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CONSTITUTION AND BYLAWS

**RATIFIED 05/31/2010
AT A DULY-CONVENED ANNUAL GENERAL MEETING IN OSHAWA, ONTARIO**

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BOXING ONTARIO CONSTITUTION AND BYLAWS

CONSTITUTION

Name of the Corporation	The name of the Corporation is “Boxing Ontario”.
Objects of the Corporation	The objects of the Corporation are: <ul style="list-style-type: none">a. To organize, promote and develop interest and participation in amateur boxing in Ontario and to regulate and govern amateur boxing competitions under its jurisdiction;b. To seek support from and work cooperatively with other organizations, groups and individuals, whose aims or objectives are consistent with those of the Corporation, to promote amateur boxing;c. To provide opportunities for all amateur boxers and to encourage and promote proficiency and excellence by Canadians in all aspects of amateur boxing;d. To uphold and promote the articles and rules of the Canadian Amateur Boxing Association or such national sport governing body that is affiliated with the International Amateur Boxing Association, with emphasis on safety, health and amateur sportsmanship; ande. To seek and accept donations, gifts, legacies and bequests for the purpose of furthering its objects.
Head Office	The head office of the Corporation shall be located as stated in the Bylaws.

BYLAWS

ARTICLE I. GENERAL

Section 1.01 Purpose	These Bylaws relate to the general conduct of the affairs of Boxing Ontario, a corporation incorporated under the Ontario <i>Corporations Act</i> , R.S.O. 1990, c. C.38.
Section 1.02 Definitions	The following capitalized terms used throughout these Bylaws will have these meanings: <ul style="list-style-type: none">a. Act: The Ontario <i>Corporations Act</i>, R.S.O. 1990, c. C.38.

- b. **Annual General Meeting:** A statutory meeting held once a year for all members, where delegates approve the accounts, adopt the annual report, confirm the appointment of auditors and elect or re-elect Directors and Officers of the Corporation, according to these Bylaws.
- c. **Board of Directors or Board:** The Board of Directors of the Corporation.
- d. **Board Meeting:** A meeting of the Directors of the Corporation, called according to these Bylaws, to conduct the business of the Corporation.
- e. **Constitution:** The Constitution of Boxing Ontario describes its name, objects and Head Office location as filed with the Province of Ontario and complies with *Part III, Corporations without Share Capital*, of the *Ontario Corporations Act*, R.S.O. 1990, c. C.38.
- f. **Corporation:** Shall mean Boxing Ontario.
- g. **Days:** Shall mean total days, irrespective of weekends or holidays.
- h. **Delegate:** Is a Member of the Corporation who is elected to represent Members at meetings of Members or when a Special Resolution is confirmed in writing.
- i. **Director:** An individual elected or appointed to serve on the Board of Directors according to these Bylaws.
- j. **Executive Director:** A non-voting member of the Board of Directors, hired by the Board of Directors to manage the day-to-day operations of the Corporation.
- k. **Member:** Unless stated otherwise, a Member means a Member in good standing.
- l. **Member in Good Standing:** A Member in good standing is a person or club that has met all requirements for Membership according to the Membership Policy of Boxing Ontario.
- m. **Officer:** An individual elected or appointed to serve as an Officer of the Corporation according to these Bylaws.
- n. **Ordinary Resolution:** A resolution passed by no less than a majority of the votes cast at a meeting of the Board, a meeting of Members, or a Regional meeting of Members for which proper notice has been given.
- o. **Policies:** A set of rules that adhere to these Bylaws, regulate the actions of Directors, Officers, Members and staff of the Corporation, and have been approved by the Board of Directors.
- p. **Registered Address:** The most recent address of record in the register of Members.
- q. **Regional Association:** Established by the Corporation to further the purpose of the Corporation in specified geographical areas of Ontario.
- r. **Special General Meeting:** A meeting of all Members, held between two Annual General Meetings, to deal with urgent matters and called according to these Bylaws.
- s. **Special Resolution:** A resolution passed by no less than two-thirds of the votes cast at a meeting of the Board, a meeting of Members, or a Regional meeting of Members for which proper

notice has been given.

