

BY-LAW NO. 1
BEING THE GENERAL BY-LAW OF
GUELPH YOUTH BASKETBALL ASSOCIATION
(hereinafter referred to as the "Corporation")

ARTICLE 1- INTERPRETATION

1.1 Definitions.

In this By-law, unless the context otherwise specifies or requires:

- (a) "Act" means the Corporations Act, R.S.O. 1990, chap. c.38 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "By-laws" means any By-law of the Corporation from time to time in force and effect;
- (c) "Capital Expenditures" means an expenditure made on behalf of the Corporation for an asset(s) which is subject to a Capital Cost Allowance as defined in the *Income Tax Act (Canada)*
- (d) "Honourary Member" means individual chosen from time to time by the board of directors to be Honourary Members based on that individual's past involvement with the Corporation and or youth basketball in the City of Guelph.
- (e) "Letters Patent" means the letters patent and any supplementary letters patent of the Corporation;
- (f) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.
- (g) "Registered Team Official" means a parent/guardian or team manager who has been designated by a particular team to act as the Registered Team Official.
- (h) "Registered Volunteer" means a volunteer of the Guelph Youth Basketball Association that fulfills a Volunteer Position.
- (i) "Special Resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Corporation duly called for that purpose or at an annual meeting, or, in lieu of such confirmation, by the consent in writing of all of the members entitled to vote at such meeting.
- (j) "Volunteer Position" means a position as determined from time to time by the board of directors as necessary and important to the operation of the Guelph Youth Basketball Association.

1.2 Interpretation.

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained herein and which are defined in the Act or the Regulations shall have the means given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 2- HEAD OFFICE

2.1 Head Office.

The head office of the Corporation shall be in the City of Guelph, in the Province of Ontario (subject to change by Special Resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

ARTICLE 3- DIRECTORS

3.1 Duties and Number.

The affairs of the Corporation shall be managed by a board of eleven (11) directors or such other number of directors as may be determined from time to time by Special Resolution.

3.2 Qualifications.

Every director shall be at least eighteen (18) years of age and shall be a member of the Corporation, or shall become a member of the Corporation within ten (10) days after election or appointment as a director, no undischarged bankrupt shall become a director nor shall a director serve more than three (3) consecutive terms in office.

3.3 First Directors.

The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected at the first meeting of members.

3.4 Election and Term.

Directors shall be elected and shall retire in rotation and at the first meeting of Members for the election of Directors after the date hereof (called the "first meeting"), not less than eleven (11) Directors shall be elected to hold office for the following terms:

- (a) not less than 5 Directors shall be elected for a term of 1 year from the date of the first meeting or until the Annual Meeting of Members immediately following the first meeting (called the "second meeting"); whichever first occurs;
- (b) not less than 6 Directors shall be elected for a term of 2 years from the date of the first meeting or until the second Annual Meeting of Members following the first meeting (called the "third meeting"), whichever first occurs; and,

At each Annual Meeting of Members after the first meeting, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of 2 years or until the second Annual Meeting of Members after his election, whichever first occurs.

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

3.5 Vacancies.

The office of a director shall automatically be vacated:

- (a) if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member of the Corporation
- (b) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) if the director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if the director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (e) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or
- (f) if the director dies.

3.6 Filling Vacancies.

A vacancy occurring in the board of directors shall be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any director by the members in accordance with paragraph 9(e) above, it may be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- (b) any other vacancy in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member;
- (c) otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized directors, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

3.7 Committees of the board.

The board of directors may from time to time appoint any committee or committees of the board, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. An officer appointed from among the board of directors shall sit on every committee of the board. Any such committee of the board may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any member of a committee of the board may be removed by resolution of the board of directors. The board of directors may fix any remuneration for the committee of the board members who are not also directors of the Corporation.

3.8 Sub-committees.

The board of directors may from time to time appoint any sub-committee or sub-committees, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. The board of directors may fix any remuneration for committee members.

3.9 Remuneration of Directors.

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

ARTICLE 4- MEETINGS OF DIRECTORS

4.1 Place of Meeting.

Meetings of the board of directors may be held at any place within or outside Ontario.

4.2 Notice.

A meeting of directors may be convened by the President, a Vice-President who is a director or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 15.1 of this By-law not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting of the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

4.3 Error or Omission in Giving Notice.

No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

4.4 Adjournment.

Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned

meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.5 Regular Meetings.

The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

4.6 Quorum.

The number of directors which shall form a quorum for the transaction of business shall be that which is set out in the Letters Patent or a Special Resolution of the Corporation and, in the event of no such provisions, a majority of the directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

4.7 Voting.

Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by at least six (6) votes. In case of an equality of votes, the President of the Corporation in addition to an original vote shall have a second or casting vote. In the event that the President is not present, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

Telephone Participation.

