

YORK SYNCHRONIZED SWIM CLUB

CONSTITUTION & BY-LAWS

CONSTITUTION

1. The name of the Association is "York Synchronized Swim Club".
2. The Objectives of the Association are to:
 - a. Provide well qualified coaches to its Members;
 - b. Provide competitive training to its Members;
 - c. Provide recreational introduction to synchronized swimming to its Members, together with the involvement and co-operation of the municipal Recreation Department(s), the Region of York and/or other community based endeavors;
 - d. Encourage its Members at all levels to set personal goals and to achieve personal excellence independently of competitive results;
 - e. Emphasize family involvement and volunteerism;
 - f. Provide a positive growth experience in all areas of life, and at all levels of ability; and
 - g. Work together with local swim clubs, local municipalities and the Region of York to secure a new deep pool facility.
3. The Mission of the Association is to encourage and facilitate the pursuit of excellence in the sport of synchronized swimming.

YORK SYNCHRONIZED SWIM CLUB - BYLAWS

ARTICLE I: GENERAL

- 1.1 Purpose - These Bylaws relate to the general conduct of the affairs of the York Synchronized Swim Club.
- 1.2 Definitions - The following terms have these meanings in these Bylaws:
 - a. Association - means York Synchronized Swim Club.
 - b. Auditor - means an individual who is not a Director, Officer or employee of the Association, who is appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting.
 - c. Board - means the Board of Directors of the Association.
 - d. Constitution - means a statement comprising the Association's objectives and missions.
 - e. Day - means a calendar day, whether or not such day falls on a weekend or a holiday.
 - f. Director - means an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - g. Member - means an individual who has fulfilled all the requirements set out in paragraph 2.2 hereof, and who is a member of the Association.
 - h. Officer - means an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
 - i. Ordinary Resolution - means a resolution passed by not less than a majority of the votes cast by the Board, Executive or Members.
 - j. Special Resolution - means a resolution passed by no less than two-thirds of the votes cast at a meeting of Members for which proper notice has been given.
 - k. Written Notice - means the notice described in Paragraph 8.1 hereof.
- 1.3 Head Office - The head office of the Association will be located at all times at such location within the Province of Ontario as shall be determined by resolution of the Board.
- 1.4 Corporate Seal - The Association may have a corporate seal, which may be adopted and may be changed by resolution of the Directors.
- 1.5 No Gain for Members - The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
- 1.6 Ruling on Bylaws - The Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.
- 1.7 Conduct of Meetings - Unless otherwise specified in these Bylaws, meetings of Members

and meetings of the Board will be conducted according to then current version of Roberts Rules of Order.

- 1.8 Interpretation - Words importing the singular will include the plural and vice versa; words importing the masculine will include the feminine and vice versa; and words importing persons will include bodies corporate.
- 1.9 Headings - The headings used in the Bylaws are inserted for convenience of reference only.

ARTICLE II: MEMBERSHIP

- 2.1 All Members shall be individuals.
- 2.2 Categories - The Association may have two (2) categories of membership:
 - a. Synchronized Swimmer - Any individual who is a pre-competitive, competitive or masters synchronized swimmer.
 - b. Honorary Member - An individual whom the Board, by majority vote, has determined has contributed greatly to the development or promotion of amateur synchronized swimming.

Admission of Members

- 2.3 Admission of Members - No individual or entity will be admitted as a Member unless:
 - a. The candidate Member has enrolled in the Association in such manner as may be prescribed by the Board from time to time.
 - b. 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
 - c. The candidate Member has paid Dues as prescribed by the Board, according to 2.5.

Membership Dues

- 2.4 Year - Unless otherwise determined by the Board, the membership year of the Association will be July 1st-June 30th.
- 2.5 Dues - Membership dues for all categories of Membership will be determined annually by the Board.

Withdrawal and Termination of Membership

- 2.6 Arrears - A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association.
- 2.7 Discipline - In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.
- 2.8 May Not Resign - A Member may not resign from the Association when the Member is not then in good standing.

Good Standing

- 2.9 Definition - A Member will be in good standing provided that the Member:
- a. Has not ceased to be a Member;
 - b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - c. Has completed and remitted all documents as required by the Association;
 - d. Has complied with the Constitution, Bylaws, policies and rules of the Association;
 - e. Is not subject to a disciplinary investigation or action by the Association, and or Synchro Ontario or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - f. Has paid all required membership dues.
- 2.10 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board, Discipline or Appeal Panels, 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.
- 2.11 All registration and program fees must be paid in full by April 30th of the then current membership year.
- 2.12 All monies owed during the membership year will be paid by June 30th of that year.
- 2.13 List of Members - No Member shall make or cause to be made a list of all or any of the Members, unless the person has filed with the Association an affidavit of such Member in the following form:

"
Province of Ontario) Form of Affidavit
) In the matter of
) YORK SYNCHRONIZED SWIM CLUB

I, of the of in the of
.....
make oath and say (or affirm):

1. I am a member of York Synchronized Swim Club.
2. I am applying to make a list of the members of York Synchronized Swim Club.
3. I require the list of members only for purposes connected with York Synchronized Swim Club; and approval from the board with its use
4. Sworn, etc."