- t. **Voting Member:** A Member who belongs to a class of membership that has voting privileges.

Section 1.03 Head Office

The head office of the Corporation shall be located in the Municipality of Toronto, in the province of Ontario. Additional offices may be located elsewhere in the province of Ontario as determined by the Directors.

Section 1.04 No Gain for Members

The Corporation shall be carried on without the purpose of financial gain for its Members and any profits or other increases in assets of the Corporation shall be used in promoting its objects.

Section 1.05 No Remuneration

All Directors, Officers (except for the Executive Director) and members of committees shall serve their terms of office without remuneration except for the reimbursement of reasonable expenses in accordance with the Policies approved by the Board.

Section 1.06 Dissolution

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to organizations whose mandates are beneficial to the community and that carry on their objectives solely in Canada.

Section 1.07 Interpretation of Words Used

In these Bylaws, words stating the male gender shall include the female gender as well as corporate bodies (i.e. clubs), and words stating the singular shall include the plural and vice-versa.

Section 1.08 Ruling on Bylaws

Except as provided in the Act, the Board of Directors shall 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 Corporation.

ARTICLE II. MEMBERSHIP

Section 2.01 Membership

Membership in Boxing Ontario shall be limited to persons interested in furthering the objects of Boxing Ontario and shall consist of anyone whose application for admission is approved according to the Policies of Boxing Ontario and who has paid the annual dues for his or her class of membership.

Section 2.02 Categories of Membership

The Corporation has eight (8) classes of Membership:

- a. Active Member;
- b. Active Member Club;
- c. Associate Member Club;
- d. Associate Member;
- e. Life Member;
- f. Recreational Member; and
- g. Unaffiliated Director.

Section 2.03 Description of Membership Classes

The description of the membership classes are:

Active Member: An individual who is actively engaged in amateur boxing as a competitor, coach and officials who has paid membership dues.

Active Member Club: A boxing club that has a minimum of five (5) Active Members, of which one has received certification as a coach according to the rules of the Canadian Amateur Boxing Association, that has bylaws and policies that are consistent with those of the Corporation, and that has paid its membership dues.

Associate Member Club: A boxing club that does not fulfill the requirements of and Active Members Club, and has paid its membership dues.

Associate Member: An individual who is a member of an Active Member Club or Associate Member Club who is not a competitor, coach or official, and who has paid membership dues.

Life Member: An individual whom the Board of Directors unanimously determined has contributed greatly to the development or promotion of amateur boxing in Ontario.

Recreational Member: An individual who is affiliated with an Active Member Club or an Associate Member Club and who participates in boxing for the purposes of fitness and recreation, but not sparring or competition and has paid membership dues.

Unaffiliated Director: An individual who has been elected or appointed to the Board of Directors in accordance with these Bylaws.

Section 2.04 Admission to Membership

The classes of membership and the process for application shall be determined according to the Policies of Boxing Ontario. The Board of Directors shall be the final arbiter when doubt arises as to an applicant's qualification or membership class.

Section 2.05 Membership Dues

Members shall pay annual dues as approved by the Board of Directors and as described in Boxing Ontario's Membership Policy.

Section 2.06 Resignation From Membership

Members may resign from the Corporation by giving written notice to the Executive Director. Where a Member, who is subject to a disciplinary investigation or action of the Corporation, resigns that Member shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

Section 2.07 Failure to Pay Dues

A Member may be suspended or expelled from, or have restrictions or sanctions imposed by, the Corporation for failing to pay Membership dues in accordance with Boxing Ontario's Membership Policy.

Section 2.08 Discipline

The Corporation may discipline Members who do not abide by the

Corporation's Policies relating to conduct and discipline of Members.

