



## BY-LAW No. 1

A by-law relating generally to the transaction of affairs of

### **DART PLAYERS SOCIETY OF ONTARIO**

BE IT ENACTED as a by-law of Dart Players Society of Ontario as follows:

#### **1. HEAD OFFICE**

The Head Office of the Corporation shall be in the city of Brampton, in the Province of Ontario, or at such place therein as the directors may from time to time determine.

#### **2. SEAL**

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

#### **3. TRADE NAME**

It is recognized herein that the corporation is a successor to Darts Ontario. It is further recognized that The Dart Players Society of Ontario shall carry on business in the name of Darts Ontario.

#### **4. BOARD OF DIRECTORS**

A board of no more than seven (7) directors shall manage the affairs of the Corporation. They shall be the President, General Secretary, 1<sup>st</sup> Vice-President, Youth Program Director, Treasurer, Adult Program Director and Membership Director. They shall upon their election to office by the members at the annual general meeting (\*\* Exception will be the Youth Director who will be elected on the weekend of the Youth Provincial Championships) become the board of directors of the Corporation. They shall remain directors notwithstanding they cease to occupy one of the offices herein before set forth until removed by the members as hereinafter set forth or otherwise cease to be a director. Each director at the time of his election must be a member in good standing of the Corporation. If there is no member elected from a geographic region (Central – Eastern – Western), then the executive can appoint someone to represent the executive in that area.  
**\*\* Amended April 17, 2003**

Each director shall be elected to hold office for a term of two (2) years by the members present at the Annual General Meeting. The term of office shall commence the 1st day of July following his becoming a director, or until a successor shall have been duly elected or appointed. The election of a replacement director(s) may be by a show of hands unless a ballot be demanded by seventy-five (75%) of the members present.

#### **5. VACANCIES, BOARD OF DIRECTORS**

Vacancies on the board of directors, other than a vacancy created by the removal of a director pursuant to paragraph 4, may be filled by one of the current directors, so long as there is a quorum of directors from among the remaining members of the board. This is provided the appointed member shall also serve in the office held by the vacated director as well as their own. Otherwise such vacancy shall be filled at the next annual meeting of the members, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

#### **6. QUORUM AND MEETINGS, BOARD OF DIRECTORS**

Directors meetings shall be held at an agreed upon location by the board at least once a month, the day and time to be set by the executive in office July 1st each year. Notice of change of meetings shall be delivered, telephoned or faxed not less than three (3) days before the meeting is to take place or shall be mailed to each director not less than five (5) days before the meeting is to take place. The statutory deceleration 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 any additional meetings at an hour to be named.

A director's meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

Three (4) directors present in person shall constitute a quorum for the transaction of business of the board of directors.

#### **7. ERRORS IN NOTICE, BOARD OF DIRECTORS**

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

#### **8. VOTING, BOARD OF DIRECTORS**

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at such meetings shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

## **9. POWERS**

The directors of the Corporation may administer the affairs of the Corporation in all things. Any kind of contract which the Corporation may lawfully enter into and all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

The directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of any of the following. Any warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

The directors of the Corporation may, repeal and amend the by-laws of the Corporation as may be necessary from time to time.

## **10. REMUNERATION OF DIRECTORS**

The directors shall receive no remuneration.

## **11. CHAIRMAN OF THE BOARD**

The directors shall upon being elected to office, elect a chairman of the board to hold office for a period of two (2) years from the date of such election.

## **12. OFFICERS OF THE CORPORATION**

There shall be the President, General Secretary, First Vice-President, Youth Program Director, Treasurer, Adult Program Director and Membership Director. One person may hold more than one office except the offices of President and First Vice-President. All officers will be elected at the annual general meeting (\*\* Exception will be the Youth Director who will be elected on the weekend of the Youth Provincial Championships) unless appointed as otherwise herein set forth, for a term of two (2) years, commencing on the 1st day of July following the date of the general election. \*\* *Amended April 17, 2003*

No person shall be elected or appointed as President of the Corporation, unless she or he has served at least one complete term as an officer or director of the Corporation. Service as an officer and or director of Darts Ontario will qualify for the one term service requirement.

## **13. DUTIES OF PRESIDENT AND FIRST VICE-PRESIDENT**

The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors.

The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation.

The President with the General Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. In the absence of the President, the First Vice-President or General Secretary may exercise his duties and powers. Or by a director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

The President shall be responsible for all executive appointments, long range planning, delegation and investigation, sponsorship. The President shall chair all meetings. The President shall be the Provincial Director of the National Darts Federation of Canada. The President shall approve the agenda for all meetings and shall be the liaison with the Ministry of Culture and Recreation, the Ministry of Sport and whatever government intervention is required.

## **14. DUTIES OF GENERAL SECRETARY**

The General Secretary shall in the absence of the First Vice-President assume the role of President and represent the President when delegated to do so. The General Secretary shall be responsible for all correspondence, maintaining copies of all information on the files of the Corporation.

The General Secretary shall make the meeting arrangements, establish an information committee, is responsible for all hotel reservations and league liaison with the Affiliate Director. The General Secretary shall be the information officer for the Corporation and provide assistance and contact to the general public, as well as being the main correspondent with the National Darts Federation of Canada, (hereinafter referred to as the "NDFC").

