these specifics are:
  - ~~81.1-~~ Assist the Director of Coaching in the identification and recruitment of coaches
  - ~~81.2-~~ Be responsible for the confirmation of attendance of referees, medical staff, etc. at games
  - ~~81.3-~~ Arrange and schedule setup and take down of all field equipment for summer league
  - ~~81.4-~~ Ensure there is ongoing two-way communication between team managers, coaches and the Corporation's Board
  - ~~81.5-~~ Review team budgets
  - Produce and submit budgets for any and all seasons in the current year



36  
Burlington Minor Football  
Association Bylaws of  
Corporation

The ~~Junior Football Director~~ Governor of Flag shall

- ~~82~~ Be responsible for the organization and arrangement of any and all activities related to the operation of ~~any Braves traveling teams or other teams not designated as House League or Flag teams operating under the Corporation and operating in the Junior football~~
- ~~83~~ Represent the Corporation and any and all teams not designated as House League or Flag teams in dealings with leagues under which those teams operate
- ~~84~~ Provide liaison between the teams and the Board of the Corporation

Burlington Minor Football  
Association Bylaws of  
Corporation



~~85 Liaison with the House League Director and Vice President in setting of games and field schedules 86 Perform such other duties as may be determined from time to time by the Board Some of these specifics are:~~

~~**86.1** Obtain volunteers to fill the role of team manager~~

~~**86.2** Recruit coaches and coordinate with the Vice President on coaching development matters~~

~~**86.3** Be responsible for the confirmation of attendance of refs, medical staff, etc. at games **86.4**~~

~~Arrange and schedule setup and take down of all field equipment for junior league **86.5** Arrange~~

and schedule Picture Day for junior league

~~86.6~~ Ensure there is ongoing two-way communication between team managers, coaches and appropriate Directors

~~86.7~~ Publish game results

~~86.8~~ Review team

~~budgets~~ The ~~Flag Football Director~~

shall

~~87~~ Be responsible for the organization and arrangement of any and all activities related to the ~~operation of~~ the Flag league or leagues

~~88~~ Be responsible for co-coordinating a master schedule for all Flag games

~~89~~ Be the Chairman of the Flag Task Force and any sub-committees relative to the operation of the Flag league or leagues

~~90~~ Perform such other duties as may be determined from time to time by the Board. Some of these specifics are:

~~90.1~~ Obtain volunteers to fill the role of division convener

~~90.2~~ Obtain volunteers to fill the role of team parent rep

~~90.3~~ Recruit coaches and coordinate with the Vice President on coaching development matters

~~90.4~~ Be responsible for the confirmation of attendance of referees, medical staff, etc. at games

~~90.5~~ Arrange and schedule setup and take down of all field equipment for Flag league

~~90.6~~ Arrange and schedule Picture Day for flag league

~~90.7~~ Ensure there is ongoing two-way communication between division conveners, team parent reps, coaches and the Corporation Board

The ~~Director of Coaching~~ shall

~~91~~ Provide general liaison with coaches re: coaching related instruction, mentorship, education, discipline, etc.

~~92~~ Recruit coaches and oversee coaching development matters

~~93~~ Provide and/or organize coaching education / instruction / certification to coaches

~~94~~ Provide advice to the Board re: club coaching policies and procedures

~~95~~ Work with the Board to communicate club standards and policy related to coaching

~~96~~ Plan / facilitate the evaluation camp

~~97~~ Facilitate meetings with the coaching sub-committee

~~98~~ Work closely with officials to ensure Corporation policies / rules are being implemented

~~99~~ Assess that teams have proper staff in place and compliment staff with additional support if warranted and promote harmony within the programs and share resources

~~100~~ Backfill coaching pool for the sake of attrition

38

Burlington Minor Football  
Association Bylaws of  
Corporation



The ~~Director~~ Governor of Player Development shall

~~101~~ Design and implement a player development plan for both tackle and flag programs ~~102~~

Design player development programs consistent with Football Canada principles ~~403\_~~ Identify players from Corporation (tackle/fusion/flag) “talented players” for further skill development  
~~404\_~~ Develop and implement a player grading system  
~~405\_~~ Foster an attitude of fair play and enjoyment of football amongst all players ~~406\_~~ Design and implement Super Skills and football training camps and clinics including those offering specialist skill developments  
~~407\_~~ Take on the role of liaison, encouraging players(~~(p~~arents) to participate in flag and tackle to advocate skill development