If all the directors of the corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

ARTICLE 5- POWERS OF DIRECTORS

5.1 Administer Affairs.

The board of directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

5.2 Expenditures.

Any Capital Expenditures less than \$100,000.00 shall be approved by the board of directors.

Any Expenditure Capital or otherwise which is greater than \$100,000.00 shall be approved by a majority of the members at a general meeting of the members which notice of the proposed expenditure has been given. The board of directors shall have power to authorize all other expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The board of directors shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

5.3 Borrowing Power.

The board of directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation
- (b) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immoveable property of the Corporation, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (d) delegate the powers conferred on the directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this by-law.

5.4 Fund Raising.

The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

5.5 Agents and Employees.

The board of directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the Corporation) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment.

5.6 Remuneration of Agents and Employees.

The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to an officer or officers of the Corporation.

ARTICLE 6- OFFICERS

6.1 Appointment.

The board of directors may annually or more often as may be required, appoint a President, Vice president of the Hustle Program, Vice President of the Phoenix Program, a Secretary and a Treasurer from among themselves. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

6.2 Vacancies.

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later.
- (b) the appointment of a successor;
- (c) that officer ceasing to be a director if such is a necessary qualification of appointment;
- (d) the meeting at which the directors annually appoint the officers of the Corporation;
- (e) that officer's removal;
- (f) that officer's death;
- (g) two consecutive years from the date that they were or elected or appointed.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

6.3 Remuneration of Officers.

The remuneration of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors (except that no officer who is also a director shall be entitled to receive remuneration for acting as such). All officers

shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

6.4 **Removal of Officers.**

Officers shall be subject to removal by resolution of the board of directors at any time, with or without cause.

6.5 **Powers and Duties.**

- (a) **President** The President shall be the chief executive officer of the Corporation. The President shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of the Chairperson of the board in the event that there is no Chairperson of the board, or where there is a Chairperson of the board and such person is absent or refuses to act.
- (b) **Vice President in charge** of the Phoenix Program shall assume the responsibility for direction and management of the travelling basketball teams of the Corporation.
- (c) **Vice-President in charge** of the Hustle Program shall assume responsibility for the direction and management of the recreational basketball division of the Corporation.
- (d) **Secretary.** The Secretary shall give or cause to be given notice for all meetings of the board of directors or committees of directors, if any, and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in Section 300 of the Act.
- (e) **Treasurer.** Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct. The Treasurer shall keep or shall cause to be kept the requisite books of account and accounting records. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

ARTICLE 7- FOR THE PROTECTION OF DIRECTORS AND OFFICERS

7.1 **For the Protection of Directors and Officers.**

Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation

through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

ARTICLE 8- INDEMNITIES TO DIRECTORS AND OTHERS

8.1 Indemnities to Directors and Others.

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it 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 which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof.

except such costs, charges or expenses as are occasioned by their own wilful neglect or default. The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

ARTICLE 9- CONFLICT OF INTEREST

9.1 Definitions

- (a) "Family Member" includes a parent, spouse, partner, child, sibling, uncle, aunt, niece, nephew, parents-in-law, sister or brother-in-law and includes a step relative of any of the foregoing;
- (b) "GYBA" for the purposes of this Article means the Corporation;

- (c) "GYBA Participants" includes any director, officer, employee or Member, agent or volunteer of GYBA, any member appointed to any committee of the board or subcommittee of the Board as may be established

9.2 Conflict of Interest Provisions

GYBA Participants shall not use or seek to use, their positions or employment with GYBA to:

- (a) Gain direct or indirect benefit for themselves or their Family Members;
- (b) Solicit or accept favours or economic benefits from any individuals, organizations or entities known to be seeking funding from GYBA;
- (c) Favour any person, organization or business entity.
- (d) Disclose any confidential information relating to any of the Programs or information gathered for the purposes of administering or delivering the Programs to any person or organization not authorized by law to have such information;
- (e) Benefit directly or indirectly in return for or in consideration for revealing confidential information;
- (d) Use confidential information in any private undertaking in which they are involved.

9.3 Gifts, Hospitality and Other Benefits GYBA

Participants must refuse gifts, hospitality or other benefits that could influence their judgment and performance of obligations under the Agreement. They must not accept, directly or indirectly, any gifts, hospitality or other benefits from:

- (a) Persons, groups or organizations dealing with GYBA;
- (b) Clients or other persons to whom they provide services in the course of their work for GYBA;
- (c) Applicants or recipients under any of the Programs being administered by GYBA.

9.4 Avoidance of Preferential Treatment

GYBA Participants shall not:

- (a) Grant preferential treatment in relation to any person, organization, Family Member or friend who may benefit from one of the Programs. GYBA Participants must avoid being obligated, or seeming to be obligated to any person or organization that might profit from special consideration.

