

BY-LAWS**Ontario Federation of School Athletic Associations (OFSAA)****Table of Contents**

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ARTICLE 1 - GENERAL

Section 1 - Purpose

These By-laws relate to the general conduct of the affairs of the Ontario Federation of School Athletic Associations (OFSAA), a provincial corporation incorporated under the Act and hereinafter referred to as the Federation in these By-laws.

Section 2 – Definitions

The following terms have these meanings in these By-laws:

- a. *Act* – the Ontario Not-for-Profit Corporations Act, 2010, as amended.
- b. *Association* – groups of secondary schools approved by the Ministry of Education, Ontario and recognized by the Federation as Members.
- c. *Auditor* – an individual, partnership or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Federation for a report to the Members at the next Annual Meeting in accordance with the Act.
- d. *Board* – the Board of Directors of the Federation.
- e. *Days* – days including weekends and holidays.
- f. *Delegate(s)* – individual(s) appointed to represent a Member Association at a meeting of Members and vote on behalf of that Member Association.
- g. *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- h. *Federation* – the Ontario Federation of School Athletic Associations (OFSAA).
- i. *Member* – An Association which meets the requirements of membership as stated in these By-laws.
- j. *Officer* – an individual elected or appointed to serve as an Officer of the Federation pursuant to these By-laws.
- k. *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- l. *Playing Regulations* – sport specific rules of play at the various Championships and Festivals sponsored by the Federation.
- m. *Regulations* – the governing rules and playing regulations of the Federation as it relates to sport competitions and activities between Members.
- n. *Special Resolution* – a resolution that is submitted to a special meeting of the Members of the Federation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or consented to by each Member of the Federation entitled to vote at a meeting of the Members of the Federation.

Section 3 – Registered Office

The registered office of the Federation will be located within the Province of Ontario.

Section 4 – 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.

Section 5 – 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 Federation.

Section 6 – Conduct of Meetings

The current edition of Robert’s Rules of Order is the parliamentary authority of the Federation and shall govern it except where inconsistent with governing legislation, the corporate charter, the By-laws, or any special rules of order adopted by the Federation.

Section 7 – Interpretation

Words importing the singular will include the plural and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE 2 - MEMBERSHIP

Section 1 – Classes of Membership

The Federation shall consist of groups of schools, hereinafter referred to as Associations, which meet the membership requirements stated in these By-laws, and who have applied and been accepted as Members. These Associations are to be comprised of secondary schools approved by the Ministry of Education of Ontario.

The Federation has the following classes of Members:

- a. **Member Associations:** Eighteen (18) Associations of secondary schools which occupy specific areas, those areas as defined in the Regulations of the Federation. The eighteen Associations (as represented by their Delegates) are:
 - i. Central Ontario Secondary Schools Association (COSSA)
 - ii. Central Western Ontario Secondary Schools Association (CWOSSA)
 - iii. Conference of Independent Schools Athletic Association (CISAA)
 - iv. Eastern Ontario Secondary Schools Athletic Association (EOSSAA)
 - v. Georgian Bay Secondary Schools Association (GBSSA)
 - vi. Golden Horseshoe Athletic Conference (GHAC)
 - vii. Lake Ontario Secondary School Association (LOSSA)
 - viii. National Capital Secondary Schools Athletic Association (NCSSAA)
 - ix. North Eastern Ontario Athletic Association (NEOAA)/Association athlétique du nord-est de l’Ontario (AANEO)
 - x. Northern Ontario Secondary Schools Athletics (NOSSA)
 - xi. Northwestern Ontario Secondary Schools Athletic Association (NWOSSAA)
 - xii. Region of Peel Secondary School Athletic Association (ROPSSAA)
 - xiii. Southern Ontario Secondary Schools Association (SOSSA)
 - xiv. South Western Ontario Secondary School Athletic Association (SWOSSAA)
 - xv. Toronto District Catholic Athletic Association (TDCAA)
 - xvi. Toronto District Secondary School Athletic Association (TDSSAA)
 - xvii. Western Ontario Secondary Schools Athletic Association (WOSSAA)
 - xviii. York Region Athletic Association (YRAA)

- b. **Director Members:** Any person assuming the position of a Director of the Federation.

Section 2 – Admission and Renewal of Membership

Any candidate will be admitted as a Member, or renewed as a Member if:

- a. They meet the definition of Member as defined in these By-laws;
- b. The candidate has made an application for membership in a manner prescribed by the Federation;
- c. The candidate has paid membership dues in the manner and time prescribed by the Federation;
- d. The candidate agrees to uphold and comply with the By-laws, Regulations, and policies of the Federation;
- e. The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board; and
- f. The candidate meets any other conditions of membership as determined by the Board.

