

The Guelph Giants Special Hockey Foundation

CONSTITUTION

1. Name

The organization, THE GUELPH GIANTS SPECIAL HOCKEY FOUNDATION hereinafter shall be called "Giants".

2. Objects

The objects of Giants shall be:

- (a) To provide an inclusive experience for individuals with intellectual and developmental disabilities in Guelph and the surrounding area.
- (b) To promote, support and encourage person with intellectual and developmental disabilities by offering a hockey program that will encourage their individual development and integration into their communities.
- (c) To develop and promote better community understanding of individuals with intellectual disabilities with a view to encouraging respect for the rights and dignity of persons with intellectual and developmental disabilities.
- (d) To receive and maintain a fund or funds and to apply all or part of the principal and incomes therefrom, from time to time, to charitable organizations that are also registered charities under the Income Tax Act (Canada).

3. By-laws

The directors may, from time to time, enact such by-laws as they may consider appropriate with respect to the affairs of Giants. Any such by-law, unless in the meantime confirmed by a majority of the votes cast at a general meeting of the members duly called for that purpose, is effective only until the next annual meeting of the members unless confirmed at that meeting, and, in default of confirmation at that meeting, ceases to have effect at and from that time. Any action taken under any such by-law prior to such general meeting shall be valid and binding on Giants notwithstanding such default of confirmation.

4. Not for Profit

No member of Giants shall (except for repayment of expenses incurred on behalf of Giants) receive any of the income of Giants and the activities of Giants shall be carried on without a view to profit.

5. Dissolution

On dissolution of Giants, the net assets remaining after payment of all debts shall be transferred to any organization in Ontario carrying on activities similar to those of Giants.

6. Amendment

This constitution may be amended, from time to time, by a resolution of the directors which is confirmed by a majority of the votes cast at a general meeting of the members called for that purpose; any such amendment shall not be effective until so confirmed.

BY-LAWS

By-law relating generally to the transaction of the business and affairs of
THE GUELPH GIANTS SPECIAL HOCKEY FOUNDATION

IT IS ENACTED as a by-law of the Guelph Giants Special Hockey Foundation (“Giants”) as follows:

1. Head Office

The head office of Giants shall be in the City of Guelph, in the Province of Ontario, and at such place there as the board of directors (the “Board”) may from time to time determine.

2. Board

(1) The affairs of Giants shall be managed by a board of directors (the “Board”) which shall be a minimum of three (3) directors and a maximum of nine (9) directors (the “Directors”). Directors shall be elected to hold office until such time as their term of office terminates, or until a successor shall have been duly elected. Directors shall be eligible for re-election or reappointment if otherwise qualified. The election may be by a show of hands unless a poll or a ballot is demanded by any regular member.

(2) To qualify to serve as a member of the Board a director must not be:

(a) Of unsound mind;

(b) An undercharged bankrupt pursuant to the bankruptcy and insolvency laws of Canada

(c) Under the legal age of 18 years old

(3) Directors shall be elected and shall retire in rotation and at the first meeting of Members for the election of Directors after the date hereof (called the “first meeting”), not less than three (3) Directors shall be elected to hold office for the following terms:

(a) At least 1 Director and not more than 3 Directors shall be elected for a term of 1 year from the date of the first meeting or until the Annual Meeting of Members immediately following the first meeting (called the “second meeting”); whichever first occurs;

(b) At least 1 Director and not more than 3 Directors shall be elected for a term of 2 years from the date of the first meeting or until the second Annual Meeting of Members following the first meeting (called the “third meeting”), whichever first occurs;

(c) At least 1 Director and not more than 3 Directors shall be elected for a terms of 3 years from the of the first meeting or until the third Annual Meeting of the Members following the first meeting (called the forth meeting) which ever comes first and,

At each Annual Meeting of Members after the first meeting, a minimum of 1 Director and not more than 3 Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of 3 years or until the third Annual Meeting of Members after his election, whichever first occurs.

