

AUSTRALIAN FOOTBALL LEAGUE ONTARIO

BY-LAWS – APPROVED MAY 26 2019

ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Australian Football League Ontario, an Ontario Not-For-Profit Corporation.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Ontario Corporations Act or any successor legislation, including the Ontario Not-for-Profit Corporations Act, 2010 (upon becoming law);
- b) *Annual General Meeting (AGM)*– the annual meeting of the Members;
- c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting, if necessary;
- e) *Board* – the Board of Directors of the Corporation;
- f) *Candidate Club* – A potential club seeking admission to become a Club member or participate under AFL Ontario competition rules, as determined by the Board of Directors.
- g) *Corporation* – the Australian Football League Ontario (AFL Ontario);
- j) *Days* – days including weekends and holidays;
- k) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- m) *Member* – those entities meeting the definition of Member that are admitted as Members of the Corporation under these By-laws;
- n) *Nominated Director* – An individual affiliated with a club member, put forth by a club member to represent the club on the Board of Directors at the AGM, or an individual not affiliated with a club who has submitted a letter of intent to be a Director to the current Board of Directors, who is approved by the Board of Directors, at least fifteen (15) days in advance of the AGM. A list of all nominated people's will be distributed to member clubs at least 5 days in advance of the AGM.
- o) *NSO* – The National Sport Organization recognized by the Corporation as the national governing body for the sport of Australian Rules Football in Canada;
- p) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- q) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;

- r) *Registrant* – Any individual:
 - I. Active Registrant - Who is registered with a Member Club who is engaged in activities that are provided, sponsored, supported or sanctioned by a Member Club or the Corporation and registered as a Registrant with the Corporation per the applicable policies and/or procedures.
- t) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
- u) *Team* - A set of players playing within a division of the AFL Ontario league, under a club. A club may have multiple teams upon approval of the AFL Ontario.

1.3 Registered Office – The Registered Office of the Corporation will be located in the province of Ontario.

1.4 Corporate Seal - The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

1.5 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to *Robert's Rules of Order* (current edition).

1.8 Interpretation – Words 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 corporate bodies. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II: MEMBERSHIP

Membership Categories

2.1 Categories – The Corporation has the following categories of Members:

- a) Club Members– A Club is defined as any Australian Rules Football Club, composed of Registrants, who has applied for membership and that has goals and objectives similar to the Corporation, is registered as a member of the Corporation and has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations, situated in the province of Ontario.

Admission and Renewal of Members

2.2 Admission of Members – Any Candidate Club will be admitted as a Club Member or renewed as a Club Member if:

- a) The Candidate Club makes an application for membership in a manner prescribed by the Board of Directors and bylaws;
- b) The Candidate Club was at any time previously a Member, the Candidate Club was a Member in good standing at the time of ceasing to be a Member, or approved otherwise by the Board;
- c) The Candidate Club has paid dues as prescribed by the Board;
- d) The Candidate Club has met the applicable definition listed in Section 2.2, as applicable; and
- e) In order for a Candidate Club to field a Team, the Candidate Club has at least 6 members, secured a home field (if located outside of Toronto, or willing to travel until a suitable field is approve), and provides a plan of action to have an umpire on behalf of the club;
- f) The Candidate Club has paid a bond of \$500 to the league, which will be credited back to the newly established Member Club at the completion of the first full season in the league; and
- g) Have a jumper design, club colours and logo ready for league approval, and;
- h) The Candidate Club has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Transfer of Membership

2.3 Transfer – Membership in the Corporation is not transferable.

Duration

2.4 Duration – The duration of membership for Club Members is accorded on an annual basis between AGM's. A Club Member will be deemed in good standing if the current year's fees are paid in full in advance of an AGM. The duration of membership for Director Members is accorded as long as the individual is a Director of the Corporation.

Membership Dues

2.5 Dues – Membership dues and fees for all categories and sub-categories of membership and Registrants will be determined annually by the Board. Dues and fees are to be payable by Registrants and Club Members to the corporation as determined by the Board of Directors. In the event of non-payment of dues and fees, the Corporation will make best efforts to notify the

affected Registrants and Member Clubs and sanctions may be applied. Australian Football League Ontario may enter into agreement with a governing body as deemed necessary.