~~Volunteer~~ The Governor of Management and Volunteers shall

## 18.2.1 Be Committees

~~18.1~~ The Board may from time to time establish various committees of the Board in order to assist the Board in carrying out their administrative functions:

~~18.2~~ The Board shall specify the duties and powers of each committee appointed:

~~18.3~~ Any recommendations of any committee must be approved by a majority vote of the Board before implementation:

~~18.4~~ Any and all standing committees may be responsible as well for other duties assigned to it by a majority vote of the Board:

~~18.5~~ Every standing committee will be chaired by a Director on the Board:

## ~~19 Finance and Management~~

~~19.1~~ Fiscal Year – The fiscal year of the Corporation will be December 1<sup>st</sup> to November 30<sup>th</sup>, or such other period as the Board may from time to time determine:

~~19.2~~ Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate:

~~19.3~~ Deposits – All cash received must be deposited in the Corporation bank account within seventy-two (72) hours of receipt:

~~19.4~~ At each AGM, unless an audit exemption is available and consented to by the Members, the Members will appoint an auditor to audit the books, accounts and records of the Corporation. The auditor will hold office until the next AGM. The auditor will not be an employee or a Director of the Corporation and must be permitted to conduct an audit of the Corporation under the *Public Accounting Act, 2004*, as amended:

~~19.5~~ Annual Financial Statements – The Directors will approve financial statements of the Corporation of the last



~~statements before the Members at every AGM.~~

~~**19.6 Books and Records**—The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.~~

~~**19.7 Signing Authority**—All cheques, bills of exchange or other orders for payment of money, notes or other evidences of indebtedness issued in the name of Corporation, must be signed by any two (2) of the President, Secretary, Treasurer and one (1) other Director to be designated by the Board. No cheques are to be signed in blank. Cheques issued shall be recorded in the books of the~~





~~Corporation by the Treasurer. Any cheque made payable to the Treasurer must be signed by two (2) other signing officers.~~

~~**19.8 Property** – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.~~

~~**19.9 Borrowing** – The Board may from time to time:~~

- ~~a. Borrow money on the credit of the Corporation;~~
- ~~b. Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;~~
- ~~c. Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and~~

~~d) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation;~~

## **Remuneration**

~~**19.10 No Remuneration** – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a Meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director, Officer or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director, Officer or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.~~

~~**19.11 General Manager** – The remuneration of the General Manager and any other paid employees of the Corporation will be established from time to time by the Board.~~

## **2.1 Conflict of Interest**

~~**19.12 Conflict of Interest** – A Director, Officer, 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.~~

## **20 Amendment of Bylaws**

~~**20.1 Voting** – These Bylaws may only be amended, revised, repealed or added to by a Special Resolution of the Members present in person or by proxy at a Meeting of the Members duly called to amend, revise or repeal these Bylaws.~~

## **21 Notice**



Burlington Minor Football  
Association Bylaws of  
Corporation

~~**21.1** Written Notice — In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or Member, as the case may be.~~

~~**21.2** Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing~~



42  
Burlington Minor Football  
Association Bylaws of  
Corporation

~~where the notice is couriered, or in the case of notice that is provided by mail, five  
days after the date the mail is post-marked.~~

~~**21.3** Error In Notice — The accidental omission to give notice of a Meeting of the Directors or the~~

Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## 22 Dissolution

~~22.1 Dissolution~~ - The Corporation may be dissolved in accordance with the Act.

~~22.2 Assets~~ - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to another not for profit amateur sport the organization, as determined by the Board, and arrangement of any and all activities related to the operation of the Tackle, Flag, Fusion league or leagues

## 23 Indemnification

~~23.1 Will Indemnify~~ - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director, Officer, and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or any individual who acts at the Corporation's request in a similar capacity.

~~23.2 Will Not Indemnify~~ - The Corporation will not indemnify a Director, Officer, or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him/her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a. 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
- b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

~~23.3 Insurance~~ - The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

## 24 Adoption Of These Bylaws

~~24.1 Effective Date~~ - Subject to the provisions of the Act and a Special Resolution of the Members, this Bylaw shall be effective when approved by the Board and ratified and confirmed by the Members of the Corporation.

~~- Repeal of Prior Bylaws~~ - Upon ratification and confirmation of these Bylaws by the Members, all prior bylaws of the Corporation are hereby repealed and replaced by these Bylaws, which repeal will not impair or invalidate any action done pursuant to the repealed bylaws. Develop and implement a training program specifically for Team Managers and Volunteers



**24.2- Ensure that all Managers and Volunteers are informed and aware of the tasks required.**