ARTICLE III MEETINGS OF MEMBERS

- 3.1 Types of Meetings - Meetings of Members will include Annual General Meetings and Special Meetings.
- 3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10%) percent or more of the voting Members. The Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.
- 3.3 Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting and within six (6) months of the Association's fiscal year end.
- 3.4 Notice - Written notice of meetings of Members will be given to all Members at least thirty (30) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.
- 3.5 Agenda - The agenda for the Annual General Meeting will at least include:
 - a. Call to order
 - b. Establishment of Quorum
 - c. Appointment of Scrutineers

- d. Approval of the Agenda
- e. Declaration of any Conflicts of Interest
- f. Adoption of Minutes of the previous Annual Meeting
- g. Board, Committee and Staff Reports
- h. Report of Auditors
- i. Appointment of Auditors
- j. Business as specified in the meeting notice
- k. Election of new Directors
- l. Adjournment

- 3.6 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least fifteen (15) days prior to the meeting date or upon the sole discretion of the President or designate.
- 3.7 Quorum - five voting Members will constitute a quorum.
- 3.8 Closed Meetings - Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

- 3.9 Voting Privileges - Members will have the following voting rights at all meetings of Members:
 - a. Synchronized Swimmers eighteen years of age and older may attend meetings of Members and are entitled to one (1) vote.
 - b. Synchronized Swimmers seventeen years of age and younger may attend meetings of Members and are entitled to (1) vote provided that their vote shall be exercised by their parent/guardian who is present at that meetings.
 - c. Honorary Members may attend meetings of Members and are entitled to one (1) vote.
- 3.10 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

Proxy Voting

- 3.11 Every Member entitled to vote at a meeting of Members may by means of a proxy appoint a person, who must be a member in good standing, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.
- 3.12 Execution and termination - A proxy shall be executed by the Member, and ceases to be valid one year from its date or such earlier date as is set out in the proxy.

- 3.13 Contents - A proxy shall contain: its effective date or dates; the date it is signed; the appointment and name of the nominee; the revocation of a former proxy, if required by the grantor of the proxy; and any restrictions, limitations or instructions as to the manner in which the proxy is to be voted.
- 3.14 Revocation - A proxy may be revoked by instrument in writing executed by the Member, and deposited either at the head office of the Association at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used or with the chair of such meeting on the day of the meeting, or adjournment thereof, and upon either of such deposits the proxy is revoked.
- 3.15 Time limit for deposit - The directors may by resolution fix a time not exceeding forty-eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of shareholders before which time proxies to be used at that meeting must be deposited with the Association or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.
- 3.16 Determination of Votes - Votes will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those Members voting; PROVIDED that the Board may, though shall not be compelled to, at any time, and from time to time, institute voting by remote electronic means for any meeting of the Board or the Members.
- 3.17 Majority of Votes - Except as otherwise provided in these Bylaws, the majority of votes cast at the meeting will decide each issue. In the case of a tie, the issue is defeated.
- 3.18 The opportunity for an open forum meeting will be made available to all Members, by the Board, on a regular basis.

ARTICLE IV: GOVERNANCE

Composition of the Board

- 4.1 Directors - The Board of the Association shall consist of the following:
- a. President;
 - b. Vice-President - Human Resources
 - c. Vice-President - Finance
 - d. Secretary
 - e. Vice-President-of Communications
 - f. Vice-President-of Fundraising

