

# **DART PLAYERS SOCIETY OF ONTARIO**

## BY-LAW NUMBER 2010 - 1

A By-Law relating generally  
to the conduct of the affairs of  
Dart Players Society of Ontario

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**WHEREAS** the Corporation was incorporated by Letters Patent issued under the Act and dated the 30<sup>th</sup> day of January, 1991.

**AND WHEREAS** it is considered expedient to enact a General By-Law relating generally to the conduct of the affairs of the Corporation;

**BE IT THEREFORE ENACTED** as a By-Law of the Corporation as follows:

**1. INTERPRETATION**

**1.1 Meaning of Words**

In this By-Law and all other By-Laws and resolutions of the Corporation unless the context otherwise requires:

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 "Act" means the *Corporations Act*, R.S.O. 1990, Chapter C.38, and any statute amending or enacted in substitution therefore, from time to time;
- 1.1.4 "Board" means the Board of Directors of the Corporation;
- 1.1.5 "By-Law" or "By-Laws" means this By-Law and any other By-Law of the Corporation that may be in force;
- 1.1.6 "Committee" means any Committee established by the Board pursuant to Article 11;
- 1.1.7 "Corporation" means Dart Players Society of Ontario (which carries on business as Darts Ontario);
- 1.1.8 "Director" means a person who has been elected to the office of Director in accordance with Article 5, or appointed to fill a vacancy in the office of Director in accordance with section 5.6;
- 1.1.9 "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.1.10 "Member" means a person who has been admitted as a Member in accordance with Article 4;
- 1.1.11 "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 called for that purpose.

**1.2 Corporations Act Terms**

All terms defined in the Act have the same meanings in this By-Law and all other By-Laws and resolutions of the Corporation.

## 2. HEAD OFFICE

The head office of the Corporation shall be the address of the General Secretary, or at such place in the province of Ontario as the Board may from time to time determine to be approved by special resolution.

## 3. SEAL

The seal which is impressed in the margin hereon shall be the corporate seal of the Corporation.

## 4. MEMBERSHIP

### 4.1 Composition

Membership in the Corporation shall consist of such persons as are admitted as Members by the Board.

### 4.2 Classes

There shall be three classes of membership in the Corporation:

- 4.2.1 Ordinary Members.
- 4.2.2 Affiliate League Members
- 4.2.3 Lifetime Members

### 4.3 Applications

Unless otherwise determined by the Board, applicants for membership in the Corporation shall be admitted as Ordinary or Affiliate League Members on the following conditions:

- a) payment of the prescribed fee.
- b) Proof of residency in the province of Ontario
- c) Agreement to adhere to the By-laws, policies, rules and resolutions of the Corporation as enacted and amended from time to time by the Board.
- d) The person is not currently under suspension from Darts Ontario in accordance with section 4.8.

### 4.4 Honourary Members

There is no provision for honourary members.

### 4.5 Voting Classes

No person who is not an Ordinary or Lifetime Member shall be entitled to vote in any proceedings of the Corporation. No member shall be entitled to vote at any proceedings of the Corporation unless he or she has paid all dues, fees or assessments owing.

### 4.6 Holding Office

No person who is not Ordinary or Lifetime Member shall be qualified to hold office in the Corporation as a Director.

#### 4.7 Transfer of Membership

Except for the transfer of membership from one class to another as otherwise provided in the By-Laws of the Corporation, if at all, a membership in the Corporation is not transferable.

#### 4.8 Revocation or Suspension of Membership

Any member using physical violence, uttering verbal threats against other members will be subject to a disciplinary hearing within 21 days of the alleged incident.

Notwithstanding the foregoing, any Member who violates the constitution or By-Laws of the Corporation may be expelled or suspended in accordance with the findings of the Disciplinary Committee (subject to review by the Appeals Committee if an appeal is sought).

Members may be expelled or suspended for any length of time determined by the Disciplinary Committee provided the policy and procedure for such suspensions is in accordance with the suspension policy and procedures set forth below in keeping with the principles of natural justice.

