

**BY-LAW NO. 1**

A by-law relating generally to the transaction of the business and affairs of

**GLOUCESTER CUMBERLAND BASKETBALL ASSOCIATION**

(hereinafter referred to as the "Corporation")

BE IT ENACTED as a by-law of the Corporation, as follows:



**CORPORATE SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

**HEAD OFFICE**

2. The Head Office of the Corporation shall be in the Province of Ontario, Canada, and at such place therein as the Directors may from time to time determine.

3. The GCBA is affiliated with Basketball Ontario (BBall Ont) and through BBall Ont to the national basketball association known as Basketball Canada.

**OBJECTIVES**

4. The objectives of the Corporation are:
  - (a) to promote and develop the game of basketball within the geographical boundaries as determined by the Board of Directors;
  - (b) to provide fun, recreation, instruction, youth development and healthful enjoyment through activities and competition, for all who desire to participate in basketball, giving due consideration to the variance of individual skills and capabilities; and
  - (c) to develop and operate basketball programs, coaching clinics, refereeing clinics and tournaments which will operate on a non-profit basis.

## **BOARD OF DIRECTORS**

5. The property and business of the Corporation shall be managed by a board of seven (7) Directors; six (6) elected Directors and one appointed Executive Director, each of whom at the time of his election/appointment or within ten (10) days thereafter and throughout his term of office shall be a Member of the Corporation. These Directors will also serve as the officers of the Corporation.

## **ELECTION/APPOINTMENT OF DIRECTORS**

6. The **6 elected Directors**, shall be elected for a term of two (2) years by the Members at an annual meeting of Members or until their respective successors shall have been duly elected and qualified. The terms of office for the Directors of the Corporation shall commence at the time of election and continue for a period of up to two (2) years with **three (3)** positions retiring on even years and three (3) retiring on odd years. The rotation of Directors will be as follows:

President - 2 years (even)  
VP of House League Operations - (even)  
Secretary – 2 years (even)

VP of Volunteer Operations –2 years (odd)  
VP Competitive - 2 years (odd)  
Treasurer – 2 years (odd)

a) The position of Executive Director, which shall be non-voting, shall be by appointment of a majority of the elected directors of the Executive Committee

7. Elected Directors shall be retired at annual meetings in accordance with paragraph 5 but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is demanded by any Member. Members may vote by a written proxy which has been duly signed and dated, and in a manner established by the GCBA from time to time. The Members of the Corporation may, by a resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any elected Director/ Officer before the expiration of his term of office, and may by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

## **VACANCIES OF ELECTED Directors**

8. A vacancy or vacancies of elected Directors , however caused, may so long as a quorum of elected officers remain in office, be filled by the elected Directors, if they shall see fit to do so, otherwise such vacancy or vacancies shall be filled at the next annual meeting of the Members at which the Board for the ensuing year are elected. If there is not a quorum of the elected Directors remaining in office, the remaining officers shall forthwith call a meeting of the Members to fill the vacancy or vacancies. If the number of elected Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

## **REMUNERATION OF DIRECTORS**

9.. The elected Directors shall serve as such without remuneration.

## **QUORUM AND MEETINGS OF DIRECTORS**

10. a) A majority of the elected Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence either before or after the date of the meeting.

b) Directors' meetings may be formally called by the President or a majority of the Directors. Notice of such meetings shall be mailed, delivered, telephone or emailed to each Director not less than seven (7) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

c) The Board shall hold regular monthly meetings in each year during basketball season and of such regular meeting no notice need be sent.

d) A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Members in each year.

e) An emergency meeting of the Board of Directors may be called on less than seven (7) days notice where a majority of the Directors requests such a meeting. The Directors may consider or transact any business either special or general at any meeting of the Board of Directors.

f) Any Member may attend and participate as non-voting observers at all meetings of the Board of Directors.

g) The President can declare a meeting to be held "in camera" for the following reasons:

1. the advice of legal counsel;
2. such other reason that a majority of directors may vote for such an in camera meeting.

11. No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate 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 or all proceedings taken or had thereat.

12. The President, or in his absence, any other Director the Board may from time to time appoint for the purpose, shall preside at all meetings of Directors.