ARTICLE III. VOTING RIGHTS AND DELEGATES

- Section 3.01 Voting Rights of Members** The voting rights of each class of membership is as follows:
- Active Member, Associate Member Club, Associate Member, Life Member, and Recreational Member classes do not have voting rights.
- Active Member Club class has the right to vote for Delegates and alternates to represent these Members at meetings of Members. Each Member in this class is entitled to one vote.
- Members belonging to the Unaffiliated Director Class have the right to vote at meetings of Members and are ex officio Delegates-at-Large. Each Unaffiliated Director is entitled to one vote.
- Section 3.02 Exercise of Voting Rights** Active Member Clubs elect Delegates and alternates.
- At the Annual General Meeting, all Delegates elect Directors, who are not appointed or ex officio, and vote on other business requiring the approval of the Membership.
- Section 3.03 Number of Delegates and Alternates** Each Club is entitled to elect and send up to four (4) Delegates to all meetings of Members.
- Clubs may elect alternates to ensure each club is represented by the number of Delegates to which they are entitled. No other method of substitution is allowed.
- . The selection of delegates shall be based on the following formula:
- 1 to 5 Registered members in club – One (1) Delegate
 - 6 to 15 Registered members in club - Two (2) Delegates
 - 16-25 Registered members in club – Three (3) Delegates
 - 26-+ Registered members in club – Four (4) Delegates
 - Regional Officials will be represented by the Regional Official as elected by the Officials in that region in this way officials will be represented by five (5) Regional Official Delegates
- Section 3.04 Authority of Delegates** The authority of Delegates at meetings of Members shall, for all purposes, be considered to be a meeting of Members and shall have all the powers of such a meeting.
- Section 3.05 Registration of Delegates** Active Member Clubs shall register their Delegates and alternates by sending their list of Delegates and alternates to the Executive Director no less than fifteen (15) days prior to the date of a Members' meeting.

Section 3.06 Voting Rights of Delegates/Electronic Voting

Each registered Delegate shall have one vote. There shall be no proxy voting. Note that voting does not have to be done in person and can be done electronically in a method that is approved by the Board of Directors. Delegates wishing to vote electronically must register with Boxing Ontario 15 days prior to the meeting.

ARTICLE IV. MEETINGS OF MEMBERS

Section 4.01 Types of Meetings

Meetings of Members shall include Annual General Meetings and Special General Meetings.

Section 4.02 Time and Place of Members Meetings

The date, time and place of any meeting of Members shall be determined by the Board of Directors.

Section 4.03 Method of Giving Notice of Members Meeting

Notice of the time, date and place of any Members' meeting of Boxing Ontario shall be mailed no less than (15) days prior to the date of the meeting or couriered, hand-delivered, faxed, e-mailed or transmitted by other electronic means no less than ten (10) days prior to the meeting. Notice must be sent to all Members at their Registered Address.

Section 4.04 Date of Notice

Date of notice shall be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed, e-mailed or sent by other electronic means, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

Section 4.05 Error in Notice

The accidental omission to give notice of a meeting of the Members, the failure of any Member to receive notice, or an error in any notice that does not affect its substance shall not invalidate any action taken at the meeting.

Section 4.06 Annual General Meeting

The Corporation shall hold an Annual General Meeting of Members which shall be held no later than six (6) months after the end of the previous fiscal year. Business conducted at the Annual General Meeting will include:

- presentation of the financial statement and financial position of the Corporation to its Members
- reading of the auditor's report to Members
- appointment of the auditor
- election, confirmation or appointment of Directors and Officers

Other business conducted at the Annual General Meeting may include:

- presentation of resolutions that require approval of by the Membership
- information about the Corporation of interest to Members

Section 4.07 Information

If the business to be conducted at the Annual General Meeting

About Annual General Meeting

includes amendments to the Constitution or Bylaws, the notice must include details of the proposed resolution. Information about other business to be conducted should be provided with the notice or as soon as possible thereafter.

Section 4.08 Special General Meeting

A Special General Meeting of the Members may be called at any time by the President, by the Board of Directors or upon the written requisition of 50 percent or more of the Voting Members of the Corporation.

Section 4.09 Information About Special General Meeting

Information about all business to be considered by the Members at a Special General Meeting must be sufficient to permit the Members to form a reasoned judgement on the decisions to be taken.

Information about business to be considered must be received in writing by the Executive Director not later than 15 days prior to the Special General Meeting and sent to the Membership as soon as possible thereafter.