##### 4.8.1 Disciplinary and Appeals Process

All Disciplinary actions and appeals proceedings shall be conducted in accordance with the Darts Ontario Disciplinary Procedures.

##### 4.8.2 Members' Rights.

All Members are entitled to the benefit of the following principles of natural justice.

4.8.2.1 The right to know all details of the case against you

4.8.2.2 The right to a hearing before a decision is made

4.8.2.3 The right to impartial and unbiased decision-makers

4.8.2.4 The right to an appeal

4.8.2.5 The right to know the reasons for the decision

##### 4.8.3 Disciplinary Committee

The Disciplinary Committee shall be made up of the following:

4.8.3.1 Vice President

4.8.3.2 Membership Director

4.8.3.3 Youth Director

4.8.3.4 Three (3) zone directors – 1 from each region (East, West, Central)

4.8.3.5 Members at large as required with a minimum of one (1) and the addition of more if required if it is determined by the Board that there is a conflict of interest and one (1) or more committee members are required to step down.

4.8.3.6 The President (in a non-voting, ex-officio capacity)

#### 4.8.4 Appeals Committee

The Appeals Committee shall be made up of the following:

- 4.8.4.1 Treasurer
- 4.8.4.2 General Secretary
- 4.8.4.3 Adult Director
- 4.8.4.4 Three (3) zone directors – 1 from each region (East, West, Central)
- 4.8.4.5 Members at large as required with a minimum of one (1) and the addition of more if required if it is determined by the Board that there is a conflict of interest and one (1) or more committee members are required to step down.
- 4.8.4.6 The President (in a non-voting, ex-officio capacity)

#### 4.8.5 General

- 4.8.5.1 Members of the Board cannot sit on either of the aforementioned committees if a member from their own zone or region is involved in the hearing
- 4.8.5.2 Except for the above, Members of the Board cannot refuse appointment to either committee and must be prepared to meet in person or by teleconference on short notice.
- 4.8.5.3 All committee members, including the chairperson, will vote, with the majority rule to decide the outcome. In the case of a tie, the President will cast the deciding vote.
- 4.8.5.4 All voting to determine the disciplinary action to be taken, and granting or denying of an appeal will be by ballot.
- 4.8.5.5 The chairperson will be elected by the members of the committee present at each particular hearing.
- 4.8.5.6 It shall not be deemed 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 or expulsion.

#### 4.8.6 Charges

- 4.8.6.1 Any Member wishing to prefer charges against any other member shall do so in writing, a full description of the alleged misconduct and names of witnesses who will testify shall be contained therein. Such written charges shall be in the hands of the General Secretary (or his/her designate) within seven (7) days of the alleged misconduct. Under no circumstances shall any charges be accepted after the seven (7) day limitation period

4.8.6.2 If disciplinary action is warranted but contact with the individual is not possible because of relocation, lack of address or inability to attend a disciplinary hearing, the individual shall be placed on the list of suspended players/members as being "ineligible for membership". This status will remain until such time as the individual contacts the Corporation at which time the Disciplinary Committee procedure will take effect

#### 4.8.7 Disciplinary Hearing

4.8.7.1 An accused Member shall be notified in writing by the General Secretary that he/she is required to attend before a Disciplinary Committee in person and the alleged misconduct shall be written out in the notification along with the names of all the witnesses and the person(s) making the allegations. Such notification shall be given a full seven (7) days before the date of the hearing.

4.8.7.2 The hearing shall be held within a reasonable distance from the accused and the Disciplinary Committee. The accused and the disciplinary committee shall attend in person.

4.8.7.3 One committee member will act as secretary for the Disciplinary Committee and give a written report to the General Secretary with recommendations within three (3) days of the hearing. The accused member will be advised of the recommendations in writing within five (5) days of the hearing.

4.8.7.4 All correspondence referred to in this Section 4.8 from the Board and from the accused must be by registered mail.

