



WELCOME TO

THE PROVINCIAL SPORT ORGANIZATIONS COUNCIL
(Operating as SPORT4ONTARIO)

ANNUAL GENERAL MEETING

SEPTEMBER 8, 2010

DOCUMENT PACKAGE



**WELCOME TO THE PROVINCIAL SPORT ORGANIZATIONS COUNCIL
(Operating as SPORT4ONTARIO)**

2010 ANNUAL GENERAL MEETING

SEPTEMBER 8, 2010

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1. Notice of 2010 Annual General Meeting



NOTICE OF ANNUAL GENERAL MEETING

SEPTEMBER 8, 2010

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of
THE PROVINCIAL SPORT ORGANIZATIONS COUNCIL, operating as SPORT4ONTARIO, will be
held:

On Wednesday, the 8th day of September, 2010

At 12:00 noon. ("Eastern Standard Time")

At 3 Concorde Gate, Boardroom 3 and 4, Toronto, Ontario M3C 3N7

for the following purposes:

1. To receive the reports of the Directors and any other person that the Directors determine shall or may make a report;
2. To receive the Financial Statements for the fiscal year ended December 31st, 2009, together with the Auditor's Report in respect thereof;
3. To appoint the Auditors for the ensuing year;
4. To elect the Directors; and
5. To transact such further or other business as may properly come before the Meeting.

DATED at TORONTO, this 9th day of August, Two Thousand and Ten

Note: If you cannot attend, you are encouraged to exercise your vote using the Appointment of Proxy form.

By Order of the Board of Directors

Cathy Vincelli
Secretary



3. Agenda



2010 ANNUAL GENERAL MEETING

SEPTEMBER 8, 2010 – 12:00 noon

3 Concorde Gate, Boardroom 3 and 4, Toronto, ON M3C 3C6

DRAFT AGENDA

(Long Version)

1. Call to Order
 - 1.1 Reading of the Notice of the Annual General Meeting
 - 1.2 Report of Credentials Committee (Quorum)
 - 1.3 Procedural Matters
2. Appointments
 - 2.1 Recording Secretary
 - 2.2 Scrutineers

Motion: Be it resolved to appoint [insert name] and [insert name] as scrutineers for the 2010 Annual General Meeting.

3. Approval of Agenda

Motion: Be it resolved to waive reading and approve the agenda as amended.

4. Approval of Minutes of Annual General Meeting of September 16, 2009.

Motion: Be it resolved to waive reading and approve the Minutes of the Annual General Meeting of the Members held on September 16, 2009.

5. Business Arising from Minutes of the Annual General Meeting held on September 16, 2009.
6. Ratification of Business Conducted by The Provincial Sport Organizations Council Board of Directors in the Past Year

Motion: Be it resolved that the Membership ratifies and confirms the business conducted by and the acts of the Provincial Sport Organizations Council Board of Directors since the adjournment of the Annual General Meeting of September 16, 2009.

7. Report of the Chair

Motion: Be it resolved to receive the 2009 Annual Report as presented.

8. Treasurer's Report

Motion: Be it resolved to approve the Audited Financial Statement for the period of January 1, 2009 to December 31, 2009 as presented.

9. Appointment of the Auditor

Motion: Be it resolved that Day + Day Chartered Accountants are appointed auditor to hold office until a successor is appointed at a remuneration to be fixed by the Board of Directors, the Directors being authorized to fix said remuneration.

10. Election of Directors

10.1 Report of the Nominating Committee

Motion: Be it resolved to waive reading and receive the Report of the Nominating Committee.

10.2 Call for Nominations from the Floor

10.3 Nominees Address Membership

10.4 Election of Directors (as required)

10.5 Motion to Destroy Ballots (as required)

11. New Business

11.1 Questions

12. Adjournment

Motion: Whereas there is no further business,

Be it resolved to adjourn the 2010 Annual General Meeting at [insert time].



3. Minutes of Annual General Meeting of September 16, 2009



2009 ANNUAL GENERAL MEETING

SEPTEMBER 16, 2009 – 12:00 noon

3 Concorde Gate, Boardroom 3, Toronto, ON M3C 3C6

DRAFT MINUTES

13. Call to Order

1.1 Call to Order

- The Chair of the meeting, Margaret Emin, calls the meeting to order at 12:21 p.m.
- The Chair welcomes all to the meeting
- The Chair notes that the legal name is The Provincial Sport Organizations Council but for the purposes of this meeting, SPORT4ONTARIO, the official operating name, will be used; briefly reviews the rationale for the name change
- The Chair advises attendees that the meeting will be recorded to ensure the accuracy of the minutes.
- The Chair reviews the voting procedures:
- The Chair reviews the delegate package contents and notes the introduction of all Board of Directors' motion from post 2008 Annual General Meeting up to and including September 14, 2009.

On a motion duly made by RowOntario and seconded by Ontario Wheelchair Sports Association, be it resolved to waive reading of the Notice of the 2009 Annual General Meeting
CARRIED

- In the opening remarks, the Chair again welcomes all to the meeting and acknowledges the sectors' challenges with the current economic situation and ongoing capacity challenges such as funding and sustainability, human resources (staff and volunteers) and facilities; Chair acknowledges the sport sectors' resilience and unwavering commitment to the provision of quality programming and services.
- The Chair recognizes first-time attendee Amanda Street-Bishop from SIRC, SPORT4ONTARIO's newest partner; SPORT4ONTARIO is proud to be the first official SIRC satellite office in Canada; and looks forward to developing
- The Chair expresses regrets from Rick Beaver and Stephen Boyd from the Ministry of Health Promotion and Doug Gore from the Ontario Trillium Foundation.
- The Chair introduces the 2008-2009 Directors in attendance:
 - *John Craig*: Athletics Ontario; Co-Chair of the Public Affairs Committee; and just recently retired as the Chair of the Nominating Committee
 - *Margaret Emin*: Chair

- *Lolly Gillen*: Past President of Squash Ontario; Director Squash Canada; and Chair of the Marketing and Communications Committee
 - *Al Hong*: Ontario Five Pin Bowlers' Association; Secretary; Member of the Nominating Committee; responsible for the Bingo portfolio
 - *Don McKnight*: Baseball Ontario; Treasurer and Chair of the Finance Committee
 - *Kate Sheldon*: Golf Association of Ontario; Chair of the Risk Management Committee
 - *Judy Sutcliffe*: ROWONTARIO; Chair of the Professional Development Committee
 - *Cathy Vincelli*: ParaSport Ontario; Chair of the Member Services Committee
 - *Ilene Watt*: Basketball Ontario; Vice Chair; Chair of the Governance Committee
 - *Blair Webster*: Ontario Colleges Athletic Association; Member of the Strategic Planning Task Force
- The Chair expresses regrets from Orest Stanko: Ontario Volleyball Association and Chair of the Nominating Committee
 - The Chair thanks all 2008-2009 Directors for their outstanding contribution to SPORT4ONTARIO and the sport sector in the past year
 - The Chair recognizes *Brandy Tanenbaum* as the SPORT4ONTARIO Executive Director and thanks her for her contribution, most notably in community outreach and collaboration; wishes Brandy success in her new position as Program Coordinator, Sunnybrook Health Sciences Centre, RBC First Office for Injury Prevention; SPORT4ONTARIO looks forward to developing a strong relationship with this sport injury connection.

Presentation of Plaques to Retiring Directors

- John Craig, presented by Ilene Watt; John will continue to sit on the Public Affairs Committee. Thank you John!
- Al Hong, presented by Cathy Vincelli; Al will continue to manage the bingo portfolio; Thank you Al!
- Barbara Montemurro, presented by Judy Sutcliffe; a founding Board member; volunteer extraordinaire; Thank you Barbara. Barbara is now a SPORT4ONTARIO Honourary Member
- As Holly Abraham is not present today, arrangements will be made to deliver the plaque to her.

Moment of Silence

- The Chair asks everyone to rise and observe a moment of silence in tribute to those in the sport community who passed away during the past year.