Section 4.10 Attendance, Discussion and Voting

All Members of the Corporation are entitled to attend any Members' Meeting and participate in the discussion; however Delegates are the only Members entitled to vote. There shall be no proxy voting.

Voting on motions put forward at a Special General Meeting may be conducted by electronic means approved by the Board of Directors. Delegates wishing to vote electronically must register with Boxing Ontario 10 days prior to the meeting.

Section 4.11 Quorum Members' Meetings

Quorum at a meeting shall be those Delegates present in person who represent 51 percent of the total number of votes eligible to be cast at such a meeting.

Section 4.12 Decision by Majority Vote

Unless specified otherwise, questions at meetings shall be decided by majority vote, where a tie vote shall fail. An abstention from voting shall not be counted as a vote. Voting shall be by a show of hands unless the Board of Directors has approved a secret ballot or electronic voting by Delegates.

Section 4.13 Adjournment

A meeting may be adjourned from time to time and from place to place, but no business shall be transacted when an adjourned meeting reconvenes other than the business left unfinished at the original meeting. When a meeting is adjourned for fifteen (15) days or more, notice of the reconvening of the adjourned meeting shall be given as if it were a new meeting.

ARTICLE V. GOVERNANCE

Section 5.01 Composition of the Board of Directors

The total membership of the Board of Directors shall be six (6) members. The Board of Directors shall include the President, VP Technical, VP Administration, VP Competitions, Past President and

VP Protocol

The composition of the remaining non-elected members may consist of the following:

- a. Past-President when the President is serving his or her first term
- b. Provincial Coach
- c. Provincial Official
- d. Athlete Representative
- e. Regional Officials
- f. Treasurer
- g. Marketing Representative
- h. Medical Director

The above listed positions will be annual appointments of the Board of Directors.

A governance organization chart will be provided on the web site and available to all registered members upon request

The Executive Director shall be an ex-officio member of the Board of Directors without voting rights and his or her appointment shall be confirmed by the Board of Directors.

Section 5.02 Powers of the Board of Directors

Except as otherwise provided in the Act, the Constitution or these Bylaws, the Board of Directors has the powers of the Corporation and may delegate any of its powers, duties and functions.

Section 5.03 Managing the Affairs of the Corporation

The Board of Directors shall manage the affairs of Boxing Ontario in accordance with the Act, the Constitution and these Bylaws to carry out the objects and purposes of the Corporation.

Section 5.04 Eligibility of Directors

Active, Active Administrative, Associate or Unaffiliated Director Members in good standing who are 18 years of age or older, have the authority to contract, are resident of Ontario, are not undischarged bankrupts, have not been convicted of any criminal offence, and who otherwise fulfill all the requirements of the Act for serving as a Director may be nominated for election or appointed as a Director.

Section 5.05 Nomination of Directors

A nomination for election as a Director shall be in writing and shall:

- a. Be signed by the nominator, who shall be any Active, Active Administrative, Associate or Unaffiliated Director Member in good standing;
- b. Include the written consent of nominee; and
- c. Be submitted to the Executive Director at least fifteen (15) days prior to the Annual General Meeting.

Section 5.06 Election and Appointment of Directors

The election and appointment of Directors shall take place as follows:

- a. The President, VP Administration and VP Protocol in odd numbered years;
- b. The VP Technical, and the VP Competitions shall be elected by the Delegates at the Annual General Meeting held in even numbered years;
- c. The Director of Medical shall be appointed by the Board at the

- Annual General Meeting held in odd numbered years;
- d. The position of Past-President shall be assumed by the out-going President upon election of the new President;
- e.
- f. Athlete Representative appointment shall be approved by the Board; and
- g. If only one nomination is received for any elected position of Director, the Director shall be elected by acclamation.

Section 5.07 Length of Term of Directors

Directors shall serve until their successors have been duly elected or appointed and installed. Terms of office for each type of Director shall be as follows:

- a. Athletic Representative and all other positions listed that are non-Directors shall serve terms of one (1) year; and
- b. All other Directors shall serve terms of two (2) years.