2.6 **Deadline** – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within sixty (60) days of the notice, the Member in default will cease to be in good standing as per 2.12. At the discretion of the Board, a Member may further cease to be a Member of the Corporation if it fails to meet this deadline..

Termination of Membership

2.7 **Termination** – Membership in the Corporation is immediately terminated when:

- a) The Member, in the case of a Club Member that is a corporation, dissolves;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Sections 2.1 - 2.2, as applicable, of these By-laws;
- c) The Member resigns from the Corporation by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable;
- d) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination;
- e) The Member's term of membership expires; or
- f) The Corporation is liquidated or dissolved under the Act.

2.8 **May Not Resign** – A Member may not resign from the Corporation if the Member is subject to disciplinary investigation or action.

2.9 **Discipline** – A Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to the discipline of Members.

2.10 **Arrears** – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

Good Standing

2.11 **Definition** – A Member of the Corporation will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Is in good standing with the NSO, if applicable;
- c) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
- d) Has completed and remitted all documents as required by the Corporation;
- e) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;

- f) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- g) Has paid all required membership dues or debts to the Corporation, if any.
- h) A Club Member will be deemed in good standing if the current year's fees are paid in full in advance of an AGM.

2.12 Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members include Annual Meetings and Special Meetings.

3.2 Annual Meeting - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.

3.3 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of fifty percent (50%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.54 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.5 Notice – Written or electronic notice of the date of the Annual Meeting of Members will be given to all Members in good standing no fewer than ten (10) and not more than fifty (50) days prior to the date of the meeting. Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting,

unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.7 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.8 Persons Entitled to Attend – All categories of members (delegates representing Club Members) and Directors, Registrants, Officers, the auditor 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 are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

3.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.10 Adjournments - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. 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.

3.11 Agenda – The agenda for the Annual Meeting may include:

- a) Call to order
- b) Determination of a quorum
- c) Approval of a Chair for the meeting
- d) Appointment of scrutineers
- e) Approval of the agenda
- f) Declaration of any conflicts of interest
- g) Adoption of minutes of the previous Annual Meeting
- h) Board, Committee and Staff reports
- i) Report of Auditors
- j) Appointment of Auditors
- k) Competition Schedule & Rules -Information
- l) Appointment of Head Umpire
- m) Business as specified in the meeting notice
- n) Election of new Directors
- o) Adjournment

3.12 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together

with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.13 Quorum – A majority of all Club Members will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.14 Appointment of Head Umpire - The members will appoint the position of Head Umpire by Ordinary Resolution at the AGM. This is a non-voting individual who will fulfill the role of Head Umpire as determined by the Board of Directors and AFL Ontario related policy.

Voting at Meetings of Members

3.15 Voting Privileges – Members will have the following voting rights at all meetings of Members:

- a) Club Members – Club Members will be represented by one Delegate representing the Club Member who is entitled to one (1) vote.

3.16 Delegates – Club Members will appoint in writing (inclusive of electronic notice) to the Corporation, prior to the meeting of Members, the name of the Delegate, or alternate Delegates, to represent the Member. The Delegate must be at least eighteen years of age and members in good-standing of their Club Member.

3.17 Voting on Fundamental Changes – Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*, each class of Member is permitted to vote separately on fundamental changes affecting the Corporation.

3.18 Proxy Voting – Every Member may appoint a proxy holder to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Corporation; and
- d) Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members.

3.19 Proxy Holder – A proxy holder will only hold a maximum of one (1) proxy.

3.20 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

- a) The votes may be verified as having been made by the Member entitled to vote; and

b) The Corporation is not able to identify how each Member voted.

3.21 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes – Except as otherwise provided in the Act or these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

3.21 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of a number of Directors, between five (5) and fifteen (15), of which no club member may have more than one voting member on the Board of Directors.

4.2 Composition of the Board – The Board will consist of the following::

- a) President
- b) up to Fourteen (14) Directors-at-Large

Eligibility of Directors

4.3 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Be a permanent resident of the Province of Ontario;
- c) Not be an employee of a Partner;
- d) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- e) Have the power under law to contract;
- f) Have not been declared incapable by a court in Canada or in another country;
and
- g) Not have the status of bankrupt.

