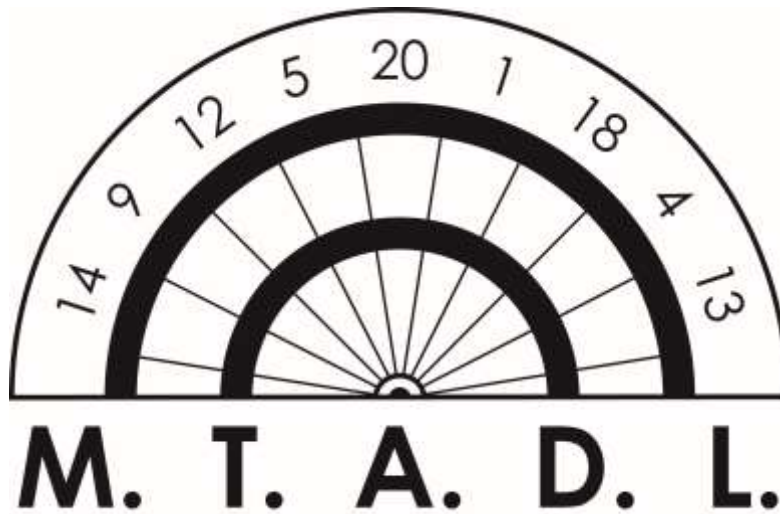


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**Metropolitan Toronto Area Dart League**

**By-Law No. 1**

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# METROPOLITAN TORONTO AREA DART LEAGUE

## BY-LAW NO. 1

A by-law relating generally to the transaction of business and affairs of the Metropolitan Toronto Area Dart League.

BE IT ENACTED as a by-law of Metropolitan Toronto Area Dart League (hereinafter called the "Corporation") as follows:

### HEAD OFFICE

1. The Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the board of directors (hereinafter called the "Board") may from time to time determine.

### SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

### BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a Board of ~~sixeight~~ (68) directors, each of whom shall be elected to hold office until May 31st or, in the event that an annual meeting has not been convened by that date, the individuals shall remain in office until such time that the meeting and election is held. The whole Board shall be eligible for re-election or re-appointment if otherwise qualified. Unless a prescribed process is determined by the Board, the election may be by a show of hands unless a poll or a ballot is demanded by any Regular Member.

The Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of such director's term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such director for the remainder of the term.

The office of a director of the Corporation shall be vacated if such director:

- a) Becomes bankrupt or is declared insolvent,
- b) Becomes of unsound mind,
- c) Resigns office by notice in writing to the Corporation,
- d) Ceases to be a Regular Member of the Corporation, or
- e) Has been absent, without being excused by resolution of the Board, from three (3) consecutive meetings of the Board.

~~No employee of the Corporation may be a director but the statistician may receive such remuneration as the Board may, from time to time, determine.~~

## VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the Board, however caused, may, so long as a quorum of directors remains in office, be filled by the Board from among the Regular Members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the Members, but if there be 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 thereby be deemed to have occurred, which may be filled in the manner above provided.

## QUORUM AND MEETING, BOARD OF DIRECTORS

5. Six (~~46~~) directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings ~~at Head Office of the Corporation or~~ at any such places as it may, from time to time, determine. No formal notice of any such meeting shall be necessary if all the directors be 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, ~~thea~~ Vice-President, or by any two directors or by the Secretary on direction of any of the foregoing. Notice of such meetings shall be ~~delivered by mail, telephone, mail or social media~~ delivered, ~~telephoned, telegraphed, transmitted by facsimile, electronically mailed or mailed~~ to each director not less than five (5) days before the meeting is to take place. The statutory 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 the Corporation. The Board may consider or transact any business, either special or general, at any meeting of the Board.

## ERRORS IN NOTICE, BOARD OF DIRECTORS

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

## VOTING, BOARD OF DIRECTORS

7. 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 by such meeting shall be taken by ballot if so demanded by any director present, but if no demand be 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 against such resolution. In the absence of the President, the duties of the President may

be performed by ~~the~~ Vice-President or such other director as the board may, from time to time, appoint for the purpose.