The Past-President shall not serve more than one (1) term and all other Directors shall not serve more than three (3) consecutive terms in the same Director's portfolio.

A special resolution, passed by a majority of no less than two-thirds of Directors, may extend the term of office for any Director or Officer, provided that extension is a one-time extension, is limited to one term, and it is in the best interests of Boxing Ontario.

Section 5.08 Filling Vacancies on the Board of Directors

As long as there is a quorum of Directors in office, whenever a vacancy occurs on the Board of Directors, the remaining Directors shall fill the vacancies by appointment as soon as possible and the newly-appointed Director shall sit until the next annual election.

If there is not a quorum of Directors, then the remaining Directors shall immediately call a Special Meeting of Members to fill the vacancies.

If there are no remaining Directors, then Members shall immediately call a Special Meeting of Members to fill the vacancies.

Section 5.09 Resignation of Directors

A Director may resign from the Board of Directors at any time by presenting a notice of resignation to the Board of Directors. This resignation shall become effective on the date the Board of Directors accepts the request. Where a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

Section 5.10 Automatically Vacated

The office of any Director, who is not employed or contracted by Boxing Ontario, shall be vacated automatically if the Director fails to attend two (2) consecutive meetings without providing justification that is accepted by the Board of Directors. The Board of Directors' decision shall be final.

The office of any Director, who is not employed or contracted by Boxing Ontario, shall be vacated automatically if the Director no longer meets the eligibility requirements of the Bylaws, Policies or the Act, specifically:

- a. Is found to be mentally incompetent;
- b. Is convicted of any criminal offence;
- c. Becomes bankrupt;
- d. Ceases to be a Member in good standing; or
- e. Is no longer a resident of Ontario.

Section 5.11 Removal of a Director

A Director of Boxing Ontario may be removed by special resolution of the Board of Directors or by special resolution of the Voting Members, in a meeting, provided the Director 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 and is passed by at least two-thirds of the votes cast. However, if the Director is employed or contracted by Boxing Ontario, the removal shall also conform to the *Employment Standards Act* and if applicable, the terms of the employment contract.

Section 5.12 Conflict of Interest

A Director, Officer, Regional Executive Committee member or 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 Corporation shall disclose fully and promptly the nature and extent of such interest to the Board of Directors or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of both the Conflict of Interest Policy of Boxing Ontario and the Act.

ARTICLE VI.

MEETING OF THE BOARD OF DIRECTORS

Section 6.01 Number of Meetings

The Board of Directors shall hold at least two (2) meetings per year, no more than six (6) months apart.

Section 6.02 Call of Meetings

Meetings of the Board of Directors shall be called by the President, the Executive Director, or any three (3) Directors.

Section 6.03 Method of Notice of Directors' Meeting

Notice of the time and place of Board of Directors' meetings shall be mailed, no less than fifteen (15) days prior to the date of next meeting or couriered, hand-delivered, faxed, e-mailed or transmitted by other electronic means to the Registered Addresses of all Directors no less than 5 days prior to the meeting.

Section 6.04 Date of Notice

Date of notice shall be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed, e-mailed or sent by other electronic means, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

Section 6.05 Error in Notice	The accidental omission to give notice of a meeting of the Directors, the failure of any Director to receive notice, or an error in any notice that does not affect its substance shall not invalidate any action taken at the meeting.
Section 6.06 Quorum	At any meeting of the Board of Directors, quorum shall consist of a majority of Directors holding office.
Section 6.07 Voting	Unless specified otherwise, questions shall be decided by a majority, where the Chair of the meeting does not vote. In the event of a tie, the Chair shall cast a deciding vote.
Section 6.08 Means of Participation	A Director may participate in a meeting of the Board of Directors by teleconference, videoconference or other electronic means, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Each Director present at a meeting and entitled to vote shall have the right to exercise one vote, whether participating in person, by teleconference or other electronic means. The Chair shall determine how votes are taken and recorded.
Section 6.09 Written Resolution	A resolution in writing, signed by all Directors and placed with the minutes of meetings of Directors, is as valid and effective as if passed at a meeting of Directors. Electronic transmission of agreement with the resolution by a Director shall be the same as if the Director has signed the resolution.