4.8.7.5 All decisions and actions of the Disciplinary Committee are to be treated as confidential by all Disciplinary Committee members and the Board. Information regarding these decisions can be released by Darts Ontario if approved by the Executive Committee after the appeal deadline has passed.

#### 4.8.8 Punishment

The Disciplinary Committee shall, if finding the accused member guilty of the allegations made against him/her, hand down one of the following punishments:

4.8.8.1 Suspension – for a period to commence from the date of the findings of the Disciplinary Committee

4.8.8.2 Lifetime Suspension

#### 4.8.9 Appeals

Any member receiving a punishment at a disciplinary hearing may appeal his/her punishment and/or conviction to the Executive Committee. Such appeal shall be made to the General Secretary within thirty (30) days of the initial disciplinary hearing. The Executive Committee shall cause the Appeals Committee to meet within thirty (30) days of receipt of the appeal and the Appeal Committee shall, after reviewing the appeal, uphold or dismiss the appeal and their decision shall be final and binding. All correspondence from the Board to the accused and from the accused must be by Registered Mail.

Any member requesting an appeal that fails to notify the General Secretary within fifteen (15) days of the appeal date that they will be unable to attend or does not appear at the appeal may be responsible for any costs incurred in the setting of the meeting. The individual will be ineligible for membership until these costs are recovered in full, regardless of the outcome of the appeal. Due consideration will be given to extenuating circumstances.

#### 4.9 Termination of Membership

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- 4.9.1 if a person, in writing, resigns as a Member of the Corporation;
- 4.9.2 if a Member dies;
- 4.9.3 if a person is expelled from the Corporation pursuant to section 4.8; or
- 4.9.4 if an assessment under the authority of section 4.10 remains unpaid for more than sixty (60) days after notice of the assessment has been given to the Member.

Notwithstanding termination of membership, a former Member remains liable for any assessment levied under the authority of section 4.10 prior to termination of the membership.

#### 4.10 Membership Dues

Membership dues, assessments and similar obligations ("assessments") may only be levied if authorized by a majority vote of the Board.

Notice of an assessment shall be provided to each Member in the current season's program package.

#### 4.11 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

#### 4.12 NDFC

It is understood and recognized by the Corporation, that it may maintain an affiliation with the NDFC as voted/agreed upon by the members, and in conjunction herewith, it is agreed and understood that the directors may by resolution adopt those items of the constitution of the NDFC which is not covered under the items of the by-laws hereof.

### **5. BOARD OF DIRECTORS**

#### 5.1 Board

Subject to the provisions of any Special Resolution changing the number of Directors, the affairs of the Corporation shall be managed by a Board composed of seven (7) Elected Directors.

#### 5.2 Elected Directors

Elected Directors, subject to the provisions of section 5.4, shall be elected in the manner set out in Article 6 each of whom, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office until the second Annual Meeting after election to office or until the successor of the Director has been elected and qualified.

#### 5.3 Ex Officio Directors

The Corporation shall have no *ex officio* directors.

#### 5.4 Qualifications

Each Director shall:

- 5.4.1 automatically become at the date of election of the person as, and thereafter remain throughout the term of office, an Ordinary Member of the Corporation who is qualified by the terms of this section 5.4 to hold office;
- 5.4.2 be at least eighteen (18) years of age;
- 5.4.3 not be an undischarged bankrupt or a mentally incompetent person; and

If a person ceases to be qualified by the terms of this section 5.4 to hold office, or becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by section 5.6.

#### 5.5 Quorum

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than four-sevenths (4/7) of the number of members of the Board, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

#### 5.6 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors. If no quorum of Directors exists, the remaining Directors shall forthwith call a General Meeting of Members to fill the vacancies on the Board.

#### 5.7 Removal of Directors

Grounds for removing a Director include being absent or failing to submit a required report for two (2) consecutive meetings without a valid reason; or acting in a manner inconsistent with the aims, objectives and standards of the Corporation.