Section 3 – Membership Year and Dues

Unless otherwise determined by the Board, the membership year of the Federation will be September 1 to August 31.

Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Federation.

Annual dues shall be based upon the total contribution by all component parts of the Association at the rate established for each secondary school student, as may be determined from time to time by the Board.

Section 4 – Transfer, Suspension, and Termination of Membership

Membership in the Federation is non-transferable.

In addition to the provisions in Section 5, membership in the Federation may terminate immediately upon:

- a. The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
- b. The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
- c. Resignation by the Member by giving written notice to the Federation;
- d. Dissolution of the Federation; or
- e. In accordance with these By-laws.

A Member may not resign from the Federation when the Member is subject to disciplinary investigation or action of the Federation. Any fees, subscriptions or other monies owed to the Federation by suspended or expelled Members will remain due.

Section 5 – Discipline of Members

In addition to termination of membership for failure to pay membership dues, a Member, or a segment thereof, may be disciplined in accordance with the Federation's policies and procedures relating to the discipline of Members or, upon fifteen (15) days written notice to a Member or segment thereof, the Board may pass a resolution authorizing disciplinary action, suspension, or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action, suspension, or termination of membership. The Member, or segment thereof, receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member, or segment thereof, before making a final decision regarding disciplinary action, suspension, or termination of membership.

Section 6 – Good Standing

A Member will be in good standing provided that the Member:

- a. Has not ceased to be a Member;
- b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c. Has completed and remitted all documents as required by the Federation;
- d. Has complied with the By-laws, Regulations, policies, and rules of the Federation;
- 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 Board; and
- f. Has paid all required membership dues.

Members that cease to be in good standing, as determined by the Board or any appointed Disciplinary Panel will not be entitled to vote at meetings of the 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.

ARTICLE 3 – ORGANIZATIONAL STRUCTURE

Section 1 – Regions

For the purposes of Board and Council representation, Associations are grouped into six (6) Regions based on their location within the province of Ontario. The six regions are:

- a. North - NWOSSAA, NEOAA, NOSSA
- b. South - GHAC, ROPSSAA, SOSSA
- c. East - COSSA, EOSSAA, NCSSAA
- d. West - CWOSSA, SWOSSAA, WOSSAA
- e. Central - GBSSA, LOSSA, YRAA
- f. Metro - TDCAA, TDSSAA, CISAA

Section 2 – Board of Directors

The Board of Directors of the Federation (Board) is responsible for the overall governance of the Federation and is empowered to transact Federation business between meetings of the Members. The Board is responsible for:

- a. Approval of organizational governance policies.
- b. Approval of the annual budget.
- c. Leadership of strategic planning.
- d. Hiring of all senior staff and managing senior staff.
- e. Communicating with membership and all other relevant parties.
- f. Delegating authority to Representatives' Council for approval of sport playing rules and annual calendar.
- g. Establishing membership and receiving recommendations from ad hoc and standing committees.
- h. Perform any other duties from time to time as may be in the best interests of the Federation.

The composition, election/ratification and appointment of Board Directors, Board meetings, and other duties of the Board are outlined in Article 5.

Section 3 – Councils

The Federation is comprised of four (4) primary Councils that serve to support the Board and provide input into the governance of the Federation. Input is provided directly to the Board, in part, via individuals who serve on the Representatives' Council and who are nominated to serve on the Board. The Representatives' Council is comprised, in part, from individuals who serve on the Principals' Council. The Councils are prescribed below.

Section 4 - Representatives' Council

The Representatives' Council is empowered to transact Federation business that is specific to the rules of play and the Playing Regulations of the Federation. The Representatives' Council is responsible for:

- a. Amendments to rules of play for all OFSAA sports. The Council will only make decisions on amendments to playing regulations subject to input from the respective Sport Advisory Committee.
- b. Approval of the annual Championship Calendar and maintenance of the three-year calendar.
- c. Direct liaison to each Sport Advisory Committee (either a member of the Representatives' Council or a staff person).
- d. Determining membership on Sport Advisory Committees, in consultation with staff.
- e. Nomination of six (6) Directors to the Board, representing the six regions and with a gender balance of three (3) males and three (3) females, to be ratified by the Members.
- f. Considering proposed amendments to the Playing Regulations of the Federation.
- g. Any other Committee rules as outlined within the Federation's Regulations or a Council Terms of Reference, as determined by the Board.

The Representatives' Council will consist of:

- a. One (1) male and one (1) female representative from each Member Association, as determined by each Association. All Association male and female representatives shall be currently employed teachers/administrators.
- b. Six (6) regional principal representatives who are selected by the Principals' Council at its Annual meeting. The six representatives must represent the six regions as identified in these By-laws.