ARTICLE VII. OFFICERS

Section 7.01 Officers	The Officers of the Corporation are the President, Past-President, VP Technical, VP Protocol, VP Competitions, VP Administration and Executive Director (non-voting).
Section 7.02 Duties of the President	The President shall be responsible for the general supervision of the affairs and operations of the Corporation, shall chair meetings of Members and meetings of the Board of Directors, shall act as general spokesperson for the Corporation, shall represent and act as voting delegate for the Corporation at meetings of the Canadian Amateur Boxing Association, and will perform such other duties as may from time to time be established by the Board of Directors.
Section 7.03 Duties of the VP Technical	The VP Technical shall support and assist the President in all duties; shall assist in the design and delivery of technical programs for the development of athletes, coaches and officials, and shall perform such other duties as may from time to time be established by the Board of Directors. The VP Technical will also be the Chair of the Technical Committee which is made up of the Provincial Coach and Official and Athlete Representative.

Section 7.04 Duties of the VP Administration

The VP Administration (in conjunction with the Treasurer) shall cause to be kept proper accounting records as required by the Act, shall cause to be deposited all monies received by the Corporation into the Corporation's bank account, as directed by the Board of Directors shall supervise the management and disbursement of funds of the Corporation, when required shall provide the Board of Directors with an account of financial transactions and the financial position of the Corporation, shall present audited financial statements to Members at the Annual General Meeting, unless presented by the Auditor, shall advise the Executive Director on financial matters and will perform such other duties as may from time to time be established by the Board of Directors. The VP Administration will also work closely with the Marketing Representative in order to assist with the ongoing marketing activities of the Corporation.

The VP Administration shall act as Secretary of the Corporation and shall attend all meetings of the Board of Directors, shall be responsible for the documentation of all amendments to the Corporation's Constitution and Bylaws, shall ensure that all official documents and records of the Corporation are properly kept, shall be the custodian of the seal of the Corporation and will perform such other duties as may from time to time be established by the Board of Directors.

Section 7.05 Duties of the VP Competitions

The VP Competitions shall be responsible for all of the major tournaments hosted by Boxing Ontario, Corporate events and Club Shows. The VP Competitions shall also work with the VP Technical to ensure all tournaments are run properly. The VP Competitions will also work with the Executive Director to ensure that bids for tournaments are sent out in a timely fashion. The VP Competition will also be responsible for all appeals. The VP Competitions will perform such other duties as may from time to time be established by the Board of Directors.

Section 7.06 Duties of the VP Protocol

The VP Protocol shall ensure that procedures in the Code of Conduct and the Discipline Policy are followed. Specifically, the VP Protocol shall receive reports of disciplinary infractions and determine how it shall be dealt with and notify the parties involved of the process; shall appoint an independent individual to conduct an investigation when warranted; shall appoint a Discipline Panel when required, ensure hearings are conducted according to the Discipline Policy; shall determine if the alleged infraction is of such seriousness as to warrant suspension. The VP Protocol shall also work with the Executive Director to ensure that the Policies and Procedures are followed and kept up to date. This includes maintaining that all members are following Boxing Ontario rules. The VP Protocol will perform such other duties as may from time to time be established by the Board of Directors.

Section 7.07 Duties of Director of Medical

The Director of Medical shall ensure that qualified medical doctors are present at all Sanctioned Contests; shall educate Members regarding developments in sports medicine related to boxing; shall liaise with the Medical Director of the Canadian Amateur Boxing Association and shall perform such other duties as may from time to time be established by the Board of Directors.

Section 7.08 Duties of Past-President and Directors-at-Large

The Past-President and Directors-at-Large shall perform such duties as may from time to time be established by the Board of Directors.

Section 7.09 Duties of Executive Director

The Executive Director shall attend all meetings of the Board of Directors, shall cause to be kept proper minutes of meetings of the Members, the Board of Directors and the Executive Committee, shall issue written notices of all meetings of the Directors and of Members, shall support the Board of Directors in carrying out its duties, and shall have overall management responsibility for all programs and activities of the Corporation.