#### 5.8 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration; provided, however, that Directors shall be entitled to be reimbursed for expenses incurred in carrying out their duties.

#### 5.9 Responsibility for Acts

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

### **6. ELECTION OF THE BOARD**

#### 6.1 Election

Subject to the provisions of the Act, Directors shall be elected by the Members entitled to vote at the annual general meeting, with the exception of the Youth Director will be elected at a general meeting of the Member's held at a time to coincide with the Youth Provincial Championship.

#### 6.2 Term of Office

The term of office of Director shall be two years, commencing July 1 following his or her election.

### 6.3 Re-Election

A Director, if otherwise qualified, is eligible for re-election for an unlimited number of terms.

### 6.4 Elections

At each Annual Meeting a number of Directors equal to the number of Directors retiring shall be elected for the term of office established in section 6.2.

### 6.5 Nominations

Candidates for the office of Director shall include:

6.5.1 the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee (if any); and

6.5.2 the persons whose names are put in nomination by written notice delivered to the General Secretary by any Member entitled to vote at any time before the close of business on the thirtieth (30th) day prior to the date of the meeting of Members at which the election of Directors is held.

### 6.6 Election Method

Where:

6.6.1 the number of candidates nominated is equal to the number of offices to be filled, the secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and

6.6.2 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

### 6.7 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

## 7. MEETING OF DIRECTORS

### 7.1 Calling Meetings

Meetings of the Board and of the Executive Committee (if any) may be held at any place within Ontario, as designated in the notice calling the meeting. Meetings of Board may be called by the President, 1<sup>st</sup> Vice-President, General Secretary or any two (2) Directors.

### 7.2 Notice of Meetings

Subject to the provisions of section 7.3, notice of Board meetings shall be given to each Director by telephone, facsimile, email or other electronic method not less than thirty (30) days before the meeting is to take place.

The statutory declaration of the General 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. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

### 7.3 Regular Meetings

The Board shall set meetings as required at an agreed upon location, the day and time to be determined by the Board.

### 7.4 Meetings by Electronic Conference

If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

### 7.5 Voting

Each Director shall have one (1) vote on all questions arising at any meeting of the Board. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the chair, in addition to his or her original vote, shall have a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the chair or requested by any Director. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

### 7.6 Written Resolutions

Subject to the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors called, constituted and held for that purpose.

## **8. MEETINGS OF THE MEMBERS**

### 8.1 Annual Meeting

The Annual Meeting of the Members shall be held each year during the Adult Provincial Championship, on Good Friday of each year, at the location posted on the Corporation's website no later than Feb 1 each year, for the purpose of:

- 8.1.1 hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an Annual Meeting;
- 8.1.2 electing such Directors as are to be elected at such Annual Meeting;
- 8.1.3 appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor;
- 8.1.4 presentation of the program report, the previous year's financial report, the current year's interim financial report and the President's report; and
- 8.1.5 the transaction of any other business properly brought before the meeting.

## 8.2 General Meeting

The Board may at any time call a General Meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A General Meeting of Members may also be called by the Members as provided in the Act.

## 8.3 Notice of Meetings

Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least thirty (30) days before the date of the meeting to each Member (and in the case of an Annual Meeting to the auditor of the Corporation) by sending notice by any one of the methods set out in section 17.1.

## 8.4 Quorum

A quorum for the transaction of business at meetings of the Members shall be twelve (12) of the Members who are not directors of the Corporation and entitled to vote, and present in person, no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business;

### 8.4.1 Provided however that where:

- 8.4.1.1 less than twelve (12), but two (2) or more, persons are present in person after one-half hour after the commencement time specified in the notice calling the meeting of Members; and
- 8.4.1.2 the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,
- 8.4.1.3 Provided further that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection 8.4.1.2, the numbers of persons present required for quorum shall be divided by two.

then two (2) persons present in person constitute a quorum.