And may have up to FOUR (4) Directors at Large

Election

- 4.2 Eligibility - Any Member who is eighteen (18) years of age or older, who has the power under law to contract and is a Member in good standing may be nominated for election as a Director; PROVIDED that at any and all times, only one member of any one family may be a member of the Board.
- 4.3 Nominations - The Secretary will be responsible to solicit nominations for the election of the Directors.
- 4.4 Nomination - Any nomination of an individual for election as a Director shall include the written consent of the nominee; and shall be submitted to the Secretary at least fifteen (15) Days prior to the Annual General Meeting. Nominations positions will be accepted from the floor if the position remains open.
- 4.5 Incumbents - Individuals currently on the Board wishing to be re-elected must be nominated for re-election.
- 4.6 Circulation of Nominations - Valid nominations received by the Secretary and new business submitted under Section 3.6 shall be circulated to voting Members at least seven (7) Days prior to the Annual general Meeting.
- 4.7 Election - The election of Directors will take place annually at the Annual General Meeting as follows:
- a. The Vice-President of Finance, Secretary and Vice –President of Human Resources and a maximum of Two (2) Directors at Large, if any, will be elected by the membership at the Annual General Meeting held in odd numbered years.
 - b. The President, Vice-President of Communications and Vice-President of Fundraising and a maximum of two (2) Directors at Large, if any, will be elected by the membership at the Annual General Meeting held in even numbered years.
- 4.8 Decision - Elections will be decided by majority vote of the Members in accordance with the following:
- a. One Valid Nomination - Winner declared by acclamation.
 - b. Two or More Valid Nominations - Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board by resolution.

- 4.9 Terms - Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office.

Resignation and Removal of Directors

- 4.10 Resignation - A Director may resign from the Board at any time by presenting his or her Written Notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

- 4.11 Vacate Office - The office of any Director will be vacated automatically if:

- a. The Director is found by a court to be of unsound mind,
- b. The Director becomes bankrupt,
- c. The Director is not a Member; or
- d. The Director dies.

- 4.12 Removal - A Director may be removed by two-thirds vote of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given Fifteen (15) Days written notice of and the opportunity to be present and to be heard at such meeting.

Filling a Vacancy on the Board

- 4.13 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board will appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

- 4.14 Call of Meeting - The meetings of the Board will be held at any time and place as determined by a majority of the Board or the President.

- 4.15 Notice - Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) Days prior to the meeting. No Notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

- 4.16 Number of Meetings - The Board will hold a minimum of four (4) meetings per year.
- 4.17 Quorum - At any meeting of the Board, quorum will consist of fifty percent plus one of the voting Directors holding office.
- 4.18 Voting - Each Director is entitled to one vote. Voting will be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. Resolutions will be passed by a majority of the votes cast being in favor of the resolution. In the event of a tie, the President is entitled to a second vote to decide the resolution.
- 4.19 Closed Meetings - Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.20 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

- 4.21 Powers of the Association - Except as otherwise provided in these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
- 4.22 Managing the Affairs of the Association - The Board may make policies, procedures, and manage the affairs of the Association in accordance with these Bylaws.
- 4.23 Discipline - The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- 4.24 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.
- 4.25 Employment of Persons - The Board may employ or engage under contract such persons, as it deems necessary to carry out the work of the Association.
- 4.26 Borrowing Powers - The Board may borrow money upon the credit of the Association, as it deems necessary.

ARTICLE V: OFFICERS AND COMMITTEE

- 5.1 Composition - The Officers will be comprised of the President, Vice-President -Finance, Vice-President - Human Resources, Vice-President –of Communications and Secretary and a maximum of four Directors at large. They must agree to submit to a Police Screen.
- 5.2 Duties - The duties of Officers are as follows:
- a. The President will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Annual and General Meetings of the Association and at meetings of the Board and the Executive Committee, will be the official spokesman of the Association, oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board.
 - b. The Vice-President-Finance will attend all meetings of the Board, will keep proper accounting records; will cause to be deposited all monies received by the Association in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when required will provide the Board with an account of financial transactions and the financial position of the Association, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
 - c. The Vice-President - Human Resources will attend all meetings of the board and negotiates, with VP Finance, President and Head Coach, the terms of all coaching contracts, both competitive and recreational including pay scales. Assists in the recruitment volunteers for the Board and other positions within the Club. Oversees coordination of volunteer positions and tracking of points. Determine Resources available in the club that can be utilized. Possess strong communication skills, maintains high level of confidentiality, ability to present in a public forum.
 - d. The Secretary will attend all meetings of the Board and be responsible for the documentation of all amendments to the Association's Constitution and Bylaws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings of Members, the Board and Committees of the Association and will perform such other duties as may from time to time be established by the Board.
 - e. The Vice-President of Fundraising will attend all Board meetings and will be principally responsible for all aspects of fundraising events and will perform such duties as may from time to time be established by the Board.
 - f. The Vice-President of Communications will attend all meeting of the Board and will be principally responsible for all communication, new releases: advertising, and internet presence for the Association, an will perform such other duties as may from time to time be established by the Board.
 - g. Directors at large who will attend all the meeting s of the Board, and will perform such duties as may from time to time be established by the Board.
- 5.3 Removal - An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting 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.

Committees

- 5.4 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association 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 these Bylaws.
- 5.5 Quorum - A quorum for any committee will be the majority of its voting members.
- 5.6 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.
- 5.7 Vacancy - when a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 5.8 President Ex-officio - The President will be an ex-officio (non-voting) member of all Committees of the Association.
- 5.9 Removal - The Board may remove any member of any Committee.

