

ONTARIO TEAM HANDBALL

BYLAWS

ARTICLE 1 GENERAL

1.1 Purpose - These Bylaws relate to the general conduct of the affairs of the Ontario Team Handball, the provincial team handball federation operating under the auspices of the Canadian Team Handball Federation.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) *Federation* – Ontario Team Handball
- b) *ExCom* – the Executive Committee of Directors of the Federation.
- c) *Days* – will mean total days, irrespective of weekends or holidays.
- d) *Delegate*- An individual who is designated by a Group Member to represent that Group Member at any meeting of the Federation.
- e) *Director* – an individual elected or appointed to serve on the ExCom pursuant to these Bylaws.
- f) *Member* – as defined in Article 2
- g) *Participant* – a player, coach, manager, trainer, or official.
- h) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the ExCom or a meeting of Members for which proper notice has been given.
- i) *Special Resolution* – a resolution passed by no less than three-quarters (3/4) of the votes cast at a meeting of the ExCom or a meeting of Members for which proper notice has been given.
- j) *Registered Address* – the most recent address of record for a Member, Director or the Federation, as the case may be.

1.3 Head Office - The head office of the Federation will be located at 570 Royal Park Road, L4H 1K2, Woodbridge and may be changed by resolution of Directors.

1.4 Corporate Seal - The Federation may have a corporate seal that may be adopted and may be changed by resolution of the Directors.

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

1.6 Dissolution - Upon the dissolution of the Federation and after the payment of all debts and liabilities, its remaining property will be distributed or disposed of to charitable organizations that carry on their objectives solely in Canada as determined by the ExCom.

1.7 Interpretation - In these Bylaws, words stating the male gender will include the female gender as well as corporate bodies (i.e. clubs), and words stating the singular will include the plural and vice-versa.

1.8 Ruling on Bylaws - Except as provided in the *Act*, the ExCom will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the *Act* and with the objects of the Federation.

ARTICLE 2 MEMBERSHIP

2.1 Register – The Federation will keep a register of its Members together with address, date admitted to membership, date of termination of membership.

2.2 Terms of Membership – Any member who accepts membership in the Federation will be deemed to have

undertaken to abide by the provisions of the Bylaws, policies, rules and operating procedures of the Federation and all decisions of the ExCom of the Federation.

2.3 Canadian Team Handball Federation – Any participant registered with the Federation will also be registered with Canadian Team Handball Federation.

Admission of Members

2.4 Duration – membership is accorded on an annual basis, and all Members, excluding Honorary Members and Directors, will re-apply for membership each year.

2.5 Admission – Members will be admitted if:

- a) the candidate member has made an application for membership in a manner prescribed by the Federation;
- b) with the exception of a Director, the candidate member has been approved as a member by the ExCom, the Members, or by any committee or individual delegated this authority by the ExCom;
- c) the candidate member is reapplying, the Member is in good standing;
- d) the candidate member has paid dues as prescribed in these Bylaws.

2.6 Failure to be Admitted - Where a candidate member is not admitted to membership, written reasons will be provided.

Dues

2.7 Year - Unless otherwise determined by the ExCom, the Membership year of the Federation is the same as the Fiscal year of the Federation (September-August).

2.8 Dues - Dues for all categories of Members and fees for participant registration will be as determined by the ExCom.

2.9 Deadline - The ExCom will determine the deadline date by which dues or fees must be paid.

Termination of Membership

2.10 Resignation – To resign from the Federation, a Member will give written notice of said resignation to the Technical Director. The resignation will come into effect immediately upon receipt of the written notice. Where a Member who is subject to a disciplinary investigation or action of the Federation resigns, that member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

2.11 Arrears - A Member may be suspended from the Federation for failing to pay Membership dues or participant registration fees by the prescribed deadline date. Should dues or fees remain unpaid for an additional ninety (90) days from the prescribed deadline date, the Member may be expelled from the Federation. Suspension, expulsion or resignation does not affect the right of the federation to pursue payment of monies owed.

2.12 Discipline - In addition to suspension or expulsion for failure to pay dues or fees, a Member may have other Membership restrictions or sanctions imposed, in accordance with the Federation's policies and procedures relating to conduct and discipline of Members.

2.13 Membership Not Transferable – The interest of a Member in the Federation is not, directly or indirectly, transferable to any individual or organization.