The Representatives' Council shall consist of two (2) Chairpersons who are from among the male and female Association representatives. One (1) of these Chairpersons shall be male and is elected by the male representative Association members of the Council and one (1) of these Chairpersons shall be female and is elected by the female representative Association members of the Council. These Chairpersons shall serve a term of four (4) years, whereby they will serve as Vice Chair for the first two years of their term, and then serve as Chair for the latter two years of their term. Male and female Chairs shall act as co-Chairs of the Representatives' Council, with each Vice Chair serving in a supporting role and assuming the role of Chair when the current Chair's term has expired. The election of one (1) Vice Chair will take place each year, alternating between male and female elections.

Elected Chairpersons of the Representatives Council will also serve as Chairpersons of the Committee for Boys' Activities (CBA) and the Committee for Girls' Activities (CGA), which are further outlined in the Federation's Regulations.

The Representatives' Council shall meet at least twice in each school year (Fall and Spring). Other meetings may be called by the President of the Federation or upon request of a majority of Council members, which request shall be addressed directly to the President as well as the Federation's Executive Director. Notices shall be sent to all Council members at least fourteen (14) days prior to any such meeting.

Section 5 - Presidents' Council

The Presidents' Council is responsible for:

- a. Reporting to the Annual Meeting to provide input on policies and direction of the Federation.
- b. Any other Committee rules as outlined within the Federation's Regulations or a Council Terms of Reference, as determined by the Board.

The Presidents' Council will consist of one president, or duly authorized substitute that is designated in writing by a member of the Association's Executive, from each Member Association, and the Committee shall meet annually as part of the Annual Assembly.

Section 6 - Principals' Council

The Principals' Council is responsible for:

- a. Reporting to the Annual Meeting to provide input on policies and direction of the Federation.
- b. Selecting the six (6) regional principal representatives (representing all six regions) to serve on the Representative Council, at its Annual Meeting.

- c. Submitting nominations for Vice President to the Nominating Committee.
- d. Any other Committee rules as outlined within the Federation's Regulations or a Council Terms of Reference, as determined by the Board.

The Principals' Council will consist of one Principal or Vice Principal from each Association of the Federation and the Council shall meet annually as part of the Annual Assembly.

Section 7 – Athletic Coordinator's Council

The Athletic Coordinators' Council is responsible for:

- a. Reporting to the Annual Meeting to provide input on policies and direction of the Federation.
- b. To participate as non-voting members of the Annual Meeting on all general motions.

The Athletic Coordinators' Council will consist of one Athletic Coordinator from each Region, and shall meet annually as part of the Annual Assembly. Regions are encouraged to rotate representation from year to year.

ARTICLE 4 - MEETINGS

Section 1 - Annual Assembly

The Annual Assembly shall take place in the spring of each school year. The agenda of the Annual Assembly may include, but is not limited to:

- a. Recognition of members
- b. Plenary session
- c. Professional development
- d. Council and Committee meetings
- e. Annual Meeting

Past Presidents of the Federation may attend the Annual Assembly as honorary ex-officio non-voting lifetime members. OFSAA staff may also attend. The Annual Assembly will otherwise be closed to the public except by invitation of the Board. Invited guests will participate only as an observer.

Section 2 – Council Meetings

The following conditions apply to Council Meetings:

a. Attendees

Only elected or appointed Council members shall attend their respective Council meetings, with the following exceptions:

- i. The OFSAA Executive Director may attend any Council meeting by default as a non-voting ex-officio, unless the Committee determines, by Ordinary Resolution (a majority of votes cast), to remove the Executive Director.

- ii. The Committee may invite other OFSAA staff or special guests to attend via Ordinary Resolution (a majority of votes cast), or via invitation by the Chair.
- iii. A duly authorized substitute for the President of an Association shall be so designated in writing by a member of the Association's Executive and shall be permitted to attend and vote at a Presidents' Council meeting.
- iv. A duly authorized substitute for the Principal or Vice Principal of an Association shall also be a Principal or Vice Principal, shall be so designated in writing by the Principal or Vice Principal of record, and shall be permitted to attend and vote at a Principals' Council meeting.

b. Quorum

A quorum for each of the Councils of the Annual Assembly will be a majority of its total eligible number of Council members.

c. Voting

- i. Each member of the existing Councils, or their duly appointed substitute, will have one vote at their respective council meetings.
- ii. No proxy votes will be permitted.
- iii. Except as otherwise provided in these By-laws, Regulations, or the Act, an Ordinary Resolution (a majority of votes cast) will decide each issue/motion/resolution. In the case of a tie vote, the matter is defeated.
- iv. Votes will be determined by a show of hands, orally or electronic ballot, unless a secret or recorded ballot is required or requested by a Member.