## 8.5 Voting by Members

Each Member entitled to vote on any matter proposed for consideration shall have one (1) vote on all questions arising at any meeting of the Members. Unless otherwise required by the provisions of the Act or the By-Laws of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the question shall be deemed to have been lost.

## 8.6 Show of Hands

At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or unless a poll is required by the chair or requested by seventy-five percent (75%) of the Members present and entitled to vote. Upon a show of hands, every Member entitled to vote and present in person shall have one (1) vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## 8.7 Chair

In the absence of the President or the 1<sup>st</sup> Vice-President, the Members entitled to vote present at any meeting of Members shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to be chair.

## 8.8 Polls

If at any meeting a poll is requested on the election of a chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

## 8.9 Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

## 8.10 Written Resolutions

Subject to the Act, a resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members or Committee of Members, is as valid as if it had been passed at a meeting of Members or Committee of Members called, constituted and held for that purpose.

# 9. DIRECTORS

## 9.1 Executive Directors Named

There shall be the following Executive Directors:

- 9.1.1 a President, elected by and from among the general membership for a term of two (2) years;
- 9.1.2 a 1<sup>st</sup> Vice-President, elected by and from among the general membership for a term of two (2) years;
- 9.1.3 a General Secretary, elected by and from among the general membership for a term of two (2) years;
- 9.1.4 a Treasurer, elected by and from among the general membership for a term of two (2) years;
- 9.1.5 a Youth Program Director, elected by and from among the general membership for a term of two (2) years;
- 9.1.6 an Adult Program Director, elected by and from among the general membership for a term of two (2) years;
- 9.1.7 a Membership Director, elected by and from among the general membership for a term of two (2) years.

## 9.2 Election/Appointment of Executive Directors

No person shall be eligible for appointment as President who has not previously served the Corporation in the capacity of Officer or Director for at least one term.

### 9.3 President

The President shall, when present, preside at all meetings of the Board and of the Members (and in the absence of the Chair of the Executive Committee, meetings of the Executive Committee). The President shall supervise the affairs and operations of the Corporation, sign all documents requiring the signature of the President, and have the other powers and duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office. As long as the National Darts Federation of Canada requires it, the President shall be the Provincial Director of the National Darts Federation of Canada. If circumstances require, the position may be delegated to another qualified member of the Executive Committee.

### 9.4 1<sup>st</sup> Vice-President

During the absence or inability to act of the President, the duties and powers of the office may be exercised by the 1<sup>st</sup> Vice-President. If the 1<sup>st</sup> Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The 1<sup>st</sup> Vice-President shall also perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office, including acting as the Affiliate Program Director.

### 9.5 General Secretary

The General Secretary shall act as secretary of each meeting of the Corporation, the Board or Executive Committee (if any); (or delegate those duties to another person); shall attend all meetings of the Board and of the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to Members and to Directors; shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and shall perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office. The General Secretary will also be the main correspondent with the National Darts Federation of Canada as long as one is required.

### 9.6 Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account; shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee (if any); shall disburse the funds of the Corporation under the direction of the Board or Executive Committee (if any), taking proper vouchers therefor; shall render to the Board or Executive Committee (if any), whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office.

### 9.7 Youth Program Director

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

### 9.8 Adult Program 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

### 9.9 Membership Director

The Membership Director shall have the responsibility for processing and submitting all membership information on or before the required date(s) to the National Darts Federation of Canada Membership Director and for assuming all duties as assigned and assist in all programs as required.

9.10 Chair of the Executive Committee

Whenever there is an Executive Committee, there shall be a Chair of the Executive Committee, who shall preside at meetings of the Executive Committee, and in the absence or inability to act of the President and the 1<sup>st</sup> Vice-President, meetings of the Board and of Members; if the Chair of the Executive Committee exercises any of those duties or powers, the absence or inability to act of the President and the 1<sup>st</sup> Vice-President shall be presumed with reference thereto. The Chair of the Executive Committee shall also perform the other duties from time to time prescribed by the By-Laws of the Corporation, the Board, Executive Committee or incident to the office.

