

Toronto Gay Football League

(Hereinafter called the "League")

A By-law Relating Generally to the Conduct of the Affairs of the League

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Article One - Interpretation

1.1 Definitions - In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "the Act" means the Not-for-Profit Corporations Act, 2010 and any regulations thereunder as amended from time to time
- (b) "League" means the Toronto Gay Football League
- (c) "Director" means the directors of the Board of Directors of the League
- (d) "Executive" means the executives of the two Executive Committees of the League, Flags Of Glory and TGFL
- (e) "Division" means a division of the League, either Flags of Glory or TGFL
- (f) "Members" means a member in good standing of the League
- (g) "Good standing" is defined as someone who has no outstanding debt to the league and has not had their membership suspended
- (h) "Meeting of Members" includes annual and special meetings of members
- (i) "Special resolution" means a resolution that is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast
- (j) "Extraordinary resolution" means a resolution that is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty percent of the votes cast

1.2 Interpretation - In this by-law of the League, unless the context otherwise requires:

- (a) "may" is construed as permissive
- (b) "shall" is construed as imperative
- (c) Words importing the singular number shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders, and words importing persons shall include individuals, bodies, partnerships, associations, organizations, and any number or aggregate of persons
- (d) Save as the context may require, the words and expressions defined in the Act or Regulations shall have the same meaning when used

Article Two - Business of the League

2.1 Name - The organization, Toronto Gay Football League, herein referred to as the "League" is a registered Ontario corporation without share capital

2.2 Object - The League exists to give members of the Lesbian, Gay, Bisexual, Trans community, and their allies an opportunity to play the game of flag football regardless of skill or experience in a comfortable, safe, and welcoming environment

- 2.3 Head Office** - The head office of the League is to be situated in the Municipality of Toronto in the Province of Ontario. The Board of Directors may alter the location within the same municipality by resolution; however any relocation beyond the current municipality shall require a special resolution.
- 2.4 Financial Year** - The financial year of the League shall be the calendar year unless changed by special resolution.
- 2.5 Execution of Documents** - Deeds, transfers, assignments, contracts and obligations of the League shall be signed by any two Directors
- 2.6 Banking Arrangements** - The banking business of the League shall be transacted with such banks, trust companies or other financial institutions as may from time to time be designated by or under the authority of the Board of Directors. Such banking business or any part thereof shall be transacted under agreement, instructions and delegations of powers as the Board of Directors may by resolution from time to time authorize
- 2.7 Policy Revisions** – Revisions to the listed League policy documentation, however they be named, shall require a special resolution by the Executive Committees with previous versions archived for reference.
- i. Code of Conduct & Arbitration Policy
 - ii. Roles and Responsibilities
 - iii. Captain’s Handbook
 - iv. Referee’s Handbook
 - v. Gameplay Rulebook
- 2.8 Procedure** - Procedure at all Meetings of Members, the Board of Directors and Committees shall, unless otherwise specified, be informally based in reference to the current version of Wainberg's Society Meetings Including Rules of Order, however it be named
- 2.9 Dissolution** - Upon the