



Bylaws

Definitions

“The Act” means

the Ontario *Corporations Act, RSO 1990*.

“AGM” means

the annual general meeting of members.

“Board” means

the Board of Directors of DBO.

“Corporation” means

DBO, and vice-versa.

“DBO” means

Dodgeball Ottawa, the corporation.

“Director” means

any Director, including first Directors.

“Ordinary resolution” means

a resolution that is submitted to a meeting of the members of DBO and passed at the meeting, with or without amendment, by at least a majority of the votes cast.

“Member” means

a person eligible to become a member of DBO as described in the bylaws.

“Members meeting” means

any meeting of the members, as called by the Directors, including the AGM and special meetings of members.

“Special meeting” means



a meeting of members intended and called for a specific purpose.

“Special resolutions” means

a resolution that is submitted to a special meeting of the members of DBO and passed at that meeting, with or without amendment, by at least two-thirds of the votes cast.

Directors

1. DBO shall have a minimum of three directors.
2. The Directors may increase or decrease the number of directors at the AGM by way of special resolution.
3. The offices of Director positions shall always include president and vice-president.
4. Directors must hold valid Class B membership.

Members

5. There shall be two classes of member.
6. The first class of member, known as Class A, shall be any person who has played in a league hosted by DBO.
 - a. A Class A member will hold valid membership for one year from the date of the last game played in a league hosted by DBO.
7. Class A members are non-voting members.
8. The second class of member, known as Class B, shall be any person who has played in a league hosted by DBO, and who has paid a reasonable annual membership due, and who has submitted a declaration of interest to become a Class B member to the Board.
 - a. The Board shall approve a Class B membership unless the applicant is ineligible for membership as described in these bylaws.
9. Class B members are entitled to one vote on resolutions submitted at members' meetings.
10. Membership of any class is terminated immediately upon expulsion from a league, event, function, festival, or other such gathering, resulting from discipline in accordance with the Code of Conduct of DBO.



11. Membership of any class is terminated upon:

- a. death;
- b. failure of the member to maintain qualifications of membership;
- c. submission of resignation to the Board; or
- d. by way of ordinary resolution at a Directors' meeting called for that purpose.

Property upon dissolution

12. Upon dissolution of DBO, any and all remaining property shall be liquidated and transferred to Dodgeball Canada to distribute as they see fit.

- a. Should Dodgeball Canada not exist at the time of dissolution, any and all remaining property shall be liquidated and transferred to a not-for-profit dodgeball related organization.

Voting and quorum

13. Notwithstanding their right to vote as members of DBO, the quorum for voting on a resolution submitted at a members' meeting shall be the majority of Directors of the Board.

14. The Directors shall however clearly indicate in the notice of the AGM, or other members' meetings, the right of each Class B member to vote at the AGM, or other members' meeting, and invite them to exercise their right.

Other rights

15. Members have the right to bring proposals to be voted on at members' meetings.

16. Members have the right to receive a copy of the articles and/or bylaws from DBO, free of charge.

17. Members have the right to access the register of members, upon payment of reasonable fee.

18. Members have the right to receive a copy of the yearly financial statement of DBO at least twenty-one days before the AGM, free of charge.

Incumbency and termination



19. Each Director position, its title and function, shall be determined at the AGM, by way of special resolution, unless circumstances require otherwise, in which case the Directors may call a special members' meeting for that purpose.
20. Directors of DBO shall be elected to the board by ordinary resolution at the AGM.
21. Each Director shall hold office until the following AGM or until the next incumbent is elected.
 - a. Notwithstanding s. 21 of the bylaws, the president shall hold office until the AGM following no less than two years in office.
22. A Director shall cease to hold office by reason of:
 - a. death;
 - b. resignation;
 - c. removal; or
 - d. disqualification.
23. A Director shall have the right to resign and such resignation shall take effect upon written indication to the Board expressing intention to resign.
24. Removal of a Director shall be effected by special resolution at a special meeting of the directors called for that purpose.
25. A Director is disqualified from holding office if s/he is under 18 years of age or has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* of Ontario to be incapable of managing property.

Conflicts of interest

26. A Director has a conflict of interest with DBO if s/he has a material or financial interest in a transaction or persons who are party to a transaction that is contemplated by DBO.
27. A Director who becomes aware of such conflict of interest shall, upon becoming so aware, disclose the conflict immediately to the Board, shall not attend a Directors' or members' meeting, or portion thereof, where the impugned transaction shall be voted upon, and shall abstain from voting on such transaction.



28. Notwithstanding the existence of such conflict of interest, the transaction does not become void if the conflict was properly disclosed, the transaction was independently approved by the Board and the transaction is in the best interest of DBO.

Powers

29. Directors shall have all the regular rights of membership, except as otherwise indicated in these bylaws.

30. Directors may register new members or terminate current members of DBO.

31. Any Director may call a meeting of the Board or a meeting of members at any time and at any place.

32. Directors may from time to time:

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge, or hypothecate debt obligations of the corporation;
and
- c. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the corporate, owned or subsequently acquired, to secure any debt obligation of the corporation.

33. Directors may not execute powers described in s. 32 with a monetary value accrued in excess of \$1500 within a 30 day period, unless approved by ordinary resolution at a Directors' meeting called for that purpose.

34. Directors must disclose to the Board all financial transactions conducted within a calendar month within 15 days of the last day of that calendar month.

35. Directors may only receive reasonable remuneration for services to DBO by special resolution at a members' meeting called for that purpose.

Obligations

36. The Directors shall supervise and manage the affairs of DBO.

37. The Directors shall fulfill the record keeping requirements stipulated by the *Act*.

38. The Directors shall present a yearly financial statement, approved by the Board, at the AGM, pursuant to the *Act*.



Fundamental changes

39. The Articles of Incorporation may only be changed by special resolution at the AGM or at a special meeting of the members called for that purpose.
40. The Bylaws may only be changed, repealed, or adopted at the AGM by special resolution of the Board only, whether present in person or by proxy unless the Board requires otherwise.

Meetings

41. An AGM shall be called by the Board not more than 18 months following incorporation and not more than 15 months following the previous AGM thereafter.
42. The Board may call a special meeting of members of a Directors' meeting at any time and at any place.

Accounting and record keeping

43. The fiscal year of DBO shall be from the first day of March until the last day of February the following year.
44. DBO shall maintain at its registered office, copies of its financial statements.
45. DBO shall, pursuant to the *Act*, prepare and maintain records containing:
 - a. the corporation's articles and bylaws, and amendments to them;
 - b. the minutes of meetings of members and of any committee of members;
 - c. the resolutions of the members and of any committee members;
 - d. the minutes of meetings of the Directors and of 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. accounting records adequate to enable Directors to ascertain the financial position of DBO with reasonable accuracy on a quarterly basis.