Remuneration

- 5.10 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

- 5.11 Conflict of Interest - A Director, Officer or a 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 Association 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.

ARTICLE VI FINANCE AND MANAGEMENT

- 6.1 Fiscal Year - The fiscal year of the Association will be July 1 to June 30th, or such other period as the Board may from time to time determine.

- 6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.
- 6.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Association. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.
- 6.4 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.
- 6.5 The books and records of the Association may be inspected by any Member at the annual General Meeting, or, at any time upon giving reasonable notice and arranging a time satisfactory to the VP Finance having charge of same, with the exception of paid staff. Each member of the Executive shall, at all times, have access to such books and records.
- 6.6 The minutes of proceedings at meetings of Members, and the documents and registers of the Association, shall, at the place or places where they are kept, be open to inspection by the Members.
- 6.7 Signing Authority - All written agreements and financial transactions entered into in the name of the Association will be signed by a minimum of two individuals of the Board as decided by the Board members. The Board may authorize other persons to sign on behalf of the Association.
- 6.8 Prior to spending or committing to the use of any surplus or reserve funds, whether accumulated in the current year or in prior years, the Executive shall notify the Members of the amount and the purpose of the proposed expenditure, and shall give Members 7 days to request either an open forum meeting with the Executive, or that the President call a special meeting of Members, before such expenditures can be made or committed. In the event that an open forum meeting or a special meeting is requested by any Member, such meeting shall be held before such expenditures can be made or committed.
- 6.9 Prior to completing or committing to an extraordinary expenditure of more than \$1000.00, whether paid at once or by installment, the Executive shall notify the Members of the amount and the purpose of the proposed expenditure, and shall give the Members 7 days to request either an open forum meeting with the Executive, or that the President call a special meeting of Members before such expenditure can be made or committed. For this paragraph, an extraordinary expenditure shall be an expenditure that has not been set out in the Association's proposed budget for the then current year, and is not part of a recurring operating expense such as salaries, pool rentals, equipment purchases or repairs and meet fees, and shall include increases in budgeted amounts.
- 6.10 Large Expenditures - Expenditures of the Association over five thousand dollars will be pre-

approved by the Members by resolution at a Special Meeting called for such purpose.

- 6.11 Property - The Association 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.

- 6.12 All expenses incurred by Directors or Members shall be approved by a majority vote of the Executive board, and all said expenses in excess of \$250 must be pre-approved by the Board. All Expenses incurred by Executive or Members on behalf of the Association must be submitted for payment to the Vice President Finance with appropriate documentation (e.g.: receipts). The Association is not responsible for unauthorized expenses.

ARTICLE VII AMENDMENT OF BYLAWS

- 7.1 Voting - These Bylaws may only be amended, revised, repealed or added by a majority vote of the Board. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

ARTICLE VIII NOTICE

- 8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

- 8.2 Date of Notice - The effective date of any Written Notice shall be:
 - a. where the notice is hand-delivered, delivered electronically, or by courier, the Day after which the Written Notice is received; and
 - b. where the Written Notice is delivered by ordinary mail, five Days after the date the mail is post-marked.

- 8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or 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 IX DISSOLUTION

- 9.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the

Association as determined by the Board.

ARTICLE X INDEMNIFICATION

- 10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators 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 or Officer.
- 10.2 Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 10.3 Insurance - The Association will, at all times, maintain in force such directors and the Board may approve officers liability insurance.

ARTICLE XI - DISBURSEMENT OF PROCEEDS FROM FUNDRAISING ACTIVITIES

- 11.1 The Association shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Association shall be used in promoting its objectives.
- 11.2 None of the Members nor the Executive shall directly or indirectly receive any gain or other profit or financial benefit from the Association.
- 11.3 All proceeds received or earned by the Association from the proceeds of licensed lottery events shall only be used for those purposes specifically permitted from time to time by the Alcohol and Gaming Commission of Ontario.
- 11.4 Upon the dissolution of the Association, all of its then remaining assets and property held or acquired from the proceeds of licensed lottery events, including, without limitation, all monies held in any lottery trust accounts maintained by the Association, and property purchased with lottery proceeds, shall be distributed only to charitable organizations that are eligible to receive lottery proceeds in the Province of Ontario.

ARTICLE XII ADOPTION OF THESE BYLAWS

- 12.1 Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.
- 12.2 Adoption by Board - These Bylaws are adopted by the Board at a meeting of the Board duly called and held on _____.

President

Secretary

12.3 Ratification-These Bylaws are ratified by a two third affirmative vote of the members present and entitled to vote at a Meeting of Members duly called and held on _____.

President

Secretary