1.2 Report of Credentials Committee

- At the September 14, 2009 Board of Directors Meeting, the Board appointed Ilene Watt as Chair and Al Hong as a Member of the Credentials Committee. No objections are voiced with respect to these appointments.
- Ilene Watt cites Article 4.5 of By-law 1: The presence of two (2) Members entitled to vote at such meetings shall be a quorum of any meeting of Members for the choice of a Chairperson and the adjournment of the meeting; for all other purposes, the presence of not less than five percent (5%) of the Members entitled to vote at such meetings in person or represented by proxy shall be necessary to constitute a quorum.
- Ilene Watt confirms twenty-two (22) eligible Active Members, including one proxy, are present today and there is a quorum.

All Members having received or waived notice and a quorum being present, the Chair hereby declares the Provincial Sport Organizations Council 2009 Annual General Meeting duly constituted. CARRIED

1.3 Procedural Matters

- See 1.1 – Call to Order – for review of voting procedure

2. Appointments

2.1 Recording Secretary

- At the September 14, 2009 Board of Directors Meeting, the Board appointed Brandy Tanenbaum as the Recording Secretary for the 2009 Annual General Meeting; no objections to this appointment voiced.

2.2 Scrutineers

On a motion duly made by Badminton Ontario and seconded by Softball Ontario, be it resolved to appoint Susan Kitchen and Cathy Vincelli as Scrutineers for the 2009 Annual General Meeting.

CARRIED

3. Approval of Agenda

On a motion duly made by Canadian Sport Centre Ontario and seconded by Ontario Ringette Association, be it resolved to waive reading and approve the Agenda as presented. CARRIED

4. Approval of Minutes of the Annual General Meeting held on September 10, 2008

On a motion duly made by Ontario Disc Sports Association and seconded by Wushu Ontario, be it resolved to waive reading and approve the Minutes, as presented, of the Annual General Meeting of the Members held on September 10, 2008.

CARRIED

5. Business Arising from Minutes of the Annual General Meeting held on September 10, 2008

- The Chair notes commitment to host a Rules of Order workshop has not been met; ideally will be scheduled in 2010.
- ### **6. Ratification of Business Conducted by The Provincial Sport Organizations Council Board of Directors in the Past Year**
- The Chair notes there are eighty-seven (87), not eighty-eight (88) motions

On a motion duly made by Badminton Ontario and seconded by Ontario Tennis Association, be it resolved to ratify and confirm, as amended, the business conducted by and the acts of the Provincial Sport Organizations Council Board of Directors since the adjournment of the Annual General Meeting of September 10, 2008.

CARRIED

7. Report of the Chair

- The Chair expanded on the Chairs' Report in the Annual Report and addressed the following topics:
 - Government funding and Ministry of Health Promotion discretionary versus non-discretionary budgets;
 - Harmonized Sales Tax;
 - The economy; and
 - Sport sector challenges

On a motion duly made by Ontario Ringette Association and seconded by Ontario Tennis Association, be it resolved to receive the 2009-2010 Annual Report as presented.

CARRIED

8. Treasurers' Report

- Don McKnight presented the Treasurers' Report

On a motion duly made by Ontario Disc Sports Association and seconded by Ontario Tennis Association, be it resolved that the Audited Financial Statement for the period January 1, 2008 to December 31, 2008 is approved as presented.

CARRIED

9. Appointment of the Auditor

On a motion duly made by Coaches Association of Ontario and seconded by Ontario Wheelchair Sports Association, be it resolved that Day + Day Chartered Accountants are appointed auditor to hold office until a successor is appointed at a remuneration to be fixed by the Board of Directors, the Directors being authorized to fix said remuneration.

CARRIED

10. Proposed By-Law 1 Amendments

- Ilene Watt presented the proposed By-Law 1 amendments

AMENDMENT 1 – Clarification of Membership Categories Active vs. Affiliate

On a motion duly made by Squash Ontario and seconded by Softball Ontario, be it resolved to ratify Articles 2.2 and 2.3 of By-law 1 of The Provincial Sport Organizations Council as follows:

2.2 Active Member – Any provincial not-for-profit entity recognized as the Ontario sport governing body or Ontario multi-sport organization by its national governing body and the Ontario ministry responsible for sport which meets the following criteria and is approved by the Board of Directors:

- a) Governed by a constitution and/or by-laws;***
- b) A current and functioning Board of Directors;***
- c) Be made up of members; and***

d) Be financially accountable to its membership

2.3 Affiliate Member – Any not-for-profit local, regional, divisional, provincial or national clubs, councils, associations, organizations, teams, leagues, advisory groups, consultative or educational organizations or other entities approved by the Board of Directors, which support the objects of the Corporation. An Affiliate Member is an entity not recognized as an Ontario sport governing body or Ontario multi-sport organization, as defined in Article 2.

CARRIED

AMENDMENT 2 – Provision for New Membership Categories

On a motion duly made by Ontario Disc Sports Association and seconded by Canadian Sport Centre Ontario, be it resolved to ratify Articles 2.1 and 2.7 of By-law 1 of The Provincial Sport Organizations Council as follows:

2.1 Membership Categories and Qualifications – The Corporation shall have six categories of Membership:

- a) Active Member;*
- b) Affiliate Member;*
- c) Friend of Sport Member;*
- d) Corporate Member;*
- e) Student Member; and*
- f) Honourary Member*

2.7 Student Member – Those individuals approved by the Board of Directors who support the objects of the Corporation, are not in full time employment and are enrolled in a degree or certificate seeking program at an accredited or recognized post-secondary institution.

CARRIED

AMENDMENT 3 – Provision to Terminate Membership

Be it resolved to ratify Articles 2.13, 2.15 and 2.18 of By-law 1 of The Provincial Sport Organizations Council as follows:

2.13 Deadline – Membership renewal dues must be paid by January 31 of the current calendar year.

2.15 Arrears – A Member may be suspended from the Corporation for failing to pay Membership dues by the prescribed deadline date. Should Membership dues remain unpaid for an additional thirty (30) days from the prescribed deadline date, as per Article 2.13, the Member shall be expelled from the Corporation by written, facsimile or electronic notification as per the policy of the Corporation.

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

- a) owes no outstanding Membership dues or other debts to the Corporation;*
- b) has not ceased to be a Member;*

- c) *has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;*
- d) *has completed and remitted all membership documents required by the Corporation;*
- e) *has complied with the by-laws, policies and rules of the Corporation;*
- f) *is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Corporation; and*
- g) *its constitution and/or by-laws are not in conflict with the by-laws of the Corporation.*

CARRIED

AMENDMENT 4 - Chair shall not be a Member of the Nominating Committee

On a motion duly made by Coaches Association of Ontario and seconded by Ontario Wheelchair Sports Association, be it resolved to ratify Article 3.37 of By-law 1 of The Provincial Sport Organizations Councils as follows:

Article 3.37 Duties – The duties of the Officers are as follows:

The Chair shall be a volunteer and shall be responsible for the general supervision of the affairs and operations of the Corporation, shall preside at the Annual and General Meetings of the Corporation and at meetings of the Board, shall be an ex officio member of all committees, except for the Nominating Committee, established by the Board, shall sign all instruments which require the Chair's signature, shall perform all duties incidental to office, shall represent the Corporation to other bodies and at events deemed important to the Corporation and shall perform such other duties as may from time to time be established by the Board.

CARRIED

AMENDMENT 5 – Amend the voting rights of the Chair on the Board of Directors

On a motion duly made by Squash Ontario and seconded by Ontario Badminton Association, be it resolved to ratify Article 3.28 of By-law 1 of The Provincial Sport Organizations Council as follows:

3.28 Voting – Unless specified otherwise, each Director, except the Chair, is entitled to one vote, and questions shall be decided by majority vote, where the chair does not carry a vote. Voting shall be by a show of hands or verbally unless any Director present requests a secret ballot. Resolutions shall be passed upon a majority of the votes being in favour of the resolution.

The Chair shall cast a vote only in the event of a tie. In the event that the meeting is chaired by someone other than the Chair, said Chair would not be entitled to a vote, except in the case of a tie.