(4) Retiring Directors shall be eligible for re-election to the Board for a further three-year term. No Director shall serve more than 3 consecutive three-year terms. A Director who has served nine years on the Board shall not be eligible for re-election or appointment to the Board without first being off the Board for a minimum of one year.

(5) The regular members of Giants may, by resolution passed by at least two-thirds ($\frac{2}{3}$) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of the director's term of office, and may, by a majority of the votes cast at that meeting, elect any qualified person in the stead of such director for the remainder of the term.

(6) The office of a director of Giants shall be vacated if the director:

- (a) Becomes bankrupt or is declared insolvent,
- (b) Becomes of unsound mind,
- (c) Resigns office by notice in writing to Giants,
- (d) Has been absent, without being excused by resolution of the Board, from four consecutive meetings of the Board, or
- (e) Is removed from office pursuant to (2).

3. Vacancies, Board

Vacancies on the Board, however caused, may, so long as a quorum of directors remain in office, be filled by the Board at their discretion from among the regular members of Giants, if they see fit to do so, otherwise the vacancy shall be filled at the next annual meeting of the members; but, if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall be deemed to have occurred, which may be filled in the manner provided.

4. Quorum and Meeting, Board

A majority of the directors shall form a quorum for the transaction of business. The Board may hold its meetings at the head office of Giants or at any place or places as it may, from time to time, determine. No formal notice of any such meeting is necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Meetings of

the Board may be formally called by the president, a vice-president or by any two directors or by the secretary on direction of any of these officers. Notice of such meetings shall be delivered, telephoned, faxed, e-mailed to each director not less than five (5) days before the meeting is to take place. The declaration of the secretary or president that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the annual meeting of Giants. The Board may consider or transact any business, either special or general, at any meeting of the Board.

5. Errors in Notice, Board

No error or omission in giving the notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting and any director may, at any time, waive notice of the meeting and may ratify and approve of any or all proceedings taken or had at the meeting.

6. Voting, Board

Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7. Powers of Directors

The Board shall have full power with respect to all affairs of Giants and, subject to the provisions of paragraph 35, no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the members of Giants in order to become valid or to bind Giants. Without limiting the generality of the powers of the Board as set out in this paragraph 7, the Board shall have the power to pass without any confirmation by the members all necessary rules and regulations related in any way to the operations of Giants, including, without limitation, conduct of members and guests, rules of order for meetings and all other aspects of operation, occupation and leasing of the premises of Giants.

8. Remuneration of Directors

The directors shall receive no remuneration for acting as directors, but shall be entitled to compensation for any expenses incurred by them upon proof of such expenses.

9. Committees

The Board may appoint such committees as it, from time to time, considers advisable.

10. Power of Committees

No committee shall have the power to act for or on behalf of Giants or otherwise commit or bind Giants to any course of action. Committees shall only have the power to make recommendations to the Board, or to the members, as the Board may, from time to time, direct.

11. Membership on Committees

Members of committees shall be appointed by, and hold office at the pleasure of, the Board.

12. Reports of Committees

Each committee shall submit to the Board such reports as the Board may, from time to time, request, but, in any event, each committee shall submit an annual report to the Board at such time as the Board may, from time to time, determine.

13. Officers

There shall be a president, one or more vice-presidents, a secretary, a treasurer, or in lieu of a secretary and a treasurer, a secretary-treasurer, and such other officers as the Board may determine from time to time. No person may hold more than one office (except for the offices of secretary and treasurer). All the officers shall be elected by the Board from among their number at the first meeting of the Board after each election of directors. Officers shall hold office until their successors are elected. Any other officers or officials of Giants need not be members of the Board nor members of Giants and in the absence of written agreement to the contrary the employment of all officers shall be settled from time to time by the Board.

14. Honorary Officers

The Board may from time to time appoint such honorary officers as they may consider appropriate.