## **VOTING, BOARD OF DIRECTORS**

13. Questions arising at any meeting of Directors shall be decided by a majority of votes of those in

attendance. The President may only vote on a resolution before any meeting of Members, or the Board, in the case of a tie, in which case the President shall cast the deciding vote All votes at any such meetings shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken by a show of hands. A declaration by the President that a resolution has been carried and entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the number of the votes recorded in favour of or against such resolution.

## **POWERS OF DIRECTORS**

14. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, may generally, exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

15. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time:

- a) To create divisions or appoint administrative bodies to perform specific duties as may from time to time be defined.
- b) To suspend or discipline any member of the Corporation from participation within the Corporation. Such suspension will be subject to the right of appeal by the individual affected.
- c) To re-admit to the Corporation, by resolution and a majority vote of all the members of the Board, any person who may have been suspended, for any reason.
- d) To determine all questions arising from the emergencies not provided for in the Constitution, these By-Laws or the Rules and Regulations or in the rules of the competition.
- e) To form a Discipline Committee which shall deal with all disciplinary problems in accordance with the Corporation's established Disciplinary process.
- f) To enact By-Laws and Rules and Regulations for the operations of the Corporation. Immediate notice of all such changes shall be forwarded to all affected Members of the Corporation.
- g) To purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

## **INDEMNITIES TO DIRECTORS AND OTHERS**

16. Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs,

executors, administrators and other personal representative, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or in respect of any such liability provided such Director acted honestly and in good faith with respect to such matter;

b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **OFFICERS**

17. The officers of the Corporation shall be a President, an Executive Director, a Vice President of House League, a Vice President of Competitive, a Vice President of Volunteer Operations, a Secretary and a Treasurer, each of whom, at the time of his election, or within ten (10) days thereafter, and throughout his term of office, shall be a Member of the Corporation. The Board of Directors *may appoint such other officers as they determine necessary from time to time*. No person shall hold more than one office at any one time unless approved by the Board of Directors. The President, Vice-Presidents, Secretary, and Treasurer shall be elected by the Members provided that in default of such election the then incumbents, shall hold office until their successors are elected at the next General or Annual Meeting. The office of Executive Director shall be filled by appointment by the Board of Directors

18. The Members, at any meeting, may remove and discharge any or all of President, Vice-Presidents, Secretary and Treasurer of the Corporation, and may elect or appoint another or others in their place or places. Notice of intention to seek such removal must be given to the Board at least 7 days prior to the Meeting. The Board of Directors may remove for cause and discharge the Executive Director and may appoint another in his place.

## **DUTIES OF OFFICERS**

19. **The President** shall:

a) be the chief executive officer and chief spokesperson of the Corporation and shall exercise general control of and supervision over its affairs

b) preside at all meetings of the Members and at all meetings of the Board of Directors

c) with the Secretary or other officer appointed by the Board for the purpose, sign all by-laws and membership certificates

d) represent the Corporation at the Ontario Basketball Association or ensure that a designated representative for the Corporation is in contact with the Ontario Basketball Association where appropriate

- e) have such other powers and duties as the Board of Directors may from time to time determine.

20. **The Executive Director** shall:

- a) attend all meetings of the Board of Directors as a non-voting participant and report directly to the President
- b) implement decisions made by the Board and advise the Board on all Corporation constitutional, organizational and policy issues
- c) direct the administrative functions (year to year operations) of the Corporation and have overall management responsibility for the support of all programs and activities, including maintenance and safekeeping of all official records, facilities acquisition, referees, equipment and supplies, registration,
- d) appoint Administrative officers, subject to the approval of the Board, and direct and supervise the Administrative officers
- e) develop an annual operating plan and budget for the administrative functions of the Corporation
- f) make recommendations concerning fund raising activities
- g) assist in the establishment of a growth plan
- h) liaise and co-ordinate with representatives of the City of Ottawa, Parks and Recreation and other user groups having similar requirements, to keep abreast of the plans being made by the City
- i) have such other powers and duties as the Board of Directors may from time to time determine.