CARRIED

AMENDMENT 6 – Notice to Members re changes to By-Law 1

On a motion duly made by Ontario Wheelchair Sports Association and seconded by Ontario Tennis Association, be it resolved to ratify Articles 8.1 and 8.2 of By-law 1 of The Provincial Sport Organizations Council as follows:

8.1 Special Resolution – These By-laws may only be amended revised, repealed, or added to by a two-thirds affirmative vote of the voting members present in person or by proxy at an annual or special meeting duly called for the purpose of repealing or amending these By-laws.

8.2 Notice of Amendment – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered. The thirty (30) days notice of the meeting of members must include details of the proposed resolution to change the By-law. CARRIED

11. Proposed Student Member Fees

On a motion duly made by Ontario Disc Sports Association and seconded by Ontario Lawn Bowls Association, be it resolved to affix the Student Member Dues at \$25.00 per annum. CARRIED

12. Election of Directors

- Al Hong, a member of the Nominating Committee, expresses the regrets of Orest Stanko, the Chair of the Nomination Committee.
- Al will assume the role of Chair of the Nominating Committee

12.1 Report of the Nominating Committee

- Al thanked Nominating Committee Member Susan Kitchen and Nominating Committee Chair Orest Stanko.

On a motion duly made by Ontario Ringette Association and seconded by Ontario Tennis Association, be it resolved to waive reading and receive the Report of the Nominating Committee as presented.

CARRIED

12.2 Call for Nominations from the Floor

- Al Hong calls for nominations from the floor
- As there are no nominations from the floor, nominations are declared closed

12.3 Election of Directors

- As the number of nominations is less than the number of available Director positions, Al Hong declares that no election is required.
- Al Hong declares the following staff Director nominees acclaimed:
 - Mike Beaton, Ontario Ringette Association
 - James Boyce, Ontario Tennis Association
- Al Hong declares the following volunteer Directors acclaimed:
 - Lolly Gillen, Squash Ontario
 - Don McKnight, Baseball Ontario
 - Judy Sutcliffe, ROWONTARIO

- Al Hong congratulates both the new and returning Directors
- The Chair congratulates the new and returning Directors as well

13. New Business

13.1 Questions

- Question: Have you given any consideration to reducing the size of the Board?
- Response: The Chair indicated that this has indeed been discussed by the Board of Directors; objective would be to reduce the number of Directors, maintain the control currently maintained by Active Members; reduce the number of P/MSO staff Directors given their ever increasing responsibilities managing their respective organizations; bring 'new perspectives' to the Board; and add a few Director-at-large positions to represent other key nonprofit sectors and/or business skills. This amendment will ideally be tabled at the 2010 Annual General Meeting.

13.2 Strategic Plan

- The Chair provides a brief overview of the 2009-2012 strategic planning process and thanks Judy Sutcliffe, who facilitated the strategic planning process
- 2009-2012 Strategic Plan has three strategic goals: Education, Advocacy and Building Capacity
- Feedback is welcome.

14. Adjournment

- The Chair thanks the attendees for their support and the gift of their time at the 2009 Annual General Meeting.

Whereas there is no further business,

On a motion duly made by ROWONTARIO and seconded by ParaSport Ontario, be it resolved to adjourn the 2010 Annual General Meeting at 1:24 p.m. CARRIED



4. Board Motions – September 16, 2009 (post AGM) up to and including September 8, 2010 (pre-AGM)



BOARD MOTIONS

SEPTEMBER 16, 2009 (post AGM) UP TO AND INCLUDING JULY 16, 2010

All motions listed below have been approved by a majority vote of the Directors. There are no defeated motions to report.

September 16, 2009

1. On a motion duly made and seconded, be it resolved to approve the Agenda as presented.
2. On a motion duly made and seconded, be it resolved to approve the Minutes of the September 14, 2009 Board of Directors' Meeting as presented.
3. On a motion duly made and seconded, be it resolved to nominate Margaret Emin for the position of Chair.
4. On a motion duly made and seconded, be it resolved to nominate Ilene Watt for the position of Vice Chair.
5. On a motion duly made and seconded, be it resolved to nominate Cathy Vincelli for the position of Secretary.
6. On a motion duly made and seconded, be it resolved to nominate Don McKnight for the position of Treasurer.
7. Whereas the terms of the Officers will be for one year and they shall be appointed at the first meeting of the Board of Directors after the Annual General Meeting ("AGM") to hold office until the first AGM after their election, or until their successors shall have been appointed (By-law 1 Article 3.36); and

Whereas there are no further nominations and there being no objections,

On a motion duly made and seconded, be it resolved that the following Directors are appointed the Officers of the Board of Directors:

Margaret Emin as Chair

Ilene Watt as Vice Chair

Cathy Vincelli as Secretary and

Don McKnight as Treasurer

8. Whereas any Directors of the Corporations may have signing authority for any financial transactions, contracts and documents conducted in the name of the Corporation and the Board shall appoint a minimum of two and a maximum of four signing officers from among the Directors of the Corporation and all such transactions will require two signatures, one of which will, ideally, be the Treasurer (By-law 1 Article 5.4)

On a motion duly made and seconded, be it resolved that Margaret Emin, Don McKnight, Cathy Vincelli and Blair Webster are appointed the signing officers of the Provincial Sport Organizations Council (a.k.a SPORT4ONTARIO) effective immediately.

9. Whereas the Executive Director has resigned effective September 18, 2009; and
Whereas a replacement must be hired,

On a motion duly made and seconded, be it resolved to duly constitute an ad hoc Hiring Committee, appoint Ilene Watt as Chair, appoint Judy Sutcliffe and Orest Stanko as members of the Hiring Committee and allow the appointment of no more than two additional Committee members.

10. On a motion duly made and seconded, be it resolved to adjourn the meeting at 2:12 p.m.

October 27, 2009

11. On a motion duly made and seconded, be it resolved to approve the Agenda as presented.

12. On a motion duly made and seconded, be it resolved to go 'in camera'.

13. On a motion duly made and seconded, be it resolved to exit the 'in camera' session.

14. On a motion duly made and seconded, be it resolved to transfer \$28,705.10 from GIC Account No. 333044 to General Bank Account.

15. On a motion duly made and seconded, be it resolved to approve the Sport4Toronto 2009 funding guidelines and application, as amended, for release October 14, 2009. (*Electronic Vote October 14, 2010*)

16. On a motion duly made by and seconded, be it resolved to adjourn the meeting at 10:05 a.m.

December 9, 2009

17. On a motion duly made and seconded, be it resolved to approve the Agenda as amended.

18. On a motion duly and seconded, be it resolved to waive reading and approve the minutes of the September 16, 2009 Board of Directors' meeting as amended.

19. On a motion duly made and seconded, be it resolved to waive reading and approve the Minutes of the October 27, 2009 Board of Directors' meeting as amended.

20. On a motion duly made and seconded, be it resolved to approve the 2009-2012 Strategic Plan as presented.

21. On a motion duly made and seconded, be it resolved to receive the Balance Sheet and Profit and Loss Statement as at October 31, 2009.

22. On a motion duly made and seconded, be it resolved to appoint Jim Boyce to the Finance Committee.

23. On a motion duly made and seconded, be it resolved to accept, with regret, Kate Sheldon's resignation from the Board of Directors, effective immediately.

24. On a motion duly made and seconded, be it resolved to go 'in camera'.

25. On a motion duly made and seconded, be it resolved to exit the 'in camera' session.

26. On a motion duly made and seconded, be it resolved to adjourn the meeting at 6:23 p.m.

January 13, 2010

27. On a motion duly made and seconded, be it resolved to approve the Agenda as amended.

28. On a motion duly made and seconded, be it resolved to receive the Financial Statements of November 30, 2009.

29. On a motion duly made and seconded, be it resolved to approve the 2010 Budget as amended.

30. On a motion duly made and seconded, be it resolved to go “in camera”.
31. On a motion duly made and seconded, be it resolved to exit the “in camera” session.
32. On a motion duly made and seconded, be it resolved to adjourn the meeting at 3:06 pm.