- (b) Offer assistance in applying for funding or services being offered under the programs to any individual or entity where such assistance is outside the official role of GYBA Participants.

9.5 Employment Relationships

A member of the board of directors shall not be employed by GYBA. A Family Member of a member of the board of directors or of any officer of the GYBA shall not be employed by GYBA.

9.6 Declaration of Interest

Any GYBA Participant who is in any way directly or indirectly interested in any organization or person to whom the GYBA proposes to make a specific grant with any of the Transfer Payments shall declare such interest and shall not vote on any resolution to approve the making of such a grant. If any director or officer of GYBA, or if any Family member of a director or officer of GYBA has a material interest in any business that provides advice, goods or services to GYBA, the director or officer shall declare such interest to the board and shall not vote on any resolution relating to the matter. Any GYBA Participant apart from a director or officer who has a material interest in a contract or proposed contract with GYBA shall declare such interest to the board which shall determine whether such interest creates either an actual or perceived conflict of interest situation for GYBA. If the board determines that a conflict does exist, the board and GYBA Participant will rectify the conflict of interest.

9.7 Disclosure by directors of interests in contracts

Every director of a company who is in any way directly or indirectly interested in a proposed contract or a contract with the company shall declare his or her interest at a meeting of the directors of the company.

9.8 Time of declaration

In the case of a proposed contract, the declaration required by this section shall be made at the meeting of the directors at which the question of entering into the contract is first taken into consideration or, if the director is not at the date of that meeting interested in the proposed contract, at the next meeting of the directors held after he or she becomes so interested, and, in a case where the director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the directors held after he or she becomes so interested.

9.9 General notice

For the purposes of this section, a general notice given to the directors of a company by a director to the effect that he or she is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective

unless it is given at a meeting of the directors or the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the directors after it is given.

9.10 Effect of declaration

If a director has made a declaration of his or her interest in a proposed contract or contract in compliance with this section and has not voted in respect of the contract, the director is not accountable to the company or to any of its shareholders or creditors for any profit realized from the contract, and the contract is not voidable by reason only of the director holding that office or of the fiduciary relationship established thereby.

9.11 Confirmation by Shareholders

Despite anything in this section, a director is not accountable to the company or to any of its shareholders or creditors for any profit realized from such contract and the contract is not by reason only of the director's interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the shareholders duly called for that purpose and if the director's interest in the contract is declared in the notice calling the meeting.

9.12 Written Declaration of Interest

Each director of GYBA must obtain a written Conflict of Interest Declaration from the following people before entering into a relationship, arrangement, contract or agreement:

- (a) officer of GYBA
- (b) Any member appointed to a committee or subcommittee established by corporate by-law;
- (c) GYBA employees;
- (d) Any agent or partner of GYBA
- (e) Any member of a review or advisory team established by GYBA to review, assess or approve grant applications under the Programs; and
- (f) Every party with which GYBA enters into a relationship, arrangement, contract or agreement.

9.13 Each signed Declaration must contain the following information:

- (a) An acknowledgement by the declarant that he or she has read this Guideline and is required to comply with it;
- (b) An acknowledgement by the declarant that he or she has the responsibility to disclose to the board, in writing, all actual or perceived conflicts of interest that may exist while he or she is a GYBA Participant or for the duration of his or her relationship, arrangement, contract or agreement with GYBA;

- (c) A declaration as to whether he or she currently has either a conflict or a perceived conflict of interest and if so, a comprehensive written submission of the complete nature of the actual or perceived conflict of interest;

9.14 Form of Declaration of Interest

I hereby declare the following in regard to the Conflict of Interest Policy of GYBA:

1. *I have read the attached Conflict of Interest Policy of the Sport Alliance of Ontario.*
2. *I acknowledge that I am required to comply with the said Policy.*
3. *I acknowledge further that I have the responsibility to disclose to the Board of GYBA, in writing all actual or perceived conflicts of interest that may exist while I am a GYBA Participant or for the duration of my relationship, arrangement, contract or agreement with GYBA.*
4. *I agree to be bound by and to comply with the Conflict of Interest Policy. I agree to disclose to the GYBA Board in writing all actual or perceived conflicts of interest that may exist while I am a GYBA Participant or for the duration of my relationship, arrangement, contract or agreement with GYBA.*
5. *I have checked the appropriate box below and I hereby declare that all statements or declarations contained herein are true.*
 - I currently have no conflict of interest, nor am I involved in anything that may be considered to be a perceived conflict of interest as defined in the GYBA conflict of Interest Policy.*
 - I have a conflict of interest or a perceived conflict of interest as defined in the GYBA conflict of Interest Policy. A comprehensive list of all such conflicts or perceived conflicts is attached along with full particulars of all such conflicts or perceived conflicts.*

Dated: _____.