21. **The Vice President of Boys House League Operations and the Vice President of Girls House League Operations** shall each for their respective Divisions :

- a) represent house league interests in strategic planning at the executive level
- b) exercise responsibility for all house league activities and develop a yearly operation plan and budget for the house league division
- c) report to the Board of Directors on house league operations at Board meetings and submit a written report at each regular and Annual General Meeting
- d) organize divisions, enlist and oversee division conveners, and convene meetings for the orientation of new coaches and conveners

- e) guide recruitment and recommend appointment of house league coaches, guide drafting and team balance concept, identify volunteer involvement and assist in the development of contact lists for house league organization
- f) advise Members on policy regarding house league operations
- g) in consultation with Division Chairs and conveners conduct an annual review of the house league program and policies
- h) have such other powers and duties as the Board of Directors may from time to time determine.

**22. The Vice President of Competitive shall:**

- a) represent competitive interests in strategic planning at the executive level
- b) review and supervise operations in all competitive activities, develop a yearly operation plan and budget for the competitive division
- c) report to the Board of Directors on competitive operations at Board meetings and submit a written report at each regular and Annual General Meeting;
- d) recruit and supervise competitive coaches and Chair the Competitive Coaches Selection Committee to Facilitate ratification of coaches by the Board based on the recommendations of the Selection Committee
- e) convene meetings for the orientation of new coaches/managers to guide player selections, propose basic budgets for competitive teams, oversee team registrations (tournaments) and guide team managers on financing, travel, accommodation, food, etc.
- f) provide liaison between the Board of Directors and teams and advise the Board, competitive coaches, and the Members on Basketball Ontario and the Corporation's policies regarding competitive operations
- g) supervise the Annual Invitational Tournament for all Divisions.
- h) identify volunteer involvement in the Wolverines program and assist in the development of contact lists for the competitive organization
- i) in consultation with the Division Chairs and competitive coaches conduct an annual review of the Corporation's competitive program and policies
- j) have such other powers and duties as the Board of Directors may from time to time determine.

**23. The Treasurer shall:**

- a) have general charge of the finances of the Corporation and have charge and custody of and be responsible for the keeping of books of account required to be kept pursuant to the laws governing the Corporation
- b) deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as the Board of Directors may from time to time designate by resolution
- c) render to the Board of Directors, whenever directed by the Board of Directors, an account of the financial condition of the Corporation and of all his transactions as Treasurer
- d) prepare an annual operating budget and financial submissions for each division showing the dispersion of funds and the financial support provided by the Corporation to each division
- e) pay all outstanding accounts of the Corporation by cheque

- f) submit a written report at each Regular and Annual General Meeting of the Members
- g) request subsidies from various local, municipal, provincial and federal sources
- h) perform all the acts incidental to the office of the Treasurer subject to the control of the Board of Directors and perform such other duties as may from time to time be determined by the Board of Directors.

**24. The Secretary shall:**

- a) attend to the giving and service of all notices of meetings of the Board of Directors and of Members of the Corporation and shall keep the minutes of all such meetings in a book or books to be kept for that purpose
- b) have charge of the records of the Corporation for the current year, including books containing the names and addresses of the Members and Directors of the Corporation, and such other books and papers as the Board of Directors may direct. These records will be passed on to the Executive Director for archival Storage at the Annual Members meeting at the end of the Corporate year.
- c) be responsible for the keeping and filing of all books, reports, certificates and other documents required by law to be kept and filed by the Corporation
- d) maintain and update the Discipline Log as required
- e) table and respond to correspondence as directed by the Board of Directors and maintain a record of correspondence
- f) perform such other duties as pertain to his office or as may be required by the Board of Directors from time to time.