February 10, 2010

33. On a motion duly made and seconded, be it resolved to approve the Agenda as presented.
34. On a motion duly made and seconded, be it resolved the meeting is adjourned at 3:40 pm.

July 6, 2010

35. On a motion duly made and seconded, be it resolved the Agenda is approved as amended.
36. On a motion duly made and seconded, be it resolved to waive reading and approve, as amended, the Minutes of the December 9, 2009 Board of Directors’ meeting.
37. On a motion duly made and seconded, be it resolved to waive reading and approve, as presented, the Minutes of the January 13, 2010 Board of Directors’ meeting.
38. On a motion duly made and seconded be it resolved to waive reading and approve, as amended, the Minutes of the February 10, 2010 Board of Directors’ meeting.
39. On a motion duly made and seconded, be it resolved the 2009 Financial Statements are approved as presented.
40. On a motion duly made and seconded, be it resolved move into an “In Camera” Session.
41. On a motion duly made and seconded, be it resolved to exit the “In Camera” Session.
42. On a motion duly made and seconded, be it resolved to accept, with regret, the resignation of Orest Stanko from the Board of Directors effective immediately.
43. On a motion duly made and seconded, be it resolved to approve the July 5, 2010 application to the Ontario Trillium Foundation.
44. On a motion duly made and seconded, be it resolved to approve and release forthwith grant application for the 2010 Sport4Toronto grant program. Total grant program approved at \$15,000, comprised of grants of \$3,000 each maximum.
45. On a motion duly made and seconded, be it resolved to duly constitute the 2010 Nominating Committee and appoint Mike Beaton as Chair. Said Chair is directed to appoint additional Committee members per the Nominating Committee Terms of Reference. Committee shall be dissolved immediately following the post Annual General Meeting Board of Directors’ meeting.
46. Whereas By-law 1, Article 2.8 states: Admission – No person or entity shall be admitted as a Member of any category of membership except Honourary Members, unless:

And

Whereas By-law 1, Article 2.8 b) further states: The candidate member has been approved as a Member by the Board or by any committee or individual delegated this authority by the Board:

On a motion duly made and seconded, be it resolved to approve the following thirty-two (32) 2010 Active Members, five (5) 2010 Affiliate Members and one (1) Honourary Member:

ACTIVE MEMBERS (32)

Athletics Ontario
Baseball Ontario
Basketball Ontario
Biathlon Ontario
Canadian Sport Centre Ontario
Coaches Association of Ontario
Golf Association of Ontario
Judo Ontario
Ontario 5 Pin Bowlers' Association
Ontario Association of Archers
Ontario Badminton Association
Ontario Baton Twirling Association
Ontario Blind Sports Association
Ontario Council of Shooters
Ontario Curling Council
Ontario Cycling Association
Ontario disc Sports Association
Ontario Equestrian Association
Ontario Fencing Association
Ontario Physical and Health Education Association (Ophea)
Ontario Ringette Association
Ontario Rugger Union
Ontario Sailing
Ontario Association of Triathletes
Ontario University Athletics
Ontario Wheelchair Sports Association
ParaSport Ontario
Skate Ontario
Softball Ontario
Sport Alliance of Ontario
Swim Ontario
Synchro Swim Ontario

AFFILIATE MEMBERS (5)

Aurora Youth Soccer Club
Canadian Ski Instructors Alliance Ontario
Ontario Hockey Federation
Ontario Recreational Canoeing and Kayaking Association (ORCKA)
York Mavericks Water Polo

HONOURARY MEMBER (1)

Barbara Montemurro

47. Whereas there is no further business,

On a motion duly made and seconded, be it resolved to adjourn the meeting at 12:35 p.m.

July 16, 2010 – approved via Electronic Vote

48. Whereas By-law 1, Article 2.8 states: Admission – No person or entity shall be admitted as a Member of any category of membership except Honourary Members, unless:

And

Whereas By-law 1, Article 2.8 b) further states: The candidate member has been approved as a Member by the Board or by any committee or individual delegated this authority by the Board:

On a motion duly made and seconded, be it resolved to approve the following ten (10) 2010 Active Members and one (1) 2010 Affiliate Member: Member:

ACTIVE MEMBERS (10)

ROWONTARIO

Ontario Colleges Athletic Association

Ontario Lacrosse Association

Ontario Cerebral Palsy Sports Association

Ontario Lawn Bowls Association

Squash Ontario

Dive Ontario

Ontario Water Polo Association

Ontario Soccer Association

Ontario Jiu-Jitsu Association

AFFILIATE MEMBER (1)

Floorball Ontario

49. On a motion duly made and seconded, be it resolved to approve, as amended, the Minutes of the July 6, 2010 Board of Directors meeting.

The following, including but not limited to, the following motions will be tabled at the Board of Directors Meeting on September 8, 2010 at 11:00 a.m.

1. On a motion duly made and seconded, be it resolved to approve the Agenda as presented.
2. Whereas By-law 1, Article 2.8 states: Admission – No person or entity shall be admitted as a Member of any category of membership except Honourary Members, unless:

And

Whereas By-law 1, Article 2.8 b) further states: The candidate member has been approved as a Member by the Board or by any committee or individual delegated this authority by the Board:

On a motion duly made and seconded, be it resolved to approve the following 2010 Active Members and 2010 Affiliate Members:

ACTIVE MEMBERS (6):

Alpine Ontario

Boxing Ontario

Ontario Tennis Association

Ontario Volleyball

Special Olympics Ontario
Squash Ontario

AFFILIATE MEMBERS (2):

Phase 1 Community Association
Sport Information Resource Centre (SIRC)

3. On a motion duly made and seconded, be it resolved to appoint Amanda Street-Bishop as the Recording Secretary for the 2010 Annual General Meeting on September 8, 2010.
4. On a motion duly made and seconded, be it resolved to duly constitute the Credentials Committee for the 2010 Annual General Meeting, said Committee to be dissolved immediately upon adjournment of the 2010 Annual General Meeting. Be it further resolved to appoint [insert name] as Chair of said Credentials Committee and [insert name] as a member of said Credentials Committee.
5. On a motion duly made and seconded, be it resolved to adjourn the meeting at [insert time].



5. Call for Nominations



IMPORTANT NOTICE – CALL FOR NOMINATIONS

The BOARD OF DIRECTORS OF THE PROVINCIAL SPORT ORGANIZATIONS COUNCIL (operating as “SPORT4ONTARIO”)

In accordance with the provisions of Articles 3.43, 3.44 and 3.10 of By-Law 1 of The Provincial Sport Organizations Council, operating as SPORT4ONTARIO, the Nominating Committee invites nominations for the following positions on the Board of Directors:

- Three (3) only Directors – 2 year term – Executive Director/CEO or staff designate
- Three (3) only Directors – 2 year term – Volunteer Chair/President or volunteer designate

Please note that the following three (3) Directors will complete their respective terms as Directors at the upcoming **2010 Annual General Meeting** scheduled to take place on **September 8, 2010** and are eligible to stand for re-election. In addition, there are three vacant volunteer positions.

Margaret Emin (Volunteer)
Ilene Watt (Volunteer)
Cathy Vincelli (Staff)

Of these, Margaret Emin and Ilene Watt are prepared to stand for re-election for a subsequent two-year term.

Nominations:

- Nominations must be submitted by Members to the Nominating Committee Chair *fifteen (15) days* prior to the Annual General Meeting (Article 3.10 (b))
- Nominations must be received in writing via mail, courier, hand delivery or fax before midnight on *Tuesday, August 24, 2010*
- Nominations must be endorsed by the Board of Directors of the nominating Member Organization.
- Nominees must be a member of a Member Organization in good standing for the year 2010. (Article 3.8)
- Self-nominations, endorsed by the respective Member Organization, shall be accepted.

2010 Annual General Meeting details:

Date: Wednesday, September 8, 2010

Time: 12:00 Noon Eastern Standard Time

Location: Boardroom 3 and 4, 3 Concorde Gate, Toronto, ON M3C 3N7

Nominees will be expected to address the Annual General Meeting attendees with respect to their candidacy, qualifications and/or particular areas of interest within the Ontario sport sector.