## **POWERS OF DIRECTORS**

8. The Board shall have full power with respect to all affairs of the corporation and 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 the Corporation in order to become valid or to bind the Corporation, unless such confirmation or ratification is required by statute.

## **REMUNERATION OF DIRECTORS**

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

## **COMMITTEES**

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

## **POWER OF COMMITTEES**

11. No committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation 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.

## **MEMBERSHIP ON COMMITTEES**

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

## **REPORTS OF COMMITTEES**

13. The chair of 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.

## **OFFICERS OF THE CORPORATION**

14. 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). The President and the Vice-Presidents shall be elected by the members at the Annual Meeting but shall be eligible

for re-election if otherwise qualified. No person shall be eligible for election as President or as Vice-President unless such person has served on the Board for at least two years. ~~If~~ if no eligible nominee stands, these positions shall open up to members who have served on the Board for at least one year. ~~If~~ if no eligible nominee stands at this point, these positions shall be open to members in good standing of at least two years. The other officers shall be elected by the Board, either from among their number or otherwise, at the first meeting of the Board after each election of Directors, provided that in default of such election the then incumbents shall hold office until their successors are elected. ~~In the absence of written agreement to the contrary the employment of all officers shall be settled from time to time by the Board.~~

## HONORARY OFFICERS

15. The Board may from time to time appoint such Honorary Officers as they may consider appropriate.

## DUTIES OF PRESIDENT AND VICE-PRESIDENT

16. The President shall, when present, preside at all meetings of the Members of the Corporation and the Board. The President, subject to the authority of the Board, shall have general supervision of the affairs and business of the Corporation. 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 ~~the~~ Vice-President, or other such director shall exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

## DUTIES OF SECRETARY

17. 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 directors as requested,
  - c) Be the custodian of the seal of the Corporation and of all books, papers, records, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution, and
  - d) Perform such other duties as may from time to time be determined by the Board.

## DUTIES OF TREASURER

18. The Treasurer shall:
  - a) Keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or valuable effects in the

name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board;

- b) Disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore or whenever required an account of all transactions as Treasurer, and of the financial position of the Corporation;
- c) Be bonded in such amount as the Board may, from time to time, determine; and
- d) Perform such other duties as may, from time to time, be determined by the Board.

## DUTIES OF OTHER OFFICERS

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

### ~~EXECUTIVE DIRECTOR~~

20. ~~The Board may, from time to time, appoint an Executive Director and may delegate to such person such authority to manage and direct the business and offices of the Corporation as the Board may, from time to time, determine (except such 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 the Corporation as may be required, from time to time, by the Board.~~

## EXECUTION OF DOCUMENTS

21. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or ~~a~~ Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as required ~~u~~ ~~the same~~.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the President, ~~a~~ Vice-President, ~~the~~ Secretary or the Treasurer, ~~the Executive Director~~ or by any persons authorized by the Board.

~~Any two of the President, a Vice-President, the Secretary or the Treasurer and the Executive Director, or any persons from time to time designated by resolution of the Board may vote or transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances or transfer, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.~~

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, 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 the Corporation may or shall be executed.

## BOOKS, RECORDS, AND REPORTS

22. The Board shall see that all necessary book and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. A report and audited financial statement will be submitted annually to the Corporation for review.

## MEMBERS

23. There shall be three classes of members, as follows:
- Regular Members: such persons who shall be admitted as such by the Board,
  - Associate Members: such persons, firms, and corporations who shall be admitted as such by the Board, and
  - Honorary Members: such persons who shall be admitted as such by the Board.

## RIGHTS, DUTIES AND REMOVAL OF MEMBERS

24. Each Regular Member shall have one vote on each question arising at any special or general meeting of the Members of the Corporation. Honorary and Associate Members shall have no vote.

Any 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.