Section 3 – Special Meetings (Member 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 ten percent (10%) or more of the Members for any purpose connected with the affairs of the Federation 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.

Section 4 – Annual Meeting (Member Meeting)

The Federation 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 in the Spring and within fifteen (15) months of the last Annual Meeting. The Annual Meeting will commonly be held at the conclusion of the Annual Assembly. 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 or auditor's report.

a. Agenda

The agenda of the Annual Meeting may include the following:

- Call to order
- Establishment of quorum
- Presentation of the agenda
- Approval of minutes of the previous Annual Meeting
- Reports of the Councils
- Report of Executive Director / Staff reports

- Financial Report / Presentation of audited financial statements
- Appointment of auditor
- Election/Ratification of Board of Directors
- Business as specified in the meeting notice (Order Paper)
- Adjournment

b. Attendees

The only persons entitled to attend a meeting of the Members (Annual or Special) are the Board, the Council members (Representatives', Presidents', Principals', Athletic Coordinators Council), the auditors of the Federation and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Board.

c. Meetings by Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Federation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

d. Notice

Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing no fewer than ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a 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.

e. 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.

f. 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.

g. 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 Federation sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. This includes proposed amendments to the By-laws or the Regulations of the Federation.

The Executive Director shall circulate to all Board Directors and all Council members a minimum of thirty (30) days prior to their respective meeting.

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

In extraordinary circumstance(s) the Board may authorize receipt of a motion(s) from an Ad Hoc Committee, Standing Committee or Board of Reference outside the stated period. The sixty-day submission requirement and thirty-day Board/Council circulation requirement may be suspended by a 2/3 majority of vote of the Board to consider the amendment. The minimum notice of ten (10) days to Members is still required in such circumstances.

h. Quorum

The following will constitute quorum for the Annual Meeting:

- i. A majority of Member Associations in good standing; and
- ii. A majority of all eligible voting individuals (Delegates plus Directors).

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.

i. 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.

j. Chair of Meetings of Members

The President of the Federation will be the Chair of all meetings of Members unless another individual is designated by the Board or the Chair.

k. Voting at Meetings of Members

Members will have the following voting rights at all Member meetings:

- i. Each Member Association will have four (4) voting Delegates as follows:
 - a. The one (1) male and the one (1) female representative from each Member Association who both serve on the Representatives' Council;
 - b. The one (1) President, or duly authorized substitute, from each Member Association who serves on the Presidents' Council;
 - c. The one (1) Principal, or Vice Principal, from each Member Association who serves on the Principals' Council.
- ii. Athletic Coordinators do not vote.
- iii. Any Board Director who does not fulfill a role identified in sub-section (i) is entitled to vote.
- iv. Each voting Delegate and Director is entitled to one vote and no voting Delegate or Director shall have more than one vote.
- v. No proxy votes will be permitted.
- vi. For the **By-laws** of the Federation an Ordinary Resolution (a majority of votes cast) will decide each issue/motion/resolution. This includes proposed amendments to the By-laws that are **not** considered Fundamental Changes as per Article 11 (which require a Special Resolution - 2/3 majority of votes cast) or are not otherwise provided in these By-laws, or the Act. In the case of

- a tie vote, the matter is defeated.
- vii. For the **Regulations** of the Federation a 2/3 majority of votes cast will decide each proposed amendment.
- viii. 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.

I. Electronic Voting

A Member may vote by mail, or by telephonic or electronic means if:

- i. The votes may be verified as having been made by the Member entitled to vote; and
- ii. The Federation is not able to identify how each Member voted.

m. 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 5 – GOVERNANCE – THE BOARD

Section 1 – Composition of the Board

The Board will consist of 14 Directors as follows:

- President
- Past President
- Vice President
- Six (6) Regional Representative Directors as nominated by the Representatives' Council and ratified by the Members, representing all six regions and with a gender balance of three (3) males and three (3) females
- Two (2) Directors-at-Large who are members of the College of Teachers, or retired as a member of the College of Teachers, one of whom shall be male and one of whom shall be female
- Three (3) Directors nominated by the Council of Directors of Education (CODE) and ratified by the Members

Section 2 – Eligibility of Directors

To be eligible for election/ratification as a Director, an individual must:

- a. Be eighteen (18) years of age or older;
- b. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- c. Have the power under law to contract;
- d. Have not been declared incapable by a court in Canada or in another country;
- e. Not have the status of bankrupt;
- f. Each Vice President (and therefore President and Past President) must be an active principal or active vice principal;
- g. Each Regional Representative on the Board must be an active member of the College of

Teachers; and

- h. Each Director-at-Large on the Board must be a member of the College of Teachers or retired as a member of the College of Teachers.