Section 7.10 Expanded Position Descriptions

The duties of the Officers as described in the Article are position summaries only. Detailed descriptions of the authority, responsibility, requirements and duties of each position are contained in the Policies.

Section 7.11 Filling Vacancies

Where the position of an Officer becomes vacant for whatever reason, the Board of Directors may appoint a qualified individual to fill the vacancy for the remainder of the Officer's term.

Section 7.12 Removal of Officers

An Officer may be removed by a special resolution with a vote of no less than two-thirds (2/3) of the Board of Directors or by special resolution with a vote of two-thirds (2/3) 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 resolution is put to a vote. However, if the Officer is the Executive Director, the removal shall also conform to the *Employment Standards Act* and if applicable, the terms of the employment contract.

ARTICLE VIII. COMMITTEES

Section 8.01 Executive Committee Members

The Executive Committee shall be comprised of the Officers, and the Executive Director shall be a non-voting member of the Executive Committee.

Section 8.02 Executive Committee Powers

The Executive Committee shall exercise, between meetings of the Board of Directors, all the powers of the Board of Directors with respect to the direction of the Corporation, provided such powers are authorized by the Board of Directors. It shall perform such other duties prescribed by the Bylaws, assigned by the Board of Directors or stated in the Policies of Boxing Ontario.

Section 8.03 Executive

A quorum for the Executive Committee shall be the majority of its

Committee Quorum	voting members.
Section 8.04 Filling Executive Committee Vacancies	The Board of Directors may appoint an individual to fill the vacancy for the remainder of the Executive Committee's term, provided this individual satisfies the qualifications for membership.
Section 8.05 Removal of Executive Committee Members	The Board of Directors may remove any Executive Committee member who was appointed or whose appointment was approved by the Board of Directors.
Section 8.06 Appointment of Other Committees	The Board of Directors may appoint such committees as it deems necessary for managing the affairs of the Corporation. The Board of Directors may appoint or provide for the election of members of committees or may authorize the Chair of a committee to appoint members. The Board of Directors may prescribe the duties of committees and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.
Section 8.07 Quorum for Other Committees	A quorum for any committee shall be the majority of its voting members.
Section 8.08 Filling Other Committee Vacancies	When a vacancy occurs on a committee, the Board of Directors or the Chair of the committee may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies any qualifications for the membership of the committee as specified in its terms of reference or the Policies of Boxing Ontario.

ARTICLE IX. REGIONAL DIVISIONS

Section 9.01 Purpose of Regional Associations	The Corporation shall establish Regional Divisions to further the purposes of the Corporation in specified geographical areas of Ontario. .
Section 9.02 Regional Boundaries	<p>The Regional Divisions of the Corporation are as follows:</p> <ol style="list-style-type: none"> a. South Western Region (from Windsor in the south to London in the east and Exeter in the north, and includes the cities of Windsor, Chatham, Leamington, St. Thomas, London, Goderich, Woodstock, Stratford, Exeter, Sarnia); b. Niagara Region (from Tillsonburg in the west to Niagara Falls in the east and Collingwood in the north and includes the cities of Fort Erie, Dunnville, Welland, St. Catharines, Brantford, Hamilton, Kitchener-Waterloo, Hanover, Owen Sound, Burlington, Oakville); c. Central Region (from Mississauga in the southwest to Oshawa in the east and Parry Sound in the north and includes the cities of Mississauga, Toronto, Brampton, Ajax, Whitby, Barrie, Orillia, Huntsville); d. Eastern Region (from Trenton in the west to the border with Quebec in the east to Pembroke in the northwest and includes the

- cities of Lindsay, Peterborough, Trenton, Belleville, Kingston, Cornwall, Ottawa, Renfrew, Pembroke, Petawawa); and
- e. Northern Region (from north of Parry Sound to Mattawa in the east to the border with Manitoba in the west and includes the cities of Sudbury, North Bay, Mattawa, Timmins, Sault Ste. Marie, Thunder Bay and Kenora).

Section 9.03 Ambiguity of Boundaries

Any ambiguity or dispute about the boundaries of Regional Divisions shall be reviewed and resolved by the Board.