Attachments:

To view all relevant documents including the complete Nomination Package, Director Nomination Form and Directors' Roles and Responsibilities, please go to our 2010 Annual General Meeting dedicated [webpage](#).

Nominations:

Please forward all **nominations and nominee profiles** by fax or mail **before midnight on Tuesday, August 24, 2010** to the attention of **Mike Beaton, Chair of the Nominating Committee, SPORT4ONTARIO office as follows:**

By mail, courier or hand delivery to: 102-3 Concorde Gate, Toronto, ON M3C 3N7

By fax to: 416 426-7326

If you have any questions or wish to discuss the Call for Nominations further, please contact any of the following Nominating Committee members:

Mike Beaton	(416) 426-7205
Jim Crosscombe	(416) 426-7243
Derek Vantor	(416) 426-7001

Dated this 9th day of August 2010, Toronto, Ontario,

Mike Beaton
Chair, Nominating Committee
SPORT4ONTARIO



6. Directors' Roles and Responsibilities



BOARD OF DIRECTORS ROLES, RESPONSIBILITIES and GENERAL INFORMATION

The Provincial Sport Organizations Council (operating as “SPORT4ONTARIO” and herein referred to as SPORT4ONTARIO) encourages Active Members who are interested in serving on its Board of Directors to speak with a member of the Nominating Committee.

Background Information:

SPORT4ONTARIO is a not-for-profit organization incorporated in the Province of Ontario in 1998.

SPORT4ONTARIO represents the collective interests of its membership and other key stakeholders.

SPORT4ONTARIO is committed to working with the public and private sector and both existing and identified partners to assist in strengthening the sport and physical activity sector in Ontario.

SPORT4ONTARIO has a sound governance structure and a by-law which conforms to the Ontario Corporations Act for not-for-profit associations. This board model incorporates the following:

- Twelve (12) elected Directors.
- Staggered two (2) year terms for Directors (Article 3.15)
- A vacancy on the Board of Directors may be filled by a majority vote of the Board of Directors until the next Annual General Meeting (Article 3.16).
- The officers, i.e. the Chair, Vice-Chair, Secretary and Treasurer shall be appointed at the first meeting of the Board of Directors after the Annual General Meeting (“AGM”) to hold office until the first AGM after their election or until their successors shall have been appointed. (Article 3.34)
- The terms of the Officers will be for one year (Article 3.36)

The Role of the SPORT4ONTARIO Board of Directors

The Board is responsible for determining policy; for protecting the long-term growth and health of the Council; for monitoring and evaluating the goals of the Council; for approving the budget and for authorizing and taking responsibility for the sustainability of the organization.

Level of Authority

The Board shall be responsible for “ultimate corporate accountability” and shall be the final decision-maker on all issues.

Board Functions and Responsibility

Board functions include but are not limited to:

- Strategic Planning
- Financial Management
- Organization Mission and Long Term Goals
- Human Resource Management
- Management of Committees

Key Responsibilities include but are not limited to:

- Policy Creation and Implementation
- Evaluation of Programs
- Approval of Budgets
- Community Relations
- Personnel Performance Appraisal and Hiring
- Approval of Financial Statements
- Chair standing or ad-hoc committees as required

Board Composition

The Board shall be comprised of individuals who have:

- An interest in the development and growth of amateur sport in Ontario.
- An awareness of the issues within the sport and physical activity sector.
- A commitment to the membership and to SPORT4ONTARIO’s mission, goals and objectives.
- Strong leadership skills.
- The ability to assist in the development of governance and organizational strategies, policies and practices.
- The capability and the enthusiasm to cope with changing values in sport and their implications for the vision and future of SPORT4ONTARIO.
- The ability to deal assertively in the deliberation of issues pertaining to the organization’s values and vision.
- The ability to work in a team environment and a willingness to delegate and allow others to make decisions.

Minimum Requirements

Candidates must be a Member in Good Standing of a Member Organization in Good Standing of the SPORT4ONTARIO, and, at a minimum, should have the following attributes:

- A demonstrated interest in SPORT4ONTARIO's goals and objectives.
- Specific experience, interest in and /or knowledge of at least one area of SPORT4ONTARIO's operations: administration, finance, human resources, program development and delivery, marketing and/or public relations.
- Commitment to attend Board meetings, to serve as Board Liaison to at least one Committee and to participate in the required SPORT4ONTARIO activities.
- A willingness to participate in Board orientation and training activities and to adhere to Board duties and responsibilities as outlined in the by-laws.
- Any individual who is 18 years of age or older, who has the power under law to contract, who is a member and a director in good standing or the senior staff of an active member in good standing of the corporation, may be nominated for election as a Director. (Article 3.8)

Additional Requirements

Once elected, Directors are required to sign SPORT4ONTARIO's Code of Conduct, Confidentiality Agreement and Conflict of Interest Guidelines.

Time Commitment

Members of the Board are expected to attend, to the greatest extent possible, all Board and Membership Meetings and specific events important to the promotion of the Council, including, but not limited to:

- | | |
|--|--|
| • Board Meetings | 8 + meetings annually |
| • Annual Membership Meetings | Minimum of one (1) meeting annually |
| • Committee Meetings | As per respective committee terms of reference |
| • SPORT4ONTARIO Lunch 'n' Learn Forums | Held monthly save September |
| • Professional Development Events | As scheduled |
| • Special Events | As scheduled |

Length of Term

Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with By-law 1, unless they resign, are removed from or vacate their office. The terms of elected Directors will be staggered by electing half of the Directors at each Annual General Meeting. (Article 3.15)

Compensation Level

SPORT4ONTARIO Board Members do not receive wages, stipends or honorariums. Compensation for reasonable expenses incurred during the performance of Board and/or SPORT4ONTARIO duties or functions shall be provided.

Election Process

Nomination for election to the SPORT4ONTARIO Board of Directors can be achieved by:

1. Recruitment and/or presentation to membership via the Nominations Committee.
2. Nominations from the floor at the Annual General Meeting of Members.

Note: According to By-law 1, Article 3.16, where the position of a Director becomes vacant for whatever reason, the Board may appoint an individual by majority vote to fill the vacancy until such time as a Director is elected or appointed in accordance with By-law 1.

Next Steps

If the proposed candidate meets the Minimum Requirements, he/she must express his/her interest in running for election to the Nominating Committee. The proposed candidate must then:

1. Complete and forward the "Board of Directors Nomination Form" to the Nominating Committee Chair
2. Speak to a member of the Nominating Committee.
3. Consent to being identified on the Slate of Directors for the next Annual General Meeting of Members to be circulated to the Membership.
4. Attend the next Annual General Meeting of Members.
5. Be prepared to stand for election at said Annual General Meeting of Members.
6. Be prepared to serve on the New Board of Directors to be approved by the Membership at the Annual General Meeting of Members.



7. By-Law 1

The Provincial Sport Organizations Council

Operating as *SPORT4ONTARIO*



**PROVINCIAL SPORT
ORGANIZATIONS COUNCIL**
Ontario

BY – LAW 1

A By-law relating generally to the conduct of the affairs of
THE PROVINCIAL SPORT ORGANIZATIONS COUNCIL

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BY-LAW 1

A By-law relating generally to the conduct of the affairs of

THE PROVINCIAL SPORT ORGANIZATIONS COUNCIL

Article 1 **General**

- 1.1 **Purpose** – These by-laws relate to the general conduct of the affairs of the Provincial Sport Organizations Council, a Corporation incorporated under the Corporations Act, R.S.O. 1990, c.38, and referred to as the “Corporation” in these Bylaws.
- 1.2 **Head Office** – The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine. Additional offices may be located elsewhere in the Province of Ontario as determined by the Directors.
- 1.3 **No Remuneration of Directors** – The Directors shall serve as such without any remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties in accordance with the Corporation’s policies relating to expenses.
- 1.4 **Dissolution** – Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to an organization that carries on their objectives solely in Ontario. The organization shall be approved by two-thirds (2/3) of the members at a general meeting.
- 1.5 **Ruling on By-law** – Except as provided in the Act, the Board shall have the authority to interpret any provision of this By-law that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.6 **Conduct of Meetings** – Unless otherwise specified in the Act or this By-law, meetings of Members and meetings of the Board shall be conducted according to Roberts Rules of Order (current edition).