Election of Directors

4.4 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written or oral consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Corporation

4.5 Nomination by Clubs - The following process will determine the role of Directors within the corporation:

- a) At the AGM, Club members in good standing must put forth one individual to be named a Nominated Director to the Board of Directors.
- b) Club members or nominated directors may nominate a President, who will accept or decline the nomination
- c) A vote to determine the President will take place, if necessary
- d) All remaining nominated directors will be elected by the membership as Directors-at-Large, with the roles and duties of the approved directors being determined at the first meeting of the Board of Directors in a manner determined by the Board.
- e) Any club failing to put forth a Nominated Director will be required to provide one within fifteen (15) days following the AGM, or the club will be deemed no longer in good standing with the corporation and may be fined.

4.6 Nominations from the Floor – Nominations for elections of a Director will be accepted from the floor.

4.7 Circulation of Nominations – Valid nominations and their election platform messages for those wishing to be the President will be circulated to Members at the Annual Meeting prior to the elections.

4.8 Election and Term – The election of directors will take place at each Annual Meeting of the Members.

4.9 Decision – Elections will be decided by the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.10 Terms – Elected Directors will hold office for a term of one (1) year and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office. Only one club may have one voting member on the board.

Suspension and Resignation of Directors

4.11 Resignation – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action. A resigning director should have a suitable replacement provided by the Club to which they represent.

4.12 Vacate Office – The office of any Director will be vacated automatically if the Director:

- a) No longer becomes eligible to serve as a Director;
- b) Resigns;
- b) Is found by a court to be of unsound mind;
- b) Becomes bankrupt, suspends payment, or compounds with his or her creditors, or makes unauthorized assignment, or is declared insolvent;
- c) Is charged and/or convicted of any criminal offence related to the position;
- d) Changes his or her permanent residence outside of Ontario; or
- e) Dies.

4.13 Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting.

4.14 Suspension – A Director may be suspended by Special Resolution of the Board at a meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at or in advance of such meeting.

Filling a Vacancy on the Board

4.15 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next Annual Meeting of Members.

Meetings of the Board

4.16 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.

4.17 Notice – Notice of meetings of the Board will be given to all Directors at least three (3) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy

on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.18 Number of Meetings – The Board will hold at least four (4) meetings per fiscal year.

4.19 Quorum – At any meeting of the Board, quorum will consist of a majority of Directors holding office in good standing.

4.20 Decisions on the Record - Any decision of the Board, to which it is empowered, that is made on record and with an established quorum shall be considered binding. Such decisions may only be rescinded or amended by a two-thirds vote of the Board.

4.21 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

4.22 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.23 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.24 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.25 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.26 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation;
and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.27 Appointment of Roles: At the first meeting of the Board of Directors held following the election of new Directors and the President, the Directors will elect its Officers per 5.3. The remaining five (5) Directors-at-Large shall be appointed the following roles, with duties to be defined by the Board of Directors and any related AFL Ontario policy:

- (1) Player Rep Male

- (2) Player Rep Female
- (3) Gameday Operations
- (4) Social Media
- (5) Fundraising and Sponsorship

Powers of the Board

4.28 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

4.29 Empowered – The Board is empowered to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures and membership fees, dues, assessments, charges, and other registration requirements, under the Competition Rules;
- f) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- g) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice-President, Secretary, and Treasurer.

5.2 Term – The term of the Officers will be one (1) year or until they or their successors are elected or appointed.

5.3 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors and the President, the Directors will elect a Vice-President, Secretary and Treasurer. They shall take office immediately.

5.4 Duties – The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will be the official spokesman of the

Corporation, and will perform such other duties as may from time to time be established by the Board;

- b) The Vice President will act as the liaison between the Board and all committees, will ensure that committees are working within their respective terms of reference, will alternately preside at meetings of the Board, will advise on matters connected to their regions, and will perform such other duties as may from time to time be established by the Board; and
- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, and will perform such other duties as may from time to time be established by the Board; and
- d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.

5.5 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or volunteers of the Corporation.

5.6 Removal – An Officer may be removed by Ordinary Resolution of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

5.7 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position term of office, if necessary.

ARTICLE VI: COMMITTEES

6.1 Appointment of Committees – Notwithstanding the Standing Committees identified in 6.2, the Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees or provide for the election of

members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

6.2 Standing Committees - The Corporation shall have the following Standing Committees:

Division 1 Committee

The Committee will be comprised of one representative from each AFL Ontario team in Division 1. The Committee shall appoint from its members one person to act as Chairperson of that committee. The Committee will concern itself with competition rules and play for Division 1 the current season. The Committee will work under an approved Terms of Reference, and recommend changes for approval to the Board of Directors.