Section 3 – Nomination of Directors

Nominations will take place as follows:

- a. Nominations Committee - The Nominations Committee will consist of the Past President, the two Chairpersons of the Representatives' Council and the OFSAA Executive Director. The Nominations Committee will be responsible to solicit and receive nominations for the election/ratification of the Directors as follows:
 - i. The Committee will solicit nominations for the position of Vice President from the Members a minimum of sixty (60) days prior to the Annual Meeting. The Committee will present a list of candidates for the position to the Board for their consideration, a minimum of sixty (60) days prior to the Annual Meeting. The Board shall then approve such candidate(s) or otherwise determine the candidate(s).
 - ii. The Committee shall solicit nominations for the Director-at-Large position(s) and present a list of candidates for the position(s) to the Board for their consideration, a minimum of sixty (60) days prior to the Annual Meeting. The Board shall then approve such candidates or otherwise determine the candidate(s).
 - iii. The Committee shall prompt the Representatives' Council and the Council of Directors of Education (CODE) to nominate their candidates prior to the Annual Meeting.
 - iv. The above timelines may be extended by Ordinary Resolution of the Board.
- b. Nomination - Any nomination of an individual for election/ratification as a Director will:
 - i. Include the written consent of the nominee by signed or electronic signature;
 - ii. Comply with the procedures established by the Nominations Committee; and
 - iii. Be submitted to the Nominations Committee of the Federation thirty (30) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- c. Circulation of Nominations - The Board shall present the list of candidates to the Annual Meeting for election and/or ratification.

Section 4 – Election/Ratification of Directors

The election/ratification of directors will take place at each Annual Meeting of Members, and will take place as follows:

- a. Election/Ratification and Terms – The Director positions will be elected/ratified as follows:
 - i. Vice President - The Board shall identify the most suitable candidate nominated for the position of Vice President and shall present its recommendation for ratification by the Members every two (2) years at the Annual Meeting by way of Ordinary Resolution. The incoming Vice President shall be of the opposite gender to the former Vice President who shall become the President, and the former President shall become the ex-officio Past President. These changes in positions (terms) shall occur every two years and shall become effective September 1st of the upcoming school year.
 - ii. Regional Representatives - Two (2) regional representatives, serving three-year terms, will be elected via their nomination by the Representatives' Council and ratification by

the Members at each Annual Meeting by way of Ordinary Resolution. Nominations shall take place annually at regional caucus sessions, held during the Annual Assembly. They shall be elected/ratified via the following rotational sequence:

- i. Nominations from the South and East region caucuses will be ratified to the Board at alternate Annual Meetings to those listed in subsection (ii) and (iii); and
 - ii. Nominations from the Metro and Central region caucuses will be ratified to the Board at alternate Annual Meetings to those listed in subsection (i) and (iii); and
 - iii. Nominations from the North and West region caucuses will be ratified to the Board at alternate Annual Meetings to those listed in subsection (i) and (ii); and
 - iv. To ensure a continuing gender balance of three males and three females the regions, whose turn it is to nominate new representatives, will be responsible for determining which region will have the female nominee and which region will have the male nominee.
- iii. Directors-at-Large - The Board shall identify two (2) teacher-coaches, one male and one female, who are members of the College of Teachers, or retired as a member of the College of Teachers, to serve as Directors-at-Large. These nominations shall be ratified by the Members at each Annual Meeting by way of Ordinary Resolution and Directors-at-Large shall serve three-year terms. They shall be elected via the following rotational sequence:
- i. One Director-at-Large, who is male, will be ratified to the Board at alternate Annual Meetings to those listed in subsection (ii) and (iii); and
 - ii. One Director-at-Large, who is female, will be ratified to the Board at alternate Annual Meetings to those listed in subsection (i) and (iii); and
 - iii. There will be one year where no Director-at-Large is elected/ratified.
- iv. CODE Directors - The Council of Directors of Education (CODE) shall nominate three (3) individuals to serve as CODE Directors. CODE shall alternate their nominations to include representation from the various types of School Boards on the Board. These nominations shall be ratified by the Members at each Annual Meeting by way of Ordinary Resolution and CODE Directors shall serve two-year terms.
- b. Decision – Elections/ratifications will be decided as follows:
- i. One Valid Nomination per position – The nominee is ratified/elected by Ordinary Resolution (a majority of votes cast).
 - ii. 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.