Article 2 **Membership**

Membership Categories and Qualifications

- 2.1 **Membership Categories and Qualifications** – The Corporation shall have six categories of membership:
- a) Active Member;
 - b) Affiliate Member;
 - c) Friend of Sport Member;

- d) Corporate Member;
- e) Student Member; and
- f) Honourary Member.

2.2 **Active Member** – Any provincial not-for-profit entity recognized as the Ontario sport governing body or Ontario multi sport organization by its national governing body and the Ontario Ministry responsible for sport which meets the following criteria and is approved by the Board of Directors:

- a) Governed by a constitution and/or by-laws;
- b) Has a current and functioning Board of Directors;
- c) Be made up of members; and
- d) Financially accountable to its membership.

2.3 **Affiliate Member** – Any not-for profit local, regional, divisional, provincial or national clubs, councils, associations, organizations, teams, leagues, advisory groups, consultative or educational organizations or other entities approved by the Board of Directors which support the objects of the Corporation. An Affiliate Member is an entity not recognized as an Ontario sport governing body or Ontario multi-sport organization, as defined in Article 2.2.

2.4 **Friend of Sport Member** – Individuals approved by the Board of Directors who support the objects of the Corporation and are over eighteen years of age.

2.5 **Corporate Member** – Any corporations, organizations, associations or other entities approved by the Board of Directors who support the objects of the Corporation and whose main objective is commercial gain.

2.6 **Honourary Member** – Those individuals or entities approved by the Board of Directors who or which have made an outstanding contribution to sport, recreation and/or physical activity in Ontario, Canada.

2.7 **Student Member** – Those individuals approved by the Board of Directors who support the objects of the Corporation, are not in full time employment and are enrolled in a degree or certificate seeking program at an accredited or recognized post-secondary institution.

Admission of Members

2.8 **Duration** – Membership is accorded on an annual basis and all Members shall renew their membership each year.

2.9 **Admission** – No person or entity shall be admitted as a Member of any category of membership except Honourary Members, unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Corporation;

- b) The candidate member has been approved as a Member by the Board or by any committee or individual delegated this authority by the Board;
- c) If, at the time of applying for membership the candidate member is currently a Member, the candidate organization is a Member in good standing;
- d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
- e) The candidate member has paid dues, as prescribed by the Board and as approved by the Membership.

2.10 **Admission of Honourary Members** – No person or entity shall become an Honourary Member unless:

- a) Nominated by a member of the Corporation and passed by resolution of the Board of Directors. Honourary Membership shall be for a fixed term as determined by the Board of Directors;
- b) Written invitation to become an Honourary Member, with reference to the term of Honourary Membership, has been delivered by the Corporation to the nominated individual or designated contact of the entity.
- c) Written acceptance of the invitation referred to in section 2.9(b) herein is received from the individual or entity.

2.11 **Failure to be Admitted** – Where a candidate member is not admitted to membership, written reasons shall be provided.

Membership Dues

2.12 **Year** – Unless otherwise determined by the Board, the Membership year of the Corporation is the calendar year.

2.13 **Dues** – Membership dues for all categories of Members will be as recommended by the Board and as ratified by the Members.

2.14 **Deadline** – Membership renewal dues must be paid by January 31 of the current calendar year.

Termination of Membership

2.15 **Resignation** – A Member may resign from the Corporation by giving written notice to the Board of Directors. A Member may not resign when subject to a disciplinary investigation or action of the Corporation. Membership fees will not be refunded in whole or in part, nor carried forward and other payments or sums levied will remain payable.

2.16 **Arrears** – A Member may be suspended from the Corporation for failing to pay Membership dues by the prescribed deadline date. Should Membership dues remain unpaid for an additional thirty (30) days from the prescribed deadline date, as per

Article 2.13, the Member shall be expelled from the Corporation by written, facsimile or electronic notification as per the policy of the Corporation..

- 2.17 **Discipline** – In addition to suspension or expulsion for failure to pay Membership dues, a Member may have other Membership restrictions or sanctions imposed upon him or her, in accordance with the Corporation’s policies and procedures relating to conduct and discipline of Members or if they cease to be a member in good standing as described in article 2.18.
- 2.18 **Dissolution of Member** – Any member who is not an individual will cease to be a member upon its dissolution or winding up of affairs.

Good Standing

- 2.19 **Definition** – A Member of the Corporation will be in good standing provided that the Member:
- a) owes no outstanding Membership dues or other debts to the Corporation;
 - b) has not ceased to be a Member;
 - c) has not been suspended or expelled from Membership, or had other Membership restrictions or sanctions imposed;
 - d) has completed and remitted all Membership documents required by the Corporation;
 - e) has complied with the by-laws, policies and rules of the Corporation;
 - f) is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Corporation; and
 - g) its constitution and/or by-laws are not in conflict with the by-law of the Corporation.
- 2.20 **Cease to be in Good Standing** — Members who cease to be in good standing will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

Article 3 Governance

Composition of the Board of Directors

- 3.1 **Directors** – The Board of Directors of the Corporation shall consist of thirteen Directors, comprised of:
- a) The Immediate Past Chair, and
 - b) Twelve (12) Directors

Powers of the Board

- 3.2 **Powers of the Corporation** – Except as otherwise provided in the Act, the Letters Patent and this By-law, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.
- 3.3 **Managing the Affairs of the Corporation** –The Board will make policies and procedures for managing the affairs of the Corporation in accordance with the Act, the Letters Patent and these Bylaws.
- 3.4 **Discipline** – The Board will make policies and procedures relating to the discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- 3.5 **Dispute Resolution** – The Board will make policies and procedures relating to the management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.
- 3.6 **Employment of Individuals** – The Board may employ or engage under contract such individuals as it deems necessary to carry out work of the Corporation.
- 3.7 **Advisory Council** – The Board of Directors may create by resolution an Advisory Council which will include representatives of the Corporation’s stakeholders and from which the Board of Directors may from time to time seek advice.

Election of Directors

- 3.8 **Eligibility** – Any individual who is 18 years of age or older, who has the power under law to contract, who is a member and a director in good standing or the senior staff of an active member in good standing of the corporation, may be nominated for election as a Director.
- 3.9 **Exception** – The Board of Directors may from time to time accept the nomination of an active member designate, as ratified by the respective active member board of directors, for election as a Director of the Corporation.
- 3.10 **Nomination of an Director** – A nomination for election as a Director will occur in accordance with the following:
- a) Applications for nominations will be sent to each member no later than thirty (30) days prior to the annual general meeting;
 - b) Applications for nominations are to be signed by the nominee and returned to the Nominating Committee no later than fifteen (15) days prior to the annual general meeting;

- 3.11 **Circulation of Nominations** – Valid nominations will be circulated to Members no later than ten (10) days prior to the Annual General Meeting.
- 3.12 **Nominations from the Floor** – A nomination will be accepted by the Nominating Committee from the floor at a general or special meeting prior to the election of Directors in accordance with the following:
- a) The nomination is made by a member in good standing;
 - b) The nomination is approved by the nominee; and
 - c) The nomination is seconded by another member in good standing.
- 3.13 **Election** – The election of Directors will take place at the Annual General Meeting by those Members present and eligible to vote. The vote will be done by secret ballot.
- 3.14 **Decision** – If the number of nominees is equal to the number of vacancies, the nominees will be acclaimed.
- 3.15 **Staggered Terms** – Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with this bylaw, unless they resign, are removed from or vacate their office. The terms of elected Directors will be staggered by electing half of the Directors at each Annual General Meeting.
- 3.16 **Vacancy** – Where the position of a Director becomes vacant for whatever reason, the Board may appoint an individual by majority vote to fill the vacancy until such time as a Director is elected or appointed in accordance with these Bylaws.
- 3.17 **Immediate Past Chair** – If the Immediate Past Chair is unwilling or unable to serve, the Board may operate without the position for that term or may appoint a previous Past Chair to serve in that position.