## ANNUAL AND OTHER MEETINGS OF MEMBERS

25. The annual or any other general meeting of the Members shall be held at a location the head office of the Corporation or elsewhere in Ontario as the Board may determine and on such day as the Board shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and / or the 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 thereof, 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 the Corporation. 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 mail, telephone, email or social media ~~prepaid mail, facsimile, electronic mail or telegraph~~ ten (10) days or more before the time fixed for the holding of such meeting.

## FEES AND FINES

26. Each Member shall pay such membership fees and fines as shall be determined, from time to time, by the Board.



## **ERROR IN OMISSION IN NOTICE**

27. 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 the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive such notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. ~~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 such person's last address recorded on the books of the Corporation.~~

## **ADJOURNMENTS**

28. Any meetings of the Corporation or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum be present.

## **QUORUM OF MEMBERS**

29. A quorum for the transaction of business at any meeting of Members shall consist of at least five per cent (5%) of the then Regular Members present in person.

## **VOTING OF MEMBERS**

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

At all meetings of Members, every question shall be decided by a majority of votes of the Regular Members present and voting unless otherwise required by the by-laws of the Corporation, 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 Member. Upon a show of hands, every Regular Member shall have one vote, and unless a poll be demanded a declaration by the chairman of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation 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 such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Regular Members present in person and such poll shall be taken in such manner as the chair of the meeting shall direct and the result of such 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.

## **CHEQUES, ETC.**

31. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by

such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all blank forms or settlement of balances and release or verification slips.

## DEPOSIT OF SECURITIES FOR SAFEKEEPING

32. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, 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 the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board 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 thereof.

## NOTICE

33. Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided herein, such notice may be mailed, telephoned, emailed or posted through social media to the director, officer or Member of the Corporation. ~~given either personally or telegraphed or transmitted by facsimile or by electronic mail or by depositing same in a post office or a public letter box, in a prepaid sealed wrapper addressed to the director, officer or Member at the address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held sent at the time when same was deposited in a post office or public letter box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger, or if transmitted by facsimile or electronic mail shall be held to be sent at the time of transmission. For the purposes 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 the Corporation.~~ Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

## INDEMNIFICATION OF DIRECTORS AND OFFICERS

34. All directors or officers and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against,
- a) all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted

against such person for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by such person in or about the execution of the duties of the office; and

- b) all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.

## **CONFLICT OF INTEREST**

35. Should any matter of business on the agenda at an Executive, Board of Director or Sub-Committee meeting, affect, either of a personal or business nature, any director or sub-committee member, that director or sub-committee member shall declare the conflict or potential conflict of interest at the earliest of:
- a) Either the beginning of such meeting or discussion, or
  - b) At the first such time he/she should become aware of such conflict or potential conflict.

Unless otherwise directed by the quorum present, this declaration will be sufficient to constitute a Conflict of Interest and the director or sub-committee member shall abstain from any and all discussion at such time he/she should become aware of such conflict or potential conflict.

Should any director or sub-committee member fail to disclose a Conflict of Interest, for any reason whatsoever, during a discussion, count of votes, or the carrying on of League business and should this Conflict of Interest be subsequently brought to the attention of the Board of Directors, the Board of Directors shall have the authority, by way of motion, to request an immediate resignation from the individual or may call such special meeting of the Members to have such individual removed as a Director upon resolution of the Board of Directors.

Should any director or sub-committee member fail to disclose a Conflict of Interest, for any reason whatsoever, during a discussion, count of votes, or the carrying on of League business and should this Conflict of Interest be subsequently brought to the attention of any member of the League (in good standing), the member, by way of written notice, may call such special meeting of the members to have such individual removed as a director upon resolution of the Board of Directors. This meeting must be held prior to the next regularly scheduled Board of Directors meeting. This meeting will be open to all members of the League (in good standing), however only the elected members shall have a right of vote. The vote itself shall be done in camera (not in the general member's view, with no report being forwarded other than the outcome of the vote [non-specific]).

The foregoing provision(s) will not limit any member the right to exercise his/her rights under section 3, paragraph 2.