



By-laws of Ottawa Tuskers Sports Club Inc.

SECTION 1 – GENERAL

1.01 Name and Address

The name of the organization shall be the Ottawa Tuskers Sports Club, Inc. hereinafter referred to as the Corporation, or the Club.

The registered address of the club shall be located at 713 Mondego Terrace, Nepean ON K2J 5Y3, until the board decides to change it.

1.02 Interpretations

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- c. "board" means the board of directors of the Corporation and "director" means a member of the board.
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution.
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act.
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- j. "Electronic Means" shall include email, video links and secure authenticated website transactions.
- k. "Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Purpose

The purposes as established in the Articles of Incorporation are as follows:

- to develop, promote, advance, and administer cricket and other selected sports among the Malayalee Community in Ottawa.
- to encourage, support, coordinates, sponsor and organize sports competition for membership and the general public.
- to promote sport safety, fellowship, and respect among members.

SECTION 2 - MEMBERSHIP

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Members of the Club aged under 16 may not be a member of the Board of Directors or other officer of the Club; nor vote at a general meeting, either in person or by proxy; nor vote in any election to the Board of Directors.

2.02 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

2.03 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved.
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws.
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation.
- d. the member is expelled in accordance with Section 2.04 below or is otherwise terminated in accordance with the articles or by-laws.
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.04 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or Code of conduct of the club.
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion.

- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide ten (10) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such ten (10) days period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further ten (10) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3 - MEETINGS OF MEMBERS

3.01 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given in advance to each member by electronic means. All eligible members are entitled to vote at the meeting via electronic means the board specifies.

3.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.03 Chair of the Meeting

President or other directors of the board shall chair the regular meeting of the club. In the event that the directors of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.05 Voting

Each Member shall have one vote on any question to be decided in general meeting. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a paper ballot is demanded in accordance with the rules. Voting by proxy is not allowed. Unless a paper ballot is demanded, a declaration by the Chair that a resolution has on a show of hands been carried or lost recorded in the minutes of the proceedings of the general meeting shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution. In the case of equality of votes whether on a show of hands or a poll, the Chair shall have a second or casting vote.

SECTION 4 – DIRECTORS AND WORKING COMMITTEE

4.01 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. The Club shall have a Board of Directors comprising not less than 3 and not more than 5 persons.

4.02 Duties of the Board of Directors

The board of directors shall have the vested responsibility and authority to:

- Interpret and enforce the Club's Constitution, Bylaws, Policies, and Procedures.
- Formulate and amend the Club's Constitution, Bylaws, Policies, and Procedures in order to serve the best interests of the Club.
- Budget for and administer the funds of the Club in order to serve the best interests of the Club.
- Hire, supervise, and terminate employees and/or independent contractors.
- Grant decision making authority to the Directors of Coaching to act on the day to day common and urgent business during the periods between Board meetings.
- The Directors of Coaching will report directly to the Club's President who will bear the responsibility of directly monitoring the Directors of Coaching with the oversight of the Board of Directors.
- Appoint individuals to fill vacancies on the Board of Directors until the next regular election.
- Form committees and appoint individuals to serve on such committees in order to serve the best interests of the Club.

4.03 Working Committee

The board may from time to time appoint a working committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

4.04 Meeting of the Board and Committee

Meetings may be called by the President, or any directors at any time. Notice of the time and place for the holding of a meeting of the board or the committee shall be delivered by electronic means, at least one day before the meeting. Unless the by-law otherwise provides, no notice of meeting needs to specify the purpose or the business to be transacted at the meeting.

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

The act of the majority of the directors present at a meeting at which a quorum is present shall be considered the act of the entire Board of Directors.

SECTION 5 – OFFICERS

5.01 Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. President – The president, if one is to be appointed, shall be a director of the board of the Corporation, and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- b. Secretary – The secretary, if one is to be appointed, shall be a director of the board of the Corporation, shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- c. Treasurer - If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

5.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

5.03 Compensation

No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation.

SECTION 6 – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

6.01 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the club, in addition to the President and Treasurer, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the club.

6.02 Banking Arrangements

The banking business of the Club shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution.

6.03 Checks, Drafts

The Treasurer or the President shall sign all checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Club. These two signatures shall be registered at the bank of agreement with the Board of Directors. All bills shall be presented in writing. Any bills over \$1000 (suggested limit) shall require an approval from the board.

6.04 Deposits

All funds of the club shall be deposited in a timely manner to the credit of the club in such banks, trust companies or other depositories as the Board of Directors may select.

6.05 Purchases

All purchases and reimbursements must be preapproved by the board via official vote and should be noted in the Minutes of Meeting. The treasurer of club will be responsible for all electronic submissions of purchase.

6.06 Funding Sources

The primary funding source for the club is Membership fee. Other sources may include sponsorships, donations and fundraising events. All proposed sponsorships must be cleared by the board prior to acceptance. For sponsorship contracts, officers or agents of the club need to follow club's sponsorship policy. All gifts and donations must be approved and noted. The treasurer of club or the officer authorized by the board will be responsible to maintain a track of the funds generated via these sources.

SECTION 7 – ANNUAL EXPENDITURE

7.01 Fiscal Year

The fiscal year for the Club shall be determined by the board of directors. Currently it is decided to be from Jan 1 to Dec 31.

7.02 Annual Budget

An annual budget shall be prepared and approved by the Board of Directors and Working Committee. The budget will include all anticipated expenditures. Expenditures not covered by the budget must, before being incurred and paid, be approved by the Board of Directors before Nov 30.

7.03 Tournament Budget

Tournament budgets will be prepared by the tournament director and must approved by the Board of Directors. Expenditures covered by the tournament budget must still be approved by the Tournament Director before incurred and paid. Expenditures not covered by the tournament budget must, before being incurred and paid, be approved by the Tournament Director in concert with the President and Treasurer.

7.04 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

7.04 Annual Returns

The Club will file annual tax returns as required by the Act. The Club will supply a copy of the last annual return with all supporting documents to any member on request and without charge.

SECTION 8 – NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

8.03 Corporate Seal

The Club may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the President of the club shall be the custodian of the corporate seal.

8.04 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 – AMENDMENTS

9.01 Proposals

Proposed amendments to the Constitution and Bylaws may be submitted by any member of the Board of Directors. Proposals should include the number and text of the current rule, the text of the proposed new or revised rule, and the reason for the change. Proposals to revise or amend the Constitution and Bylaws shall be submitted, in writing, to the President at least 10 days in advance of the scheduled meeting at which the proposal will be considered.

9.02 Approvals

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds majority of the Board of Directors.

9.03 Annual Review

The President shall disseminate the current Bylaws to the new Board of Directors following annual elections which may be accomplished by publication in the website. Bylaws will be reviewed by the recently elected Board of Directors at the first meeting of the Board of Directors following the annual elections.

9.04 Invalidity of any provisions of this by-law

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.

SECTION 10 – DISPUTE RESOLUTION

10.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 10.02 of this by-law.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 11 - EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 28th day of October, 2021 and confirmed by the members of the Corporation by special resolution on the 21st day of October, 2021.

Dated as of the day of 28th October , 2021.

Pratap Nanoo
[President, Ottawa Tuskers Sports Club Inc.]

REFERENCES

- Canada Not-for-profit Corporations Act (SC 2009, c. 23)