Women's Division Committee

The Committee will be comprised of one representative from each AFL Ontario team in the Women's Division. The Committee shall appoint from its members one person to act as Chairperson of that committee. The Committee will concern itself with competition rules and play for Women's Division the current season. The Committee will work under an approved Terms of Reference, and recommend changes for approval to the Board of Directors.

6.3 Quorum – A quorum for any Committee will be a majority of its voting members.

6.4 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

6.5 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.6 President Ex-officio – The President will be an *ex-officio* (non-voting) member of all Committees of the Corporation, unless determined to be a participating member of the committee by the Board of Directors.

6.7 Removal – The Board may remove any member of any Committee by majority vote.

6.8 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII: CONFLICT OF INTEREST

7.1 Conflict of Interest – In accordance with the Act, 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 comply with the Act and the Corporation's

policies on conflict of interest and 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, and will otherwise comply with the requirements of the Act regarding conflict of interest.

In the case where members of the Board of Directors believe there is a conflict of interest, the Board may remove any director/officer, related to a specific issue, with a perceived conflict of interest by majority vote.

ARTICLE VIII: FINANCE AND MANAGEMENT

8.1 Fiscal Year – The fiscal year of the Corporation will be January 1st to December 31st or such other period as the Board may from time to time determine.

8.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

8.3 Auditor – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act*, 2004, as amended.

8.4 Annual Financial Statements - The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

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

8.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation may be available to the general membership of the Corporation, upon request, but will be available to the Directors each of whom will receive a copy of such minutes after approval of said minutes during a Board of Directors meeting. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

8.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

8.7 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.

8.8 Borrowing - The Board may borrow money upon the credit of the Corporation, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary:

- a) From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) To limit or increase the amount to be borrowed;
- c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

8.9 Remuneration – With the exception of the staff of the Corporation, all Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor. Reimbursement for expenses must be approved in advance of any purchase by the Treasurer, with notification to the president. If reimbursement is made to the Treasurer, it will be completed by the President and the Vice-President will be notified.

8.10 External Financial Documentation – May be adopted by the Board of Directors and appended to the bylaws as Appendix B.

ARTICLE IX: AMENDMENT OF BY-LAWS

9.1 Directors Voting – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Special Resolution of the Directors at a meeting of the Board. The Directors will submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by Special Resolution confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

9.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which it is to be considered.

ARTICLE X: FUNDAMENTAL CHANGES

10.1 Fundamental Changes – Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*, a Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Corporation;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XI: NOTICE

11.1 Written Notice – In these By-laws, 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, Member, or individual as the case may be.

11.2 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 where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

11.3 Error in Notice – The accidental omission to give notice of a meeting of the Board 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.

ARTICLE XII: DISSOLUTION

12.1 Dissolution – The Corporation will be dissolved in accordance with the Act.

ARTICLE XIII: INDEMNIFICATION

13.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors, and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

13.2 Will Not Indemnify – The Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

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

ARTICLE XIV: ADOPTION OF THESE BY-LAWS

14.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Corporation entitled to vote at a meeting of Members duly called and held on March 24, 2019

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

ARTICLE XV: LEAGUE LAWS OF THE GAME

15.1 The AFL Ontario League laws will be attached as a reference in Appendix A, referred to as the Competition Rules.

ARTICLE XVI: AWARDS EVENT

16.1 Each year, after the appointment of the AGM and at least fifteen (15) days before

the start of the season, the Board of Directors will propose a possible awards event to be held on or around the last round of the upcoming season. Member Clubs will be provided the opportunity to approve or oppose the proposed event. If the event is opposed, the Board of Directors may propose another event plan to Club Members.