Section 5 – Terms of Directors

All elected/ratified Directors shall commence their terms effective the first date of September 1 following their election/ratification. Directors will serve the following terms and will hold office until the terms of their duly elected successors commence in accordance with these By-laws, unless they

resign, or unless they are removed from or vacate their office:

- a. The individual elected as Vice President shall serve a term of two (2) years, followed by an additional term as President of two (2) years. Thereafter, the same individual shall serve as ex-officio Past President for a term of two (2) years.
- b. The six Regional Representatives shall each serve terms of three (3) years. There shall be no maximum number of terms that can be served by any of the six Regional Representatives on the Board.
- c. The two Directors-at-Large shall each serve terms of three (3) years and may serve up to three consecutive terms if re-elected.
- d. The CODE Directors shall each serve terms of two (2) years and may serve up to three consecutive terms if re-elected.

Section 6 – Director Consent

An individual who is elected/ratified or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election/ratification or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

Section 7 – Resignation and Removal of Directors

- a. Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Federation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- b. Vacate Office - The office of any Director will be vacated automatically if:
 - i. The Director resigns;
 - ii. The Director is found to be incapable of managing property by a court or under Ontario law;
 - iii. The Director is found by a court to be of unsound mind;
 - iv. The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
 - v. The Director dies.
- c. Removal – A Director may be removed by Ordinary Resolution (a majority of votes cast) of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Section 8 – Filling a Vacancy on the Board

Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy as follows:

- a. President – automatically fulfilled by the sitting Vice President
- b. Vice President - for a term expiring not later than the close of the next Annual Meeting.
- c. Regional Representative - the Board will prompt the Region to nominate another individual of the same gender to complete the term.
- d. Director-at-Large - for a term expiring not later than the close of the next Annual Meeting.
- e. CODE Director - the Board will prompt CODE to nominate another individual to complete the term.

Section 9 – Meetings of the Board

The Board shall meet at least three (3) times in each school year (September 1 – June 30). Meetings will be held at any time and place as determined by the President. Other meetings of the Board may be called by the President or by written requisition of a majority of Directors. Meetings will be conducted as follows:

- a. Notice - Notice of meetings of the Board will be given to all Directors at least fourteen (14) 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.
- b. Quorum – At any meeting of the Board, quorum will be a majority of Directors holding office.
- c. Voting - Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the issue is defeated.
- d. No Alternate Directors - No person shall act for an absent Director at a meeting of Directors.
- e. 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.
- f. Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- g. Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by other electronic means or technology. Directors who participate in a meeting by telephonic or electronic technology are considered to have attended the meeting.

Section 10 – Duties of the Board

Every Director will:

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

Section 11 – Powers of the Board

Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Federation and may delegate any of its powers, duties, and functions. The Board is empowered, including but not limited to:

- a. Make policies and procedures or manage the affairs of the Federation 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 Federation 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 Federation;
- e. Determine registration procedures, recommend membership dues, and determine other registration requirements;
- f. Enable the Federation to receive donations and benefits for the purpose of furthering the objects and purposes of the Federation;
- g. Make expenditures for the purpose of furthering the objects and purposes of the Federation;
- h. Borrow money upon the credit of the Federation as it deems necessary in accordance with these By-laws; and
- i. Perform any other duties from time to time as may be in the best interests of the Federation.

ARTICLE 6 – OFFICERS

Section 1 – Officer Positions and Duties

The Officers of the Federation will be comprised of the President, Vice President, Past President, one of the Regional Representative Directors, and the Executive Director. The Officers will address operational issues and day-to-day business issues that may arise between meetings of the Board. The Officers will report to the Board. The primary duties of the Officers are as follows:

- a. The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Federation and at meetings of the Board unless otherwise designated, will ensure review of all Staff performance reviews performed by the Executive Director, will coordinate performance reviews of the Executive Director, and will perform such other duties as may from time to time be established by the Board.
- b. The Vice President will support and assist the President in all duties, in the absence or disability of the President they will have the authority of and perform the duties of the President, and they will perform such other duties as may from time to time be established or delegated by the Board.
- c. The Past President will support and assist the Officers in all duties, and they will perform such other duties as may from time to time be established or delegated by the Board.
- d. The Regional Representative Director will support and assist the Officers in all duties, and they will perform such other duties as may from time to time be established or delegated by the Board.
- e. The Executive Director will ensure and supervise the management of the following:
 - i. Ensure that all official documents and records of the Federation are properly kept;
 - ii. Record the minutes of all meetings;
 - iii. Give due notice to all Members of the Meeting of the Members of the Federation;
 - iv. Serve as corporate Treasurer and serve on the Finance Committee and, in conjunction with Staff and the Finance Committee, oversee the finances of the Federation including reviewing the Federation’s budget, financial reports, and financial statements. They will

be the contact person for staff on any necessary financial related issues. Subject to the powers and duties of the Board, they will keep proper accounting records as required by the Act and supervise the management and the disbursement of funds of the Federation;

- v. Oversee all personnel-related functions including hiring, contracts, job descriptions, and performance reviews for the Staff, and provide a copy of all Staff performance reviews to the Board; and
- vi. Perform such other duties as may from time to time be established by the Board.