15. Duties of President and Vice-president

The president shall, when present, preside as chair at all meetings of the members of Giants and the Board. The president, subject to the authority of the Board, shall have general supervision of the affairs and business of Giants. The president, with the secretary, or other officer appointed by the Board for the purpose, shall sign all by-laws. The president shall be, *ex officio*, a member of all committees. The president shall perform such other duties as may from time to time be determined by the Board. During the absence or inability of the president, the president's duties and powers may be exercised by the vice-presidents in order of seniority, as determined by the Board, or such other director as the Board may, from time to time, appoint for the purpose, and if a vice-president, or such other director shall exercise any such duty or power, the absence or inability of the president shall be presumed with reference to it.

16. Duties of Secretary

The secretary shall be, *ex officio*, clerk of the Board who shall:

- (a) Attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for the purposes,
- (b) Give all notices required to be given to members and to directors; and
- (c) Perform such other duties as may from time to time be determined by the Board.

17. Duties of Treasurer

The treasurer shall:

- (a) Ensure that full and accurate accounts of all receipts and disbursements of Giants are kept in proper books of account and shall ensure that all moneys or other valuable effects in the name and to the credit of Giants are deposited in such bank or banks as may from time to time be designated by the Board,
- (b) Ensure that the disbursement of the funds of Giants under the direction of the Board is properly carried out and that proper vouchers for the funds are received and shall render to the Board at its regular meetings or whenever required, an account of all transactions and of the financial position of Giants, and
- (c) Ensure financial statements are prepared by an external firm on an annual basis at an appropriate level (notice to reader, audited etc.) determined by the board. This process will include reconciling the organizations bank statements annually, and
- (d) Perform such other duties as may, from time to time, be determined by the Board.

18. Duties of Other Officers

The duties of all other officers of Giants shall be such as the terms of their engagement call for or the Board requires of them.

19. Executive Director

The Board may, from time to time, appoint a Executive Director and may delegate to that person the authority to manage and direct the business and offices of Giants as the Board may, from time to time, determine (except for the matters and duties as must, by law, be transacted or performed by the Board or by the members). The Executive Director shall report on the affairs of Giants as may be required, from time to time, by the Board.

20. Execution of Documents

(1) Licences, contracts and engagements on behalf of Giants shall be signed by either the president and any other Officer or by any other persons authorized by the Board.

(2) Contracts in the ordinary course of Giants operations may be entered into on behalf of Giants by the president or by any other persons authorized by the Board.

(3) In spite of any provisions to the contrary contained in the by-laws of Giants, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of Giants may or shall be executed.

21. Trustees

The Board may, by resolution, appoint trustees to hold the property of Giants in trust for Giants and may determine the terms of any such trust. Any persons authorized by the Board to do so may execute any such trust agreement on behalf of Giants.

22. Books, Records, and Reports

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

23. Members

There shall be three classes of members, as follows:

- (a) **Regular Members:** Membership in the Giants shall be available to those persons who are interested in furthering the objectives of the Giants and who actively volunteer their time to the Giants and whose application for admission as a Regular Member has received the approval of the Board. The Board may also pass membership rules, providing, among other things for the admission of Regular Members. Each Regular Member shall be promptly informed by the Secretary of their admission as a member.
- (b) **Athlete Members:** Membership in the Giants shall be available to those persons who are interested in furthering the objectives of the Giants and who are athletes in the Giants hockey program or a representative of an athlete. A representative of an athlete may be designated upon admission of an Athlete Member. There shall only be one representative per athlete.
- (c) **Honorary Members:** persons who shall be admitted as honorary members by the Board.

24. Rights, Duties and Removal of Members

(1) Each Regular Member and Athlete Member shall have one vote on each question arising at any special or general meeting of the members of Giants. Honorary members shall have no vote.

(2) Any Regular, Athlete or Honorary Member may be removed as a member upon resolutions passed by a two-thirds majority vote of the directors present and voting at a meeting of the Board called for that purpose.

25. Annual and Other Meetings of Members

(1) The annual or any other general meeting of the members shall be held at the head office of Giants or elsewhere in Ontario as the Board may determine and on such day as the Board shall appoint.