ARTICLE X. FINANCE AND MANAGEMENT

Section 10.01 Fiscal Year

The Board of Directors shall determine the fiscal year.

Section 10.02 Auditor

At each Annual General Meeting the Members, through their Delegates, shall appoint an Auditor. The Auditor cannot be a Director, Officer or employee of Boxing Ontario.

The Directors may appoint an Auditor to fill the position until the next Annual General Meeting if the position becomes vacant during the Auditor's term.

The Board of Directors shall determine the remuneration of the Auditor.

The Auditor's report shall be read at the Annual General Meeting and be open for inspection by any Member of Boxing Ontario.

Section 10.03 Signing Authority

The Board of Directors shall designate from among the Officers two or more individuals who shall have signing authority for all financial transactions, contracts and documents conducted in the name of the Corporation. All such transactions, contracts and documents shall require two signatures and once signed shall be binding upon the Corporation without any further authorization or formality.

Section 10.04 Property

The Corporation 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 of Directors may determine.

Section 10.05 Borrowing

The Corporation may borrow funds upon such terms and conditions as the Board of Directors may determine in accordance with the Policies of Boxing Ontario.

Section 10.06 Books and

The Board of Directors shall ensure that all books and records of

Records

Boxing Ontario, that are required by the Act, the Constitution, these Bylaws or any statute or law, are regularly and properly kept, specifically:

1. A copy of the letters patent and of any supplementary letters patent issued to the Corporation.
2. All Bylaws and special resolutions of the Corporation.
3. A register of Members in which is set out the names alphabetically arranged of all persons who are Members or have been within ten (10) years Members of the Corporation and the addresses of every such person while a Member.
4. A register of Directors in which are set out the names and addresses of all persons who are or have been Directors of the Corporation with the several dates on which each became or ceased to be a Director.
5. All books of account and accounting records with respect to all financial and other transactions of the Corporation.
6. Minutes of all proceedings at meetings of the Members and of the Directors and of the Executive Committee shall be entered in books kept for that purpose.

Section 10.07 Indemnification

The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director, Officer and Regional Executive Committee Member 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, Officer or Regional Executive Committee Member, provided he or she acted in good faith and within the limits of his or her authority.

Section 10.08 When Indemnification Shall Not Apply

The Corporation shall not indemnify a Director, Officer, Regional Executive Committee Member or any other individual for acts of fraud, dishonesty, bad faith, wilful neglect or default.

Section 10.09 Insurance

The Corporation shall purchase and maintain insurance for the benefit of its Directors, Officers and Regional Executive Committee Members, as the Board of Directors may determine.

ARTICLE XI. AMENDMENT OF CONSTITUTION AND BYLAWS

Section 11.01 Special Resolution

The Constitution and Bylaws of the Corporation shall be amended, revised, repealed, or added to by a special resolution that is passed by no less than two-thirds of the votes cast at a meeting of Members, for which proper notice has been given, or may, in lieu of confirmation at a meeting of Members, be confirmed in writing by all the Voting Members entitled to vote at such a meeting.

Section 11.02 Notice of Amendment

The notice of the meeting of Members must include details of the proposed resolution to change the Constitution and Bylaws.

ARTICLE XII. ADOPTION OF CONSTITUTION AND BYLAWS

Section 12.01 Ratification by Voting Members

This Constitution and Bylaws were ratified by a special resolution of the Voting Members of the Corporation at a meeting of Members duly called and held on MM, DD, YYYY.

Section 12.02 Repeal of Previous Constitution and Bylaws

In ratifying this Constitution and Bylaws, the Corporation repeals all prior Constitution and Bylaws provided that such repeal does not impair the validity of any action done according to the repealed Constitution and Bylaws.

Section 12.03 Transition

Any Policies and rules contained within the previous Constitution and Bylaws, that are not modified or replaced by this Constitution and Bylaws, and that continue to be consistent with the Articles and Rules of the Canadian Amateur Boxing Association, shall remain in force and effect until such time as they are modified or replaced by Policies and rules approved by the Directors of the Corporation.