Section 2 – Meetings

Meetings of the Officers shall take place between meetings of the Board on an “as needed” basis, at the call of the Executive Director and/or President.

ARTICLE 7 - COMMITTEES

Section 1 – Standing Committees

There shall be the following Standing Committees:

- a. The Nominations Committee as defined in these By-laws.
- b. The Finance Committee as defined in these By-laws.
- c. The Governance Committee as defined in these By-laws.
- d. The Committee for Boys' Activities as defined in the Regulations of the Federation.
- e. The Committee for Girls' Activities as defined in the Regulations of the Federation.
- f. The Future Directions Committee as defined in Regulations of the Federation.
- g. The Sport Advisory Committees as defined in the in the Regulations of the Federation.
- h. The Transfers Committee as defined in the Regulations of the Federation.
- i. The Sanctions Committee as defined in the Regulations of the Federation.
- j. The Appeals Committee as defined in the Regulations of the Federation.
- k. The Championship Review Committee as defined in the Regulations of the Federation.
- l. The Classifications Committee as defined in the Regulations of the Federation.
- m. The Equity, Diversity and Inclusion Committee as defined in the Regulations of the Federation.

Section 2 – Ad Hoc Committees

The Board may appoint such Ad Hoc 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 and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

The purpose of these committees is to be a reference for the Board, Councils and/or Members and they will examine specific issues which may arise from time to time. These committees will meet, when necessary, as a result of direction received from the Board.

Membership on any of these committees shall recognize the concepts of gender and regional equity. The presence of retired teachers/administrators is encouraged and supported.

Section 3 – Governance Committee

The Governance Committee will consist of not fewer than three (3) members and will include a minimum of one (1) Board Director. Committee members shall be appointed by the Board.

An appointed Board Director will serve as Chair of the committee, as determined by the Board. The primary responsibilities of the Governance Committee will include:

- a. To regularly review the By-laws and Regulations of the Federation to ensure they are aligned, to ensure corporate compliance with the Act, and to consider revisions that will benefit the Federation and its Members;
- b. To propose revisions to the Board for consideration; and
- c. Upon request of the Board, to interpret the By-Laws and Regulations of the Federation where a discrepancy is identified and to provide recommendations to the Board.

Section 4 – Terms of Reference

All Committees may be assigned a Terms of Reference, as approved by the Board, to further identify their scope, authority, duties, and responsibilities. Where any such Terms of Reference conflict with these By-laws or the Regulations of the Federation, the By-laws and Regulations shall take precedence.

Section 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.

Section 6 – President and Executive Director Ex-officio

The President and Executive Director will be ex-officio non-voting members of all committees of the Federation.

Section 7 – Removal

The Board may remove any member of any committee.

Section 8 – Debts

No committee will have the authority to incur debts in the name of the Federation.

ARTICLE 8 – FINANCE AND MANAGEMENT

Section 1 – Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Federation will be September 1 to August 31.

Section 2 – Bank

The banking business of the Federation will be conducted at such financial institution as the Board may determine.

Section 3 – Finance Committee

The Finance Committee is comprised of the Officers which includes the President, Vice President, Past President, and the Executive Director. The Past President will serve as Chair of the committee. The primary responsibilities of the Finance Committee include:

- a. To see that the activities of the Federation shall be carried on without purpose of gain for its members or their representatives and any profits or other accretions to the Federation shall be used to promote its Aims and Objectives.
- b. To appoint financial advisors on an 'as-needed' basis.
- c. All decisions relating to methods of fundraising, groups from whom funds shall be solicited, the amount to be raised, and the manner in which these funds shall be disbursed, shall be vested in the Finance Committee of the Federation subject to the approval of the Members.
- d. To set such Federation dues, fees or assessments as may be authorized by the Board. The Executive Director, on behalf of the Committee, shall be empowered to collect and accept such Federation dues, fees or assessments.

The Executive Director shall be responsible to the Finance Committee for all Federation funds. In this regard, the Executive Director and any other cheque-signing employee(s) of the Federation shall be bonded for such an amount as the Board shall, from time to time, determine.