9.11 Board Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

9.12 Holding More Than One Office

Except for the offices of President and the 1<sup>st</sup> Vice-President, a person may be nominated or selected for, elected or appointed to, and hold, more than one office (in particular and without limitation, the offices of General Secretary and Treasurer).

9.13 Removal from Office

Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

9.14 Property

All equipment/software purchased for any member of the Board and all documents created by any member of the Board for their job functions during their term of office will remain at all times the property of the Corporation.

All of the above must be made available to organization when requested. All of the above must be returned to the organization when the Board member's elected term is completed, he or she resigns or is removed from their position.

**10. EXECUTIVE COMMITTEE**

10.1 Composition

The Board, whenever it consists of more than six (6), may from time to time elect from among its number an Executive Committee consisting of such number of members, not less than three (3), as the Board may by resolution determine; preferably though not necessarily the Executive Committee shall be composed of the chairs of the Standing Committees (if any) and the Executive Officers. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long such member shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

## 10.2 Powers

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem to be in the best interests of the Corporation in all cases in which specific directions shall not have been given by the Board. The Executive Committee shall be the body that hears appeals pursuant to any discipline policy adopted by the Board.

## 10.3 Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place determined by such Committee provided that written notice of any such meeting shall be given in the same manner and within the same time frame for meetings of the Board, as set out in section 7.2. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

## 10.4 Procedures

Subject to sections 10.5, 10.6 and 10.7 and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at least annually.

## 10.5 Quorum

No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

## 10.6 Place of Business

Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within Ontario as specified in the notice calling the meeting.

## 10.7 Other Directors Present

Each Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the Director is present. However, no Director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and the presence of such Director shall not be included for the purpose of calculating a quorum.

# 11. **COMMITTEES**

## 11.1 Standing Committees

There shall be a Nominating Committee at any time there is no Executive Committee, and there may be such other Standing Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution.

11.1.1 Provided however that, until otherwise determined by the Board, there shall be the following Standing Committees:

11.1.1.1 Disciplinary Committee.

11.1.1.2 Appeal Committee.

11.2 Combined and Inactive Committees

From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive.

11.3 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- 11.3.1 the delivery of its report;
- 11.3.2 the completion of its assigned task;
- 11.3.3 a change in the membership of the Board or Executive Committee by which it was constituted; or
- 11.3.4 a resolution to that effect of the Board or Executive Committee by which it was constituted; whichever first occurs.
- 11.3.5 Provided however that, in the case of termination pursuant to subsection 11.3.2, the Board or the Executive Committee (as the case may be) may by resolution continue such Ad Hoc Committee

**12. INSURANCE AND PROTECTION OF DIRECTORS AND OFFICERS**

12.1 Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, which insurance shall include:

- 12.1.1 property and public liability insurance;
- 12.1.2 Directors' and Officers' insurance;

and may include

- 12.1.3 such other insurance as the Board sees fit from time to time;

with coverage limits in amounts per occurrence, with an aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.

The Corporation shall ensure that each Director and Officer is added as a named insured to any policy of Directors and Officers insurance maintained by the Corporation.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to cooperate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

## 12.2 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- 12.2.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- 12.2.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- 12.2.3 loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- 12.2.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- 12.2.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto; and
- 12.2.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

## 12.3 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 12.4 herein, or purchasing insurance provided in section 12.1 herein, the Board shall consider:

- 12.3.1 the degree of risk to which the Director or Officer is or may be exposed;
- 12.3.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 12.3.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 12.3.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 12.3.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

## 12.4 Indemnification of Directors and Officers

Every person (in this section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- 12.4.1 is a Director; or,
- 12.4.2 is an Officer of the Corporation; or
- 12.4.3 is a member of a Committee; or

12.4.4 has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person's personal capacity or as a Director or Officer or employee or volunteer of such corporation;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board of Directors from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

12.4.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

12.4.6 in relation to the affairs of the Corporation generally,

save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

12.4.7 upon the exhaustion of all available and collectible insurance provided to Directors by the Corporation inclusive of whatever valid and collectible insurance has been collected; and

12.4.8 providing the Director has carried out all duties assigned to him which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such protected person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

### **13. EXECUTION OF DOCUMENTS**

#### **13.1 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 any two of the President, 1<sup>st</sup> Vice-President or Treasurer.