(2) At every annual meeting, in addition to any other business that may be transacted, the report of the board, the financial statement and report of the auditors shall be presented and the directors shall be elected. The members may consider and transact any business either special or general without any notice of it at any meeting of the members. The Board or the president or a vice-president shall have the power to call at any time a general meeting of the members of Giants. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail ten days or more before the time fixed for the holding of the meeting.

26. Error or Omission in Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of Giants shall invalidate the meeting or make void any proceedings taken at it and any member may at any time waive notice of any of these meetings and may ratify any proceedings of the meeting. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be at the person's last address recorded on the books of Giants.

27. Quorum of Members

A quorum for the transaction of business at any meeting of members shall consist of at least two (2) Regular or Athlete Members present in person or represented by proxy.

28. Proxy

Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy must be a voting member.

Notwithstanding any other provision of this or any other by-law of the Corporation or of the Corporations Act (Ontario) and its regulations, no person shall hold the proxy of more than one (1) other Member.

A proxy may be in the following form:

The undersigned member of The Guelph Giants Special Hockey Foundation hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said Corporation to be held on the ____ day of _____, 20__ and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the ____ day of _____, 20__.

29. Voting of Members

(1) Each Regular or Athlete Member shall at all meetings of members be entitled to one vote.

(2) At all meetings of members every question shall be decided by a majority of the votes of the Regular and Athlete Members present and voting in person unless otherwise required by the by-laws of Giants, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Regular and Athlete Member. Upon a show of hands, every Regular and Athlete Member shall have one vote, and unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of Giants shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against the resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the Regular and Athlete Members present in person or by proxy, and the poll shall be taken in such manner as the chair of the meeting shall direct and the result of the poll shall be deemed the decision of the members in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chair of the meeting shall be entitled to a second or casting vote.

30. Adjournments

Any meetings of Giants or of the Board may be adjourned to any time and from time to time and the business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment. The adjournment may be made in spite of no quorum being present.

31. Banking

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Giants shall be signed by the officer or officers, agent or agents of Giants and in the manner as shall from time to time be determined by resolution of the Board and any one of the officers or agents may alone endorse notes and drafts for collection on account of Giants through its bankers, and endorse notes and cheques for deposit with Giants' bankers for the credit of Giants. Any one of the officers or agents appointed may arrange, settle, balance and certify all books and accounts between Giants and Giants' bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips. This arrangement also includes the use of a credit card facility for the sole purpose of accounting team expenditures.

32. Deposit of Securities for Safekeeping

The securities of Giants shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of Giants signed by the officer or officers, agent or agents of Giants, and in the manner as shall from time to time be determined by resolution of the Board and the authority may be general or confined to specific instances. The institutions which may be selected as custodians of Giants shall be fully protected in acting in accordance with the directors of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds of them.

33. Notice

Whenever under the provisions of the by-laws of Giants notice is required to be given, unless otherwise provided in this by-law, the notice may be given either personally or by depositing it in a post office or a public letterbox, in a prepaid, sealed wrapper addressed to the director, officer or member at the address as it appears on the books of Giants. A notice or other document sent by post shall be held to be sent at the time when it was deposited in a post office or public letterbox. For the purpose of sending any notice the address of any member, director, or officer shall be the last address of such person as recorded on the books of Giants. Any person entitled to receive any notice may waive the notice either before or after the meeting to which the notice refers.

34. Indemnification of Directors and Officers

All directors or officers and their heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified out of the funds of Giants, from:

- (a) All costs whatsoever that the person incurs in any proceeding that is brought against the person for any thing whatsoever, made, done or permitted by the person in the execution of the duties of the office; and
- (b) All other costs that the person incurs in or in relation to the affairs of Giants, except the costs occasioned by the person's own wilful neglect.

35. Amendment

The Board may, by resolution, amend, repeal or re-enact any by-law of Giants and any amendment, repeal or re-enactment, unless in the meantime confirmed by a majority of the votes cast at a general meeting of the members called for that purpose, is effective only until the next annual meeting of the members unless confirmed at it, and in default of confirmation at it, ceases to have effect at and from that time.