Section 4 - Auditors

At each Annual Meeting, the Members will appoint an auditor to audit the books, accounts and records of the Federation 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 Federation and must be permitted to conduct an audit or review engagement of the Federation under the Public Accounting Act, 2004, as amended.

Section 5 - Annual Financial Statements

The Executive Director shall present annually an audited financial statement for the Federation's past fiscal year through the Finance Committee to the Board in the Federation's new fiscal year. The Board will then, within six (6) months of the Federation's fiscal year end, approve the financial statements (evidenced by signature of one or more Directors) of the Federation. The Board will present the approved financial statements before the Members at every Annual Meeting. A copy of the approved 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; and
- c. Any further information respecting the financial position of the Federation.

Section 6 - Books and Records

The necessary books and records of the Federation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a. The Federation's articles and By-laws;
- b. The minutes of meetings of the Members and of any committee of Members;

- c. The resolutions of the Members and of any committee of Members;
- d. The minutes of meetings of the Directors or any committee of Directors;
- e. The resolutions of the Directors and of any committee of Directors;
- f. A register of Directors;
- g. A register of Officers;
- h. A register of Members; and
- i. Account records adequate to enable the Directors to ascertain the financial position of the Federation on a quarterly basis.

Section 7 - 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 Federation will be executed by two (2) of the following: President, Past President, Executive Director and Operations Coordinator. 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.

Section 8 - 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 Board may determine.

Section 9 - Borrowing

The Board may from time to time:

- a. Borrow money on the credit of the Federation;
- b. Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes, or other like liabilities (whether secured or unsecured) of the Federation;
- c. Give a guarantee on behalf of the Federation to secure performance of an obligation of any person; and
- d. Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Federation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Federation.

Borrowing Restriction - The Members may, by Special Resolution, restrict the borrowing powers of the Board, but a restriction so imposed expires at the next Annual Meeting.

Section 10 - Remuneration

No Remuneration - All Directors, Officers, Council members, and members of committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Federation under contract or for purchase. Any Director, Officer, Council member, or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Section 11 - Conflict of Interest

A Director, Officer, Council member 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 Federation will disclose fully and promptly the nature and extent of such interest to the Board, Council 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.

ARTICLE 9 – INDEMNIFICATION

Section 1 - Will Indemnify

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

Section 2 - Will Not Indemnify

The Federation will not indemnify a Director, Officer, Council member, members of a Committee, or any individual who acts at the Federation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Federation will not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Federation; and
- b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

Section 3 - Insurance

The Federation will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE 10 - AMENDMENTS

Section 1 – Voting on By-law Amendments

Subject to Article 11 (when applicable), these By-laws may only be amended, revised, repealed or added to by:

- a. Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the voting

Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or

- b. A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

Section 2 – By-law Amendment Submission

Proposed amendments for the Annual Meeting must be in the hands of the Executive Director a minimum of sixty (60) days prior to the meeting of the Members, for circulation to the appropriate Councils or Committee(s) for review and input. The Executive Director shall circulate to all Board Directors and Council/Committee members a minimum of thirty (30) days prior to their respective meeting.

In extraordinary circumstance(s) the Board may authorize receipt of a motion(s) from outside the stated period. The sixty-day submission requirement and thirty-day Council/Committee circulation requirement may be suspended by a 2/3 majority of votes cast of the Board to consider the amendment.

Section 3 - Effective Date

By-laws amendments are effective as of September 1 of the upcoming school year, unless indicated otherwise by the resolution.

ARTICLE 11 – FUNDAMENTAL CHANGES

Section 1 – Fundamental Changes

Under the jurisdiction of the 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 Federation.

Fundamental Changes are defined as follows:

- a. Change the Federation's name;
- b. Add, change, or remove any restriction on the activities that the Federation 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 Federation;
- j. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Federation 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 12 – NOTICE

Section 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 individual, Director, Officer, Council member, or Member, as applicable.

Section 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 emailed, 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.

Section 3 - Error in Notice

The accidental omission to give notice of a meeting of the Board or of 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 13 – DISSOLUTION

Section 1 - Dissolution

The Federation may be dissolved in accordance with the Act and all its remaining assets will be distributed to a not-for-profit organization providing similar services to the Federation.

ARTICLE 14 – ADOPTION OF THESE BY-LAWS

Section 1 - Ratification

These By-laws were ratified by the voting Members of the Federation at a meeting of Members duly called and held on April 20, 2023, to become effective September 1, 2023.

Section 2 - Repeal of Prior By-laws

In ratifying these By-laws, the voting Members of the Federation repeal all prior By-laws of the Federation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.