#### **13.2 Execution of Documents**

Deeds, transfers, licenses, contracts or engagements on behalf of the Corporation requiring execution by the Corporation shall be signed by either the President or 1<sup>st</sup> Vice-President and the General Secretary and all documents so signed are binding upon the Corporation without any further authorization or formality. Any document requiring the Corporations authorization in the ordinary course may be entered into on behalf of the Corporation by the President, 1<sup>st</sup> Vice-President and Treasurer or by any person so authorized by the Board. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

Any Director or person or persons designated by the Board from time to time may act on behalf of the Corporation to negotiate contracts or sponsorships, however these agreements shall not be binding until approved by the Board.

13.3 Books and Records

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

**14. BANKING ARRANGEMENTS**

14.1 Board Designate Bankers

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- 14.1.1 operate the Corporation's accounts with the banker;
- 14.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 14.1.3 issue receipts for and orders relating to any property of the Corporation;
- 14.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 14.1.5 authorize any Officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

14.2 Deposit of Securities

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

**15. FINANCIAL YEAR**

15.1 Financial Year Determined

The financial year of the Corporation shall terminate on the 30<sup>th</sup> day of June in each year or on such other date as the Board may from time to time by resolution determine.

**16. AUDITOR**

16.1 Appointed by Members

The Members entitled to vote shall at each Annual Meeting appoint an auditor to audit the books of the Corporation, to hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Members entitled to vote or by the Board, if authorized to do so by the Members entitled to vote.

**17. NOTICE**

17.1 Method of Notice

Except where otherwise provided in this By-law, notice shall be validly given if given by telephone, or if in writing:

17.1.1 by prepaid letter post;

17.1.2 by facsimile;

17.1.3 by e-mail; or

17.1.4 by other electronic method.

addressed to the person for whom intended at the last address shown on the Corporation's records; or in lieu of the foregoing whenever the number of Members is not less than one hundred (100);

17.1.5 by posting such notice on the Web Site maintained by the Corporation.

Any such notice shall be deemed given:

17.1.6 in the case of telephone, at the time of the telephone call;

17.1.7 in the case of letter post, on the third day after mailing;

17.1.8 in the case of posting on the Web Site, on the date of posting; and

17.1.9 in all other cases, when transmitted.

17.2 Computation of Time

In computing the date when notice must be given under any provision of the By-Laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

17.3 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

**18. BY-LAWS AND AMENDMENTS, ETC.**

18.1 Enactment

By-Laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Act.

**19. REPEAL OF PRIOR BY-LAWS**

19.1 Repeal

Subject to the provisions of sections 19.2 and 19.3 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law heretofore enacted or made are repealed.

19.2 Exception

The provisions of section 19.1 shall not extend to any By-Law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

19.3 Proviso

Provided however that the repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law, resolution or other enactment.

**20. EFFECTIVE DATE**

20.1 Effective on Passing

This By-Law shall come into force when enacted by the Board in accordance with the Act.

**ENACTED** as a By-Law of the Dart Players Society of Ontario and sealed with the corporate seal this 6th day of November, 2010.

\_\_\_\_\_  
Tim Venn  
President

\_\_\_\_\_  
Susan Hine  
General Secretary

**CONFIRMED** by the Members in accordance with the *Corporations Act* (Ontario) on the 6<sup>th</sup> day of November 2010.

\_\_\_\_\_  
Tim Venn  
President

\_\_\_\_\_  
Susan Hine  
General Secretary