Resignation and Removal of Directors

- 3.18 **Resignation** – A Director may resign from the Board at any time by presenting a notice of resignation to the Board. Where a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 3.19 **Vacate Office** – The office of any Director will be vacated automatically:
- a) If the Director is found by a court to be of unsound mind;
 - b) If the Director becomes bankrupt;
 - c) If the Director becomes an employee or contractor of the Corporation;
 - d) If the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board; or
 - e) Upon the Director's death.

- 3.20 **Removal** – A Director may be removed by Special Resolution of at least two-thirds of the Members present in a general meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Meetings of the Board

- 3.21 **Number of Meetings** – The Board shall hold at least four (4) meetings per year.
- 3.22 **Call of Meeting** – The meetings of the Board will be at the call of the Chair or by the Secretary on direction in writing from any two (2) directors.
- 3.23 **Absence** – In the absence of the Chair, the duties of the Chair may be performed by the Vice-Chair or such other Directors as the Board may from time to time appoint.
- 3.24 **Notice** – Written notice, served other than by mail, of Board Meetings shall be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail shall be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 3.25 **Quorum** – At any meeting of the Board of Directors, quorum will consist of a majority of the elected members of the Board of Directors.
- 3.26 **Meetings by Other Forms of Technology** – A meeting of the Board may be held by any form of communication technology as determined by the Chair and accepted by a majority of Directors. Any Director who is unable to attend a meeting may participate in the meeting by any form of communication technology. Directors who participate in a meeting by any form of communication technology are considered to have attended the meeting. The Board may by resolution pass a policy requiring identification authentication when using forms of communication technology
- 3.27 **Written Resolution** – A resolution in writing, signed by all Directors is as valid and effective as if passed at a meeting of Directors.
- 3.28 **Voting** – Unless specified otherwise, each Director, except the Chair, is entitled to one vote, and questions shall be decided by majority vote, where the Chair does not carry a vote. Voting shall be by a show of hands or verbally unless any Director present requests a secret ballot. Resolutions shall be passed upon a majority of the votes being in favour of the resolution.
The Chair shall cast a vote only in the event of a tie. In the event that the meeting is chaired by someone other than the Chair, said Chair shall not be entitled to a vote, except in the case of a tie.
- 3.29 **Proxy Voting** – Proxy voting will not be permitted at a meeting of the Board of Directors.

- 3.30 **Closed Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 3.31 **Minutes** – The Secretary or designate as approved by the Board will keep minutes of all Board meetings and distribute such minutes to all Directors within 15 days of the meeting.

Officers

- 3.32 **Officers** – The Officers of the Corporation must be Directors, except for the Immediate Past Chair, and are the Chair, the Vice-Chair, the Treasurer, the Secretary and such other officers as the Board of Directors may by resolution determine.
- 3.33 **Eligibility** – Any individual who is 18 years of age or older and who has the power under law to contract may be appointed as an officer of the Corporation.
- 3.34 **Appointment of Officers** – The Board of Directors shall appoint all officers of the Corporation.
- 3.35 **Appoint Other Officers** – The Board may from time to time appoint Officers other than those identified in Article 3.33 who need not be Directors or Members of the Corporation.
- 3.36 **Terms** – The terms of the Officers will be for one year and they shall be appointed at the first meeting of the Board of Directors after the Annual General Meeting (“AGM”) to hold office until the first AGM after their election, or until their successors shall have been appointed.
- 3.37 **Duties** – The duties of the Officers are as follows:
- a) The **Chair** shall be a volunteer and shall be responsible for the general supervision of the affairs and operations of the Corporation, shall preside at the Annual and General Meetings of the Corporation and at meetings of the Board, shall be an ex officio member of all committees, except for the Nominating Committee, established by the Board, shall sign all instruments which require the Chair’s signature, shall perform all duties incidental to office, shall represent the Corporation to other bodies and at events deemed important to the Corporation and shall perform such other duties as may from time to time be established by the Board.
 - b) The **Vice-Chair** will support and assist the Chair in all duties and exercise the powers of the Chair in the absence or disability of the Chair, and will perform such other duties as may from time to time be established by the Board.
 - c) The **Secretary** will distribute all notices required to be given to members, boards and committees, will attend all meetings of the Board of Directors, Executive Committee and meetings of the members for the purpose of recording minutes of each meeting and

- issuance to the appropriate parties, will keep proper books, papers, records, documents and other instruments as required and lodge them at the Head Office and will perform such other duties as may from time to time be established by the Board.
- d) The **Treasurer** will keep proper accounting records as required by the Act; shall cause to be deposited all monies received by the Corporation in the Corporation's bank account, as directed by the Board shall supervise the management and the disbursement of funds of the corporation, when required shall provide the Board with an account of financial transactions and the financial position of the Corporation and shall perform such other duties as may from time to time be established by the Board;
 - e) The **Immediate Past Chair** will be responsible to chair the Nominating Committee and will perform such other duties as may from time to time be established by the Board.

- 3.38 **Vacancy** – Where the position of an Officer becomes vacant for whatever reason, the Board may appoint a Director to fill the vacancy for the remainder of the Officer's term, except in the case of the Chair which will be filled by the Vice Chair or another Director as approved by the Board.
- 3.39 **Removal** – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Executive Committee

- 3.40 **Executive Committee** – The Executive Committee shall be comprised of the Officers of the Corporation. The Executive Committee shall have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and shall perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.
- 3.41 **Quorum** – At any meeting of the Executive Committee, quorum shall consist of a majority of the Executive Committee.
- 3.42 **Voting Rights** – Each member of the Executive Committee is entitled to one vote during a meeting of the Executive Committee.

Nominating Committee

- 3.43 **Nominating Committee** – The Nominating Committee shall consist of three (3) persons: (i) the Immediate Past Chair who shall normally assume the Chair or a person designated by the Board of Directors to be the Chair and (ii) two (2) Committee members who represent Members or (iii) Board members who are retiring at the next Annual General Meeting or (iv) a combination of members from (ii) and (iii) above.

- 3.44 **Duties** – The Nominating Committee shall be responsible to solicit nominations for the election of the Board of Directors, shall be responsible to circulate valid nominations to all voting members, and ensure there is a balance on the Board of Directors, to the greatest extent possible, between volunteer and staff Directors.

Other Committees

- 3.45 **Other Committees** – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Letters Patent or these Bylaws.
- 3.46 **Minutes** – Each committee shall keep minutes of meetings as prescribed in the respective terms of reference.
- 3.47 **Terms of Reference** – The Board will establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.
- 3.48 **Chairs** – The Board of Directors will appoint a Chair for each Committee.
- 3.49 **Quorum** – At any meeting of any committee, quorum shall consist of a majority of the committee.
- 3.50 **Vacancy** – When a vacancy occurs on any committee, the Board may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies any qualifications for the membership of the committee as specified in the Corporation's policies and procedures.
- 3.51 **Removal** – The Board may remove any member it has appointed to any committee.
- 3.52 **Ex-Officio** – The Chair will be an ex-officio non-voting member of all committees.

Remuneration

- 3.53 **Remuneration** – All Directors, Officers and members of committees will serve their term of office without remuneration except for the reimbursement of reasonable expenses in accordance with policies approved by the Board.

Conflict of Interest

- 3.54 **Conflict of Interest** – A Director, Officer, Executive Committee 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 Corporation will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be;

will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act and the Corporation's Policy and Guidelines regarding conflict of interest.