Good Standing

2.14 Definition - A Member of the Federation will be in good standing provided that the Member:

- a) owes no outstanding Membership dues, participant fees or other debts to the Federation;
- b) has not ceased to be a Member;
- c) has not been suspended or expelled from Membership, or had other Membership restrictions or sanctions imposed;
- d) has complied with the Bylaws, policies, rules and operating procedures of the Federation; and
- e) is not subject to a disciplinary investigation or action by the Federation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Federation.

ARTICLE 3 GOVERNANCE

Composition of the ExCom

3.1 Composition of the ExCom

The ExCom of the Federation will consist of the following:

- a) President / CEO;
- b) Vice President / CFO;
- c) Director of Communications, Officials and Sport Development;
- d) Technical Director (league, games, tournaments, coaching);
- e) Director of Sponsorship and Marketing;

Officers

3.2 Officers

The Officers of the Federation are the President and Vice-President.

- a) The President will be responsible for the general supervision of the affairs of the Federation, will chair meetings of Members and meetings of the ExCom, and will perform such other duties as may from time to time be established by the ExCom.
- b) The Vice President will support and assist the President in all duties, will chair meetings of Members and meetings of the ExCom in the absence or inability of the President, and will perform such other duties as may from time to time be established by the ExCom.
- c) The Vice President / Chief Financial Officer will cause to be kept proper accounting records as required by the Act, will cause to be deposited all monies received by the Federation into the Federation's bank accounts, as directed by the ExCom will supervise the management and disbursement of funds of the Federation, when requested will provide the ExCom with an account of the financial transactions and the financial position of the Federation, will present the financial statements to the Members at the Annual General Meeting in keeping with the Act, and will perform such other duties as may from time to be established by the ExCom.
- d) The Technical Director will attend all meetings of the Members and the ExCom, will keep proper minutes of the meetings of Members and the ExCom, will issue written notices of all meetings of the Members and of the ExCom, will support the ExCom in carrying out its duties, and will have overall management responsibility for all programs and activities of the Federation.

Duties and Powers of the ExCom

3.3 Powers of the Federation - Except as otherwise provided in the *Act* or these Bylaws, the ExCom has the powers of the Federation and may delegate any of its powers, duties and functions.

3.4 Managing the Affairs of the Federation - The ExCom will make and amend policies, rules and operating procedures for managing the affairs of the Federation in accordance with the *Act* and these Bylaws; will ensure members adhere to these policies, rules and operating procedures, and will ensure directions from General Meetings are carried out.

3.5 Discipline - The ExCom may make policies and procedures relating to the discipline of Members and participants in the Federation's programs, and will have the authority to discipline Members and participants in accordance with such policies and procedures.

3.6 Dispute Resolution - The ExCom may make policies and procedures relating to the management of disputes within the Federation and all disputes will be dealt with in accordance with such policies and procedures.

3.7 Employment of Individuals - The ExCom may employ or engage under contract such individuals as it deems necessary to carry out work of the Federation. Employees will not have voting rights of the Federation.

3.8 Decisions of Members – The ExCom will comply with all resolutions of the Members made at the General and Special meetings.

3.9 Borrowing Powers – The ExCom may borrow money upon the credit of the Federation as it deems necessary.

Election of Directors and Appointment of Directors

3.10 Eligibility - Any individual who is 18 years of age or older and who has the power under law to contract and is a Member of the Federation, may be nominated for election as a Director. Only Members of the Federation who have served as a Director for at least 2 years will be eligible to be nominated as Officers.

3.11 Circulation of Nominations - Valid nominations for the position of Director will be tabled by Members during the Annual General Meeting. Appointed Directors will nominate and vote for eligible candidates for the positions of Officers.

3.12 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.

3.13 Terms – The term for elected Directors / Officers is two years and Directors / Officers will hold office until their successors have been duly elected in accordance with these Bylaws or unless they resign, are removed from, or vacate their office in a manner prescribed in these bylaws. Elected Directors / Officers will be eligible for re-election. If a Director / Officer assumes an office due to vacancy, that term may be finished and the Director / Officers may serve two full terms after being elected.

3.14 Staggered Terms - The terms of elected Directors / Officers will be staggered as much as possible by electing half of the Directors at each Annual General Meeting as follows:

Even Number Years

- a) President
- b) Director of Sponsorship and Marketing

Odd Number Years

- a) Vice-President
- b) Director of Communications, Officials and Sport Development;
- c) Technical Director (league, games, tournaments, coaching);

3.15 Vacancy - Where the position of a Director / Officer becomes vacant for whatever reason, the ExCom may appoint a qualified individual to fill the vacancy until such time as a Director / Officer is elected or appointed in accordance with these Bylaws.