16.2 At the discretion of the Board of Directors, all affiliated Member Clubs shall be allotted tickets for the AFL Ontario Awards Event in each season and shall be billed for those tickets at the prices approved in item 16.1. The number of tickets allotted to each club shall be determined by the distance the club is from the venue. The club allocations are as follows:

- a) 15 tickets per club for all clubs within 60 kilometres of the venue. (For Toronto venues, this applies to all teams who use Humber South or another Toronto home field)
- b) 12 tickets per club for all clubs within 150 kilometres of the venue. (For Toronto venues this will apply to Guelph, and Hamilton.)
- c) Eight (8) tickets per club for all clubs within 250 kilometres of the venue. (For Toronto venues this will apply to London and Kingston.)
- d) Six (6) tickets per club for all clubs within 400 kilometers of the venue. (For Toronto venues this will apply to Windsor or Ottawa.)

16.3 Each club who has a Women's or Division 2 team shall include an additional 4 tickets to their required total.

ARTICLE XVII: CONFLICT OF INTEREST

17.1 To prevent conflicts of interest and in accordance with our Code of conduct policies, all AFL Ontario Members should avoid:

17.1.2 Any interest, investment, or association that creates a conflict of interest or that interferes with their ability to perform their duties with AFL Ontario

17.1.3 The creation of any personal direct or indirect interest or relationship with any company that competes with or provides products or services to AFL Ontario.

Even perceived conflicts of interest must be declared.

ARTICLE XVIII: FEES

Schedule of Payments:

18.1 The Board of Directors will set the fees and schedule of payments at least twenty-one (21) days in advance of the start of the season. The schedule typically follows the following pattern:

- AFL Ontario Round 1 June 1st \$1400
- AFL Ontario Round 2 August 1st \$1400
- Insurance and AFL Canada and Final AFL Ontario Fees October 1st Balance

Fees:

18.2 The Executive will set member fees each year, in advance of a preseason General meeting, or at twenty-one (21) days before the start of the season. Fees structure will be at the discretion of the Board of Directors, agreed upon by majority vote. Except for extenuating circumstances, fees shall not increase more than 10% per year.

18.3 All other monies due to be paid to the AFL Ontario by affiliated Senior Clubs and affiliated Junior Clubs shall be payable in full no later than thirty (30) days after the date of the statement issued by the AFL Ontario unless contrary arrangements are specifically authorised by the Board of Directors.

18.4 In the case of clubs failing to make such payments, no team of that club will be eligible for match points until the account is remitted in full.

Appeals - Fines

18.5 No appeals against fines by an Affiliated Club shall be heard until the fines have been paid.

APPENDIX B – Financial Policy

Mandate

To ensure sufficient controls on finances of the organization, all staff, Board of Directors of the AFL Ontario league management and AFL Ontario clubs shall adhere to the following guidelines for budgetary expenditures. Failure to do so may include loss of privilege to participate in AFL Ontario events, games or management of a club or the league.

Reporting

Upon request by the Executive or on a quarterly basis, the Treasurer shall make a financial report to the Board of Directors by E-mail. A full financial report consists of a Balance Sheet, Budget vs. Actual Year-to-date, and Trial Balance, which may be requested by the Board of Directors at any time. Board of Directors shall be given access to view all payments and fees at anytime upon request.

In November of each year, a completed report with the previous year's financial information, shall be submitted at least two weeks before the AGM. This report will also include a recommended Budget for the following year.

The Treasurer shall maintain a member-facing spreadsheet, updated for all club financial officers to see. This sheet will show upcoming payments and all other dues to the league. It shall be updated upon receipt of payment.

Payment:

Clubs may pay through interac direct deposit or cheque. Paid to the league though Treasurer or President (if the Treasurer is unavailable).

Access to Funds:

The President and Treasurer shall have authority to access funding. All payments are made by the Treasurer with notification to the President (Or vice versa if agreed upon). Neither the Treasurer or the President may pay funds to themselves.

The Treasurer may use a dedicated credit card for league expenses, however, monthly statements must be approved by the President and made available to the Board upon request

Approval:

The President or Treasurer may authorize approval for expenses which must be in advance within an approved budget. The Board of Directors, upon a majority vote, may approve additional expenses outside of the budget. Notification in advance of an expenses is required before said expense will be paid or paid back. Any Board of Director failing to meet the approval process is subject to removal from their position and repayment of any unauthorized funds. Receipts for all payments are required.

Changes

Any changes to this policy must be made at an AGM or general meeting, as per the AFL Ontario bylaws and procedures.

Conflict

Any issues or concerns will be addressed to the Board of Directors, under the Corporations Conflict of Interest policy.