In addition, the General Secretary shall be responsible for all books, papers, records, correspondence, contracts and other documents belonging to the Corporation.

## **15. DUTIES OF TREASURER**

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account. He shall deposit all moneys in the name and to the credit of the Corporation in such bank or the board of directors may from time to time designate banks as required.

He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper receipts. He shall report to the board of directors at the regular meetings, or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation.

He shall also perform such other duties as may from time to time be determined by the board of directors. The Treasurer shall without limiting the generality of the foregoing, assist with all zone shoots, collection of annual dues and memberships, shall sanction all dart activities where appropriate. The Treasurer shall be responsible with the General Secretary for keeping an inventory of all equipment, annual awards, etc. of the Corporation.

## 16. DUTIES OF OTHER OFFICERS

**The Youth Program Director** shall be responsible for all Youth Darts Programs, League Liaisons, Zone Championships, Provincial Championships and communicating with President, General Secretary and National Darts Federation of Canada Youth Development Director.

**The Adult Program Director** shall be responsible for all Adult Zone Programs, Provincial Championships and communicating with the President, General Secretary and/or Provincial Director.

**The Membership Director** shall have the responsibility for processing and submitting all membership information to the N.D.F.C. Membership Director and for assuming duties as assigned and assist in all programs as required.

## 17. GENERAL ITEMS

The immediate Past President shall have an honorary advisory position as an officer of the Corporation for one term only. The immediate Past President will not be eligible to vote at any meeting of the officers of the Corporation.

A director may be removed from the board, with a 2/3 (two-thirds) majority vote for the following reasons.

Absent or have not submitted a written report for two (2) consecutive meetings, without a valid reason.

Has acted in a manner inconsistent with the aims, objectives and standards of the Corporation.

## 18. EXECUTION OF DOCUMENTS

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

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, First-Vice President, and Treasurer or by any person authorized by the board.

Any Director, or any person or persons, from time to time designated by the board of directors may act on behalf of the Corporation to negotiate contracts and sponsorship. These will not be final and binding until accepted by the majority of the board.

## 19. BOOKS AND RECORDS

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the corporation or by any applicable statute or laws are regularly and properly kept.

## 20. MEMBERSHIP

The membership shall consist of any Ontario resident who by paying the appropriate fees, agrees to conform to the by-laws, resolutions and rules of the Corporation as enacted and amended from time to time. Each member on payment of the appropriate fees will also become members of the National Darts Federation of Canada.

Members may resign by resignation in writing, which shall be effective upon acceptance thereof by the board of directors. In the case of a resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member of the Corporation prior to the acceptance of the member's resignation.

Membership cards will be dated from the 1st day of October in the year the member joins to the last day of September, regardless of the date the member actually joins the Corporation. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

## 21. DUES

Membership and entry fees, etc. will be decided at an appropriate and reasonable figure by majority vote of the board of directors after reviewing proposed budgets for upcoming year. The membership will be informed of the dues and fees to be paid by them in the current season's program packages.

## 22. ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual meeting of the members shall be held on the weekend of the Adult Provincial Championship. The meeting will be held at 1:00 o'clock in the afternoon on Good Friday of each year.

At every annual meeting, in addition to any other business that may be transacted the following reports will be presented;

Report of the directors responsible for programs; the previous years financial report; \*\* the current years interim financial report and the Presidents Report.      **\*\* Amended April 17, 2003**

All motions placed before the general members shall be decided by a majority of the votes cast. In the case of an equality of votes the chairman of the board shall then have the casting of the deciding vote. Only those items, which have been submitted in writing to the General Secretary not less than thirty (30) days prior to the meeting, shall be on the agenda.

The board of directors or the President shall have the power to call, at any time, a general meeting of the members of the Corporation. No public notice' or advertisement of member' meetings, shall be required. Notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, telefax or telegraph, thirty (30) days before the time fixed for the holding of such meeting.

## 23. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any 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. Any member may at any time waive notice of any such meeting and may rectify, approve and confirm any or all proceedings taken or had thereat. For the purposes of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

#### **24. ADJOURNMENTS**

Any meetings of the Corporation or of the directors 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 such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### **25. QUORUM OF MEMBERS**

A quorum for the transaction of business at any meeting of members shall consist of not less than twelve (12) members other than the directors, present in person; provided that in no case can any meeting be held unless there are three members present in person.

#### **26. VOTING OF MEMBERS**

Subject to the provisions, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members are entitled to one vote. No member shall be entitled to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by majority of the votes of the members present in person 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 seventy-five per cent of the members present. Upon a show of hands, every member having voting rights shall have one vote. A declaration by the Chairman that a resolution has been carried or not carried unless a poll is demanded. An entry will be made in the minutes of the Corporation shall be admissible in evidence as proof of the fact without proof of the number or proportion of the votes accorded in favor 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 members present in person. A poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

#### **27. FINANCIAL YEAR**

Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 30th day of June in each year.