Article 4 Meetings of Members

- 4.1 **Types of Meetings** – Meetings of Members will include Annual General Meetings and Special General Meetings.
- 4.2 **Notice** – Written notice of meetings will be given to all Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.
- 4.3 **Annual General Meeting** – The Corporation will hold an Annual General Meeting of Members at such time and place as may be determined by the Board and which will be held no later than fifteen (15) months after the end of the previous annual general meeting.
- 4.4 **Special General Meeting** – A Special General Meeting of the Members will be called at any time at the discretion of the Board or upon the written request of one-tenth or more of the voting members. The meeting must be held within twenty-one (21) days of receiving such request and will only transact business as stated in the notice thereof.
- 4.5 **Quorum** – The presence of two (2) Members entitled to vote at such meetings shall be a quorum of any meeting of Members for the choice of a Chairperson and the adjournment of the meeting; for all other purposes, the presence of not less than five percent (5%) of the Members entitled to vote at such meetings in person or represented by proxy shall be necessary to constitute a quorum.
- 4.6 **Ordinary Resolution** – Unless specified otherwise, questions at meetings will be decided by majority vote. An abstention from voting will not be counted as a vote. Voting will be by a show of hands unless a Member requests a secret ballot.
- 4.7 **Special Resolution** – Matters required to be determined by Special Resolution will be passed by a majority of not less than two-thirds (2/3) of votes cast by voting members at a General or Special Meeting for which proper notice has been given.
- 4.8 **Adjournment** – A meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting will be given as if it was a new meeting.
- 4.9 **Closed Meetings** – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

- 4.10 **Voting** – Voting privileges at all Meetings of Members shall be as follows:
- a) All Active Members are entitled to one vote
 - b) All other classes of membership shall have no vote.
- 4.11 **Proxy Voting** – Active members are voting members and may vote at meetings of the Corporation by proxy if:
- a) The Active member notifies the Corporation in writing at least five (5) days prior to any meeting of the Corporation of an appointment of a designate;
 - b) The proxy is received by the Secretary or Board-approved designate prior to the start of the meeting;
 - c) The proxy clearly states the date of the specific meeting;
 - d) The proxy clearly states to whom the proxy is given.
- 4.12 **Scrutineers** – At the beginning of each meeting, the Board will appoint at least one scrutineer who will be responsible for ensuring that votes are properly cast and counted.
- 4.13 **Determination of Votes** – Votes will be determined by a show of hands unless a recorded ballot is requested by one of the Members voting.
- 4.14 **Written Resolution** – A resolution in writing, signed by all Active Members is as valid and effective as if passed at a meeting of Active Members.

Article 5 Finance and Management

- 5.1 **Fiscal Year** – The fiscal year of the Corporation will be January 1 to December 31, or such other period as the Board may from time to time determine.
- 5.2 **Membership Year** – The membership year of the Corporation will be January 1 to December 31, or such other period as the Board may from time to time determine.
- 5.3 **Auditor** – At each Annual General Meeting the Members will appoint an Auditor.
- 5.4 **Signing Authority** – Any Directors of the Corporations may have signing authority for any financial transactions, contracts and documents conducted in the name of the Corporation. The Board shall appoint a minimum of two and a maximum of four signing officers from among the Directors of the Corporation. All such transactions will require two signatures, one of which will, ideally, be the Treasurer.
- 5.5 **Property** – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

- 5.6 **Borrowing** – The Corporation may borrow funds and pledge any assets upon such terms and conditions as the Board may determine.
- 5.7 **Financial Institutions** – The banking business of the Corporation, or any part thereof, will be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, will be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time.

Article 6 Indemnification

- 6.1 **Will Indemnify** – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director, Officer and Committee Member from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or Committee Member.
- 6.2 **Will Not Indemnify** – The Corporation will not indemnify a Director, Officer, Committee Member or any other individual for acts of fraud, dishonesty, or bad faith.
- 6.3 **Insurance** – The Corporation may purchase and maintain insurance for the benefit of its Directors, Officers and Committee Members, as the Board may determine.

Article 7 Notice

- 7.1 **Written Notice** – In this By-law, written notice will mean notice that is hand-delivered, faxed, emailed, or provided by mail or courier to the last known address on the books of the Corporation, Director, Committee Member, or Active Member, as the case may be.
- 7.2 **Date of Notice** – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing on the intended delivery date where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 7.3 **Error in Notice** – The accidental omission to give notice of a meeting of the Directors, Members or Committee Members, the failure of any Director, Member or Committee Member to receive notice, or an error in any notice that does not affect its substance will not invalidate any action taken at the meeting.

Article 8 Amendment of Letters Patent and By-laws

- 8.1 **Special Resolution** – These By-laws may only be amended, revised, repealed, or added to by two-thirds affirmative vote of the voting members present in person or by proxy at

an annual or special meeting duly called for the purpose of repealing or amending these By-laws.

- 8.2 **Notice of Amendment** – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered. The thirty (30) days notice of the meeting of Members must include details of the proposed resolution to change the By-law.

Article 9 Adoption of Bylaws

- 9.1 **Repeal of Previous Constitution and Bylaws** – In ratifying this By-law 1, the Corporation repeals all prior Constitution and By-laws provided that such repeal does not impair the validity of any action done pursuant to the repealed Constitution and By-laws

Article 10 Enactment of By-laws

- 10.1 **Enactment of By-law** – This By-law shall come into force without further formality upon its enactment.

Amendments approved by the Board of Directors and ratified by the Membership at the September 16, 2009 Annual General Meeting.

Title: Chair of the Corporation

Margaret Emin

Name

Signature

September 16, 2009

Date

Title: Vice-Chair of the Corporation

Ilene Watt

Name

Signature

September 16, 2009

Date



8. 2009-2010 Board of Directors Attendance Record



DIRECTORS' ATTENDANCE RECORD AT 2009-2010 BOARD OF DIRECTORS MEETINGS

**FOR THE PERIOD SEPTEMBER 16, 2009 (post 2009 AGM) THROUGH TO and INCLUDING
SEPTEMBER 8, 2010 (pre 2010 AGM)**

Director	Sep 16/09	Oct 27/09	Dec 9/09	Jan 13/10	Feb 10/10	Jul 6/10	Sep 8/10
Beaton	Y	Y	Regrets	Y	Y	Y	Y
Boyce	Y	Y	Y	Y	Regrets	Y	Regrets
Emin	Y	Y	Y	Y	Y	Y	Y
Gillen	Y	Y	Y	Regrets	Y	Y	Y
McKnight	Y	Y	Y	Y	Y	Y	Y
Sheldon	Y	Y	N/A	N/A	N/A	N/A	N/A
Stanko	Y	Regrets	Regrets	Regrets	Y	Regrets	N/A
Sutcliffe	Y	Y	Y	Y	Y	Regrets	Y
Vincelli	Y	Y	Y	Regrets	Y	Y	Y
Watt	Y	Y	Y	Y	Y	Y	Y
Webster	Y	Regrets	Regrets	Y	Regrets	Y	Y



9. 2009-2012 Strategic Plan Overview



VISION

SPORT4ONTARIO is the leading organization in building capacity and exemplary leadership in the Ontario sport community. *Unleash the power of sport!*

MISSION

SPORT4ONTARIO provides the collaborative environment, knowledge and resources to build capacity and drive leadership excellence in the Ontario sport community through education, advocacy, interaction, research and innovation.

SPORT4ONTARIO creates member value and benefits that contribute to a stronger sport community for all Ontarians.

VALUES

In all our actions as an organization,

- We are **member-driven** and **consultative**, we “serve, never self-serve”
- We are **responsive to all** sports organizations in Ontario , not just our Members
- We are **honest, accountable, transparent** and **act with integrity**, especially with regard to governance and financial matters
- We exhibit a commitment to **equality and diversity**
- We are **reliable and professional**
- We are **flexible**, welcoming **innovative ideas** and **approaches**
- We display a commitment to **teamwork**, believing that more can be achieved by working together in partnership than can be achieved singularly.

STRATEGIC GOALS

Advocate	Develop effective relations with government and non-government organizations to support the positive positioning of sport
Educate	Strengthen the Ontario sport community through quality professional and leadership development
Build Capacity	Attract sufficient resources to build the capacity of SPORT4ONTARIO and thereby to enhance the effectiveness of the Ontario sport delivery system.