Resignation and Removal of Directors / Officers

3.16 Resignation - A Director / Officer may resign from the ExCom at any time by presenting a written notice of resignation to the ExCom. This resignation will become effective on the date the ExCom accepts the request. Where a Director / Officer who is subject to a disciplinary investigation or action of the Federation resigns, that Director / Officer will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

3.17 Vacate Office - The office of any Director / Officer will be vacated automatically if the director / officer:

- a) without reasonable explanation as determined by the ExCom, fails to attend two (2) consecutive meetings of the ExCom;
- b) is found by a court to be of unsound mind or to have committed a serious felony
- c) Upon the Director/ Officer's death.

3.18 Removal – A Director / Officer may be removed by Special Resolution of the ExCom or by Special Resolution of the Members in a meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Meetings of the ExCom

3.19 Number of Meetings - The ExCom will hold at least four (4) meetings, including an Annual General Meeting, per year in accordance with the following;

3.20 Call of Meeting - The meetings of the ExCom will be at the call of the President or any three (3) Directors.

3.21 Notice - Written notice of ExCom meetings, served other than by mail, will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by e-mail will be sent at least fourteen (14) days prior to the date of the meeting. No Notice of a meeting of the ExCom is required if all Directors / Officers waive notice, or if those absent consent to the meeting being held in their absence.

3.22 Quorum - At any meeting of the ExCom, quorum will consist of a three (3) Directors and / or Officers.

3.23 Ordinary Resolution - Unless specified otherwise, issues before the ExCom will be decided by Ordinary Resolution, where the Chair of the meeting does not vote. In the event of a tie, the Chair will cast a deciding vote. Voting will be by a show of hands unless a majority of Directors/ Officers present request a secret ballot.

3.24 Meetings of the ExCom will be open to Members and the public except where the ExCom determines that a closed meeting is required. Such determination may be made by Ordinary Resolution immediately following the approval of the agenda.

Committees

3.25 Committees - The ExCom may appoint such committees as it deems necessary for managing the affairs of the Federation 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 Bylaws.

3.26 Terms of Reference - The ExCom will establish the terms of reference and operating procedures for

Committees and may delegate any of its power, duties or functions to any Committee.

3.27 Committee Chair – Unless otherwise prescribed in the Committee’s Terms of Reference, the Committee Chair will be appointed by the ExCom.

3.28 Quorum – Unless otherwise prescribed in the Committee’s Terms of Reference, quorum for any Committee will be the majority of its voting members.

3.29 Vacancy - When a vacancy occurs on any Committee, the ExCom may appoint an individual to fill the vacancy for the remainder of the Committee’s term, provided this individual satisfies any qualifications for the membership of the Committee as specified in the Federation’s policies and operating procedures.

3.30 Removal - The ExCom may remove any member it has appointed to any Committee.

Conflict of Interest

3.31 Conflict of Interest – All Directors, other Members, and committee members who have an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Federation will disclose fully and promptly the nature and extent of such interest to the ExCom, 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; will otherwise comply with the requirements of the *Act* regarding conflict of interest and will adhere to any additional requirements as set out in the Federation’s policies for dealing with conflict of interest.

ARTICLE 4 FINANCE AND MANAGEMENT

4.1 Fiscal Year - The fiscal year of the Federation will be September 1 to August 31, or such other period as the ExCom may from time to time determine.

4.2 Financial Records - The necessary financial records of the Federation required by these Bylaws or by applicable law will be necessarily and properly kept by the CFO. The financial records of the Federation may be inspected by any member at the Annual General Meeting.

4.3 Minutes – The Technical Director or designate, acting as Secretary, will prepare and keep the minutes of the Federation meetings and the minutes of the ExCom meetings.

4.4 Signing Authority - The ExCom will designate the Officers to have signing authority for all financial transactions conducted in the name of the Federation.

4.5 Execution of Agreements - All written agreements entered into in the name of the Federation will be signed by the President and one other Officer.

4.6 Property - The Federation 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 ExCom may determine.

4.7 Borrowing - The Federation may borrow funds upon such terms and conditions as the ExCom may determine.

4.8 Financial Institutions - The banking business of the Federation, or any part thereof, will be transacted with such banks, trust companies or other financial institutions as the ExCom may designate, appoint or authorize from time to time and all such banking business, or any part thereof, will be transacted on the Federation's behalf by such one or more officers and/or other persons as the ExCom may designate, direct or authorize from time to time.