#### **28. AFFILIATED LEAGUES**

It is recognized that the Leagues Affiliated with Darts Ontario now have bi-annual meetings and all items referring to the Affiliate program are presented, resolved and voted at these meetings. *\* Amended March 29, 2002*

#### **29. CHEQUES, ETC.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by any two of the President, First Vice-President, Treasurer or General Secretary. The officers and directors of the Corporation are entitled for reimbursement of all expenses incurred, and approved by the officers and/or directors for meetings attended. All claims must be supported by receipts and previously authorized by the officers and/or directors. Any member, officer or director in receipt of money, which is the property of the Corporation, shall turn same into the Corporation within 48 hours of the receipt thereof. Failure to so do shall vitiate any indemnification herein provided.

#### **30. DEPOSIT OF SECURITIES FOR SAFEKEEPING**

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 of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such director(s) of the Corporation.

#### **31. NOTICE**

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise the member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communications. A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communications shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

#### **32. ELECTION OF OFFICERS**

Each member in good standing with the Corporation, is eligible to send in a list of nominees for each of the officers positions, provided that such nominee / candidate has been duly seconded by a member in good standing of the Corporation. The General Secretary must receive all nominations, no less than thirty (30) days prior to the annual general meeting of the Corporation, together with a profile with experience and relevant skills for the position if not a current member of the executive.

\*\* Nominations for Youth Director must be received 30 days prior to the Youth Provincial Championship's; profile etc must also be supplied. *\*\* Amended April 17, 2003*

\*\*\* Election of officers scheduled for AGM 2005 be waived until 2006 if Ontario is awarded to hosting of the 2006 National Championships. This will ensure that the executive that have put in the bid and negotiated possible sponsorship follow through to the end of the event.

*\*\*\* Amended April 10, 2004*

\*\*\*\* Nominations & profiles can be mailed, faxed or sent by e-mail to the General Secretary. All members sending a nomination MUST follow up with a phone call to confirm receipt by the General Secretary. *\*\*\*\* Amended March 25, 2005*

\*\*\*\*\* Each candidate standing for election has the right to have a personal representative present to witness the count of the ballots by the official scrutinizer's appointed by the executive (one each from East / West / Central). \*\*\*\*\* **Amended April 14, 2006**

### **33. NATIONAL DARTS FEDERATION OF CANADA**

It is agreed and understood and recognized by the Corporation, that it shall maintain an affiliation with the National Darts Federation of Canada and in conjunction therewith, it is agreed and understood that the directors may by resolution adopt those items of the constitution of the National Darts Federation of Canada, which are not covered under the terms of the by-law hereof.

### **34. AMENDMENTS**

All amendments or alterations made to the by-laws of the Corporation by the board of directors shall be placed for confirmation and approval at the next annual general meeting of the Corporation. The by-laws may be amended or altered at an annual meeting. Notice of the proposed amendment must be in the hands of the General Secretary, no less than thirty (30) days before the annual general meeting. All changes passed at an Annual General Meeting become effective July 1<sup>st</sup> of the same year.

### **35. SUSPENSIONS AND EXPULSIONS**

Any members of the Corporation violating the constitution or by-laws or refusing to abide by the decisions of the officers or directors may be expelled or suspended. The officers may remove any individual from the membership register upon being satisfied that the individual has deliberately degraded the name of the Corporation or its representatives and/or exhibited un-sportsman like or un-desirous conduct. The President will direct any charges against an individual to the suspended party in writing. Any suspended party may request an appeal hearing before the directors within thirty (30) days of suspension date. The decision of the directors, following the hearing, shall be communicated in writing to the person charged. The decision of the directors shall be final. All letters must be sent by registered mail, signature courier or may be delivery or in person as long as an additional individual is present.

Any appeals must be returned by signature delivery or in person, with witness, to the President, within thirty (30) days, of receiving the original registered letter. A refusal to sign for a registered letter will be regarded as, "Actually Served" and will nullify the thirty (30) day appeal procedure. Any member requesting an appeal that fails to notify the General Secretary in a timely manner that they will be unable to attend or does not appear at the appeal will be responsible for any costs incurred in setting the meeting. The individual will be ineligible for membership until these costs are paid in full. **\*\* Amended April 10, 2004**

### **36. CONFLICT OF INTEREST**

It shall not be deemed to be a conflict of interest if any member derives an income from the direct sale of darts and related supplies or any other participation in/or with the sport of darts. Any member that utilizes his or her position as a member of the Corporation, or in particular as a member of the board of directors and/or officer of the Corporation in a manner not in the best interests of the Corporation, will be guilty of a conflict of interest and may be subject to suspension and expulsion.

### **37. LIMITATION OF LIABILITY**

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency or title to any property acquired 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 the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error or judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

Except as provided in the Act, every director and officer of the Corporation, every former director or officer of the Corporation and those who acted as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, at the request of the Corporation and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal and administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- a) He acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

### **38. INTERPRETATION**

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or masculine gender shall include the plural number or feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

***Original by-law presented and accepted, with relevant changes & typos corrected, by the members of the Annual General Meeting March 29, 1991. Revised constitution, with amendments from floor accepted April 21, 2000. All future amendments are noted by date at the item.***