Signature: _____

Name: _____

ARTICLE 10- MEMBERSHIP

10.1 Members.

Membership in the Corporation shall be available to:

- (a) Registered volunteers;

- (b) Registered Team Officials;
- (c) the board of directors;
- (d) A member of a committee of the board or a sub-committee; and
- (e) Honourary Members;

10.2 Voting Members.

Only Members in good standing whose application for admission as a member has received the approval of the board of directors of the Corporation shall have the right to vote in person or by proxy at the annual or any other meeting of Members of the Corporation

10.3 Resignation.

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation.

10.4 Termination of Membership.

The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon death or dissolution of the member;
- (b) when the member's period of membership expires (if any);
- (c) when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
- (d) if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting; and
- (e) if the member ceases to be any one of: a Registered Volunteer, a Registered Team Official, a member of the board of directors, a member of any committee of the board or sub-committee or a Honourary Member.

10.5 Membership Dues.

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by a unanimous vote of the board of directors, which vote shall become

effective only when confirmed by a vote of the members at any annual or other general meeting. The Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Corporation.

ARTICLE 11- MEMBERS' MEETINGS

11.1 Annual Meetings.

Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Ontario or, in the absence of such determination, the place where the head office of the Corporation is located.

11.2 General Meetings.

Other meetings of the members may be convened by order of the President or by the board of directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the corporation is located. The board of directors shall call a general meeting of members on written requisition of not less than one-tenth of the members.

11.3 Notice.

Subject to Section 133(2) of the Act, ten (10) days' written notice shall be given in the manner specified in paragraph 15.1 to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

11.4 Waiver of Notice.

A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11.5 Error or Omission in Giving Notice.

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.

11.6 Quorum.

A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Letters Patent or any other by-law)

shall be persons present being not less than 20 in number and being or representing by proxy not less than 20 members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 56 with regard to notice shall apply to such adjournment.

11.7 Chairperson of the Meeting.

The President of the Corporation, is entitled to act as chairperson of the meeting, if the President is absent and there is no Vice-President present, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

11.8 Adjournment.

The chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

11.9 Votes.

Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes, the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled either in person or by proxy to vote at meetings of members of the corporation unless the member is a member in good standing.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

11.10 Proxies.

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

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

A person appointed by proxy must be a voting member.

Notwithstanding any other provision of this or any other by-law of the Corporation or of the Corporations Act (Ontario) and its regulations, no person shall hold the proxy of more than five (5) other Members and if that person is a Member that person shall not hold the proxy of more than four (4) other Members

A proxy may be in the following form:

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

DATED the ___ day of _____, 20__.

Signature of Member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by facsimile or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's

discretion accept telegraphic or cable or facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation and any votes given in accordance with such telegraphic or cable or facsimile or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

ARTICLE 12- CUSTODY AND VOTING SHARES AND SECURITIES

12.1 Voting Shares and Securities.

All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meeting of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

12.2 Custody of Securities.

All shares and securities owned by the Corporation shall be lodged (in the name of the corporation) with a chartered bank or a trust company or in safety deposit box or, if so authorized by resolution of the board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in bank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

ARTICLE 13- EXECUTION OF INSTRUMENTS

13.1 Execution of Instruments.

Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by any one of the President or a Vice-President together with any one of the Secretary or the Treasurer;

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and

instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immoveable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

ARTICLE 14- CHEQUES, DRAFTS, NOTES, ETC.

14.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

ARTICLE 15- NOTICES

15.1 Service.

Any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by electronic mail or sent by prepaid mail or by telegram or cable or facsimile to any such member or director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein, then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

15.2 Signature to Notices.

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

15.3 Computation of Time.

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of the Corporation the date of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

15.4 Proof of Service.

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 59 of this By-law and put into a Post Office or into a letter box. A certificate of an officer of the corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the corporation as the case may be.

ARTICLE 16- AUDITORS

16.1 Auditors.


The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the members or by the directors if they are authorized to do so by the members and the remuneration of an auditor appointed by the directors shall be fixed by the directors. The members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

ARTICLE 17- FINANCIAL YEAR

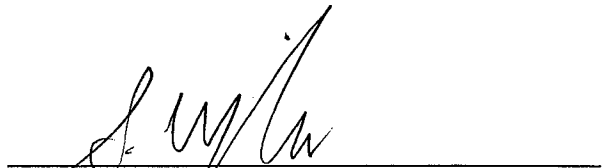
17.1 Financial Year.

The financial year of the Corporation shall terminated on the 30th day of June in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this 9th day of June, 2006.



Name: Tim Mau
Title: President



Name: Shawn Moynihan
Title: Secretary