ARTICLE 5 MEETINGS OF MEMBERS

5.1 Types of Meetings - Meetings of Members will include General Meetings and Special Meetings of the Federation.

5.2 Location and Date – The Federation will hold meetings of Members at such time and place as determined by the ExCom. The Annual General Meeting will be held on or before the 30th day of October.

5.3 Notice - Written notice of meetings of Members will be given to all Members at least Fourteen (14) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions at the meeting.

5.4 Special Meeting - A Special Meeting may be called by a majority of the Directors and will be called upon the written request of one-third (1/3) of voting Members. Written notice of a special meeting will be given to Members at least twenty-one (21) days prior to the date of the meeting.

5.5 Business – The Federation will conduct the following business at its Annual General Meeting:

- a) Present financial statements of the Federation;
- b) Present reports of the Officers and of any Committee;
- c) Elect new Directors;
- d) Conduct any other items of business, which properly come before the Meeting.

5.6 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Federation at least five (5) days prior to the meeting date.

5.7 Quorum –50% of the total members of the Federation will constitute a quorum. Alternatively, ten (10) voting Members will constitute a quorum. If a quorum is not present at the scheduled start time, the Meeting may be adjourned until the same time and day the following week. Alternatively, the meeting may be held, but items on which Members can cast their votes will be brought before members using an online ballot.

5.8 Open Meetings – Meetings of Members will be open to the public except where the Members determine a closed meeting is required. Such determination may be made by Ordinary Resolution immediately following the approval of the agenda.

5.9 Ordinary Resolution - Unless specified otherwise, questions at meetings of Members will be decided by majority vote, where a tie vote will fail. An abstention from voting will not be counted as a vote. Voting will be by a show of hands unless a majority of Members approve a secret ballot.

5.10 Adjournment - A meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting will be given as if it was a new meeting.

Voting at Meetings of Members

5.11 Voting Privileges - Voting privileges at all Meetings of Members will be as follows:

- a) Directors will be entitled to one (1) vote and may not vote in a capacity other than Director;
- b) Members will be entitled one (1) vote).

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

5.13 Resolutions – A proposed resolution will not be voted upon unless it is in writing and signed by its mover

and seconder. A resolution will be carried in the event of a simple majority of votes unless the resolution is a Special Resolution.

5.14 Determination of Votes - Votes will be determined by a show of hands or voting credentials unless a recorded ballot is requested by the majority of those Members voting. Voting for elections will be done by secret ballot.

ARTICLE 6 INDEMNIFICATION

6.1 Will Indemnify - The Federation will indemnify and hold harmless out of the funds of the Federation each Director and Officer 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.

6.2 Will Not Indemnify - The Federation will not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.

6.3 Insurance - The Federation may purchase and maintain insurance for the benefit of its Directors and Officers or other activities, as the ExCom may determine.

6.4 Responsibility- the Federation will not be held responsible for the operation or financial commitment of any Member, committee, and individual, organizing body, Handball competition or Handball-related activity for which the federation has not explicitly assumed such responsibility in writing.

ARTICLE 7 NOTICE

7.1 Written Notice - In these Bylaws, written notice will mean notice that is hand-delivered, faxed, e-mailed, or provided by mail or courier to the Registered Address of the Federation, Director, or Member, as the case may be.

7.2 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 days after the date the mail is post-marked.

7.3 Error in Notice - The accidental omission to give notice of a meeting of the Directors, Members, or Committee members, the failure of any Director, Member or Committee member to receive notice, or an error in any notice that does not affect its substance will not invalidate any action taken at the meeting.

7.4 Waiver of Notice – Meetings of the Federation may be held at any time without notice if each voting Member either consents in writing to the holding of the Meeting or is present. Voting Members may also, in writing, waive notice of any meetings.

ARTICLE 8 AMENDMENT OF BYLAWS

8.1 Special Resolution - The Bylaws of the Federation may only be amended, revised, repealed, or added to by a Special Resolution at a meeting of Members, for which proper notice has been given.

8.2 Notice of Amendment - The fourteen (14) days notice of the meeting of Members must include details of the proposed resolution to change the Bylaws.

8.3 Registration - The amended Bylaws will take effect after acceptance by the President.

ARTICLE 9 ADOPTION OF THESE BYLAWS

9.1 Adoption by ExCom – These Bylaws are adopted by the ExCom of the Federation at a meeting of the ExCom duly called and held.

9.2 Ratification – These Bylaws are ratified by a Special Resolution of the Members of the Federation entitled to vote at a Meeting of Members duly called and held.

9.5 Enactment – These Bylaws are hereby enacted and will come into force upon their acceptance by receiving approval through vote from a quorum of the Members of the Federation.