**25. The Vice President of Volunteer Operations (VP VOLUNTEER OPS) shall:**

- a) represent Volunteer interests in strategic planning at the executive level
- b) report to the Executive on Volunteer operations at Board meetings
- c) submit a written report at each regular and Annual General Meeting;
- d) develop the annual operating plan and budget for the volunteer functions of the GCBA
- e) identify and promote volunteer positions within the GCBA
- f) recruit, train, or arrange for the training of, new volunteers
- g) track volunteer participation in all GCBA operations and Special Events
- h) be responsible for the police screening of all new volunteers
- i) develop and maintain an annual volunteer database to assist in the identification, training, and tracking of all GCBA volunteers
- j) be responsible for the establishment and maintenance of GCBA Volunteer recognition programs including the annual Volunteer Awards presentation at the AGM by assisting with identification of potential candidates to the executive, notification to the recipients, and the purchase of awards

**ADMINISTRATIVE OFFICERS**

26. The Board of Directors may appoint from time to time such administrative officers as they feel necessary with such duties as the Board of Directors may direct.



## EXECUTION OF DOCUMENTS

27. Deeds, donations, documents, transfers, licences, contracts and other instruments requiring execution by the Corporation shall be signed by any two (2) of the Directors. Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

28. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two (2) of the Directors, or by any person authorized by the Board of Directors.

29. The President, Vice-Presidents, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances or transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.

## MEMBERSHIP

30. Membership of the Corporation shall be divided into two classes, namely **General Members** and **Special (Honourary) Members**, and upon application for membership, will be admitted as follows:

a) **General Members** shall be admitted as Members of the Corporation by resolution of the Board of Directors, upon payment of any registration fees levied annually by the Corporation, and is open to:

(i) all residents of the City of Ottawa from within the boundaries set out in the GCBA Registration Policy Directive 0304 and includes all registered participants and active volunteers who are or legal voting age

(ii) the parents or legal guardians of any playing member who is not of legal voting age

(iii) non-residents of the City of Ottawa as set out in the GCBA Registration Policy Directive 0304, with the approval of the Board of Directors

(iv) groups, with the approval of the Board of Directors

b) **Special (Honourary) Members** shall be admitted as Members of the Corporation by resolution of the Board of Directors. Special Members will not, as such, be entitled to vote at any meeting of the Members of the Corporation.

31. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. All members automatically resign after each annual meeting of the members except the

Board of Directors and those members who have re-registered for the upcoming year..

32. In case of resignation a Member shall remain liable for payment of any assessment or other sum levied or which becomes payable by him to the Corporation prior to the acceptance of his resignation.

### **DUES OF MEMBERS**

33. The Board of Directors shall review the financial requirements for the Corporation annually and shall fix by resolution registration fees to be paid by General Members. The Secretary shall notify the Members of the dues or fees at any time payable by them, and, if any are not paid within thirty (30) days of the date of such notice the Members in default shall thereupon automatically cease to be Members of the Corporation, but any such Members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

### **MEETINGS OF MEMBERS**

34. The annual or any other general meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine on such day as the said Directors shall appoint, but shall be no later than the 30th day of June in each year. In addition to the Members, attendance at any such meetings shall be open to invited guests, interested observers or any resident of the City of Ottawa who may be admitted to the meeting where the Chair grants permission.

35. The President shall call a Special General Meeting of the Members, upon receipt of a motion affecting the Constitution or the operations of the Corporation which requires immediate resolution prior to the next annual general meeting. The President shall, within 15 days of the receipt of a request in writing of 25 or more Members setting out the reasons for the request, call a Special General Meeting of Members. The Secretary shall give notice to Members of the date of a Special General Meeting at least 15 days prior to the proposed date, by the means set out in Article 36.

36. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year and the remuneration of the auditors shall be approved. New Directors will also be elected as required. The Members shall review the activities of the past season and consider policies for continuing or improving operations for the coming season. The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Board of Directors shall have the power to call, at any time, a special general meeting of the Members of the Corporation.

37. Notice of all Members' meetings, annual or general, shall be given at least 30 days prior to the proposed date by the most effective means available to reach the greatest number of Members, using such media as newspapers and area recreation association newsletters, or by written notice to the Members; provided that any meetings of Members may be held at any time and place without such notice if all the Members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

38. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any

proceeding taken thereat and any Member may at any time waive notice of any such meeting in writing and may ratify, approve and confirm any or all proceedings taken thereat. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of any Member, Director or officer shall be his last address recorded on the books of the Corporation

39. A quorum for the transaction of business at any meeting of Members shall consist of a simple majority of Members present in person or by proxy in a manner established by the GCBA from time to time.

40. The President, or, in his absence, one of the Vice-Presidents, shall preside at all meetings of Members.

### **VOTING OF MEMBERS**

41. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each General Member of the Corporation shall at all meetings of Members be entitled to one (1) vote. Members may vote by written proxy at all meetings of the Members in a manner established by the GCBA from time to time. Such proxy need not himself be a Member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No Member shall be entitled either in person or by proxy to vote at meetings of the corporation unless he has paid all dues or fees, if any, then payable by him.

42. At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall have one (1) vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present in person or by proxy, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of a tie vote at any general meeting, whether upon a show of hands or at a poll, the President shall cast the deciding vote.

### **GENERAL MEETING PROVISIONS**

43. Any meetings of the Members of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **CHEQUES AND DRAFTS**

44. All cheques, bills of exchange or other orders for the payment of money or other evidences of indebtedness issued, accepted or endorsed in the name of the Corporation shall be signed by such Director or Directors, officer or officers, agent or agents of the Corporation and in such manner as shall be determined,

from time to time, by resolution of the Board of Directors, and any one of such Directors, officers or agents may alone endorse notes and drafts for collection on accounts of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Directors, officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balance and release or verification slips.

#### **DEPOSITS**

45. The funds of the Corporation may be deposited from time to time to the credit of the Corporation with such bank or banks or trust company or trust companies or with such bankers as the Board of Directors may approve, from time to time by resolution.

#### **DEPOSIT OF SECURITIES**

46. The securities of the Corporation may be deposited from time to time for safekeeping with one or more bankers, trust companies or other financial institutions selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation signed by such Director or Directors, officer or officers, agent or agents of the Corporation, and in such manner as shall be determined, from time to time, by resolution of the Board of Directors and such authority may be general or confined to specific instances. Any institution which may be so selected as custodian by the board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall be in no event liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

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

47. The By-laws of the Corporation shall be enacted, repealed or amended by the Directors of the Corporation at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least a majority of the Members present or represented by proxy at a meeting of Members duly called for the purpose of considering the said By-law. By-laws so enacted, repealed or amended by the Board of Directors shall, unless confirmed at a meeting of the Members of the Corporation duly called for that purpose, have force only until the next annual meeting of Members of the Corporation, and in default of confirmation at such annual meeting shall at from that time cease to be in effect.

#### **BOOKS AND RECORDS**

48. The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

#### **DELEGATION AND COMMITTEES**

49. The Board of Directors may by resolution or by-law delegate all or any of the rights or powers which are exercisable by the Board of Directors to any one or more officers or Directors.

50. The Board of Directors may appoint committees whose members shall hold their offices at the will of the Board of Directors and the Board of Directors may delegate such of its rights and powers to such committees as it deems desirable or appropriate.

### **RULES AND REGULATIONS**

51. The Board of Directors may establish, amend, or repeal Rules and Regulations governing the operating conditions of the league, special playing rules, residence rules, registration procedures, budget and fees, operational procedures and activities and such other matters relating to the management and operation of the Corporation as they deem expedient.

### **BORROWING AND GIVING OF SECURITY**

52. The Directors of the Corporation may from time to time:

- a) borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- b) issue debentures or other securities of the Corporation;
- c) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- d) mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or any of the property, real or personal, immovable and moveable, undertaking and rights of the Corporation, present and future, to secure any debentures or other securities of the Corporation, present or future, or any money borrowed or to be borrowed or any obligation or liability of the Corporation, present or future.

53. From time to time, the Directors may authorize any Director, officer or any employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and to generally manage, transact and settle the borrowing of money by the Corporation

### **DISSOLUTION**

54. In the event of the Corporation's dissolution all assets will be turned over to the Recreation Department of the City of Ottawa or a community group approved by the Board of Directors.

### **INTERPRETATION**

55. In these By-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or feminine gender, as the case may be, and vice versa, and references to persons shall include firms, partnerships, corporations and other legal entities.

Passed by the Board of Directors and sealed with the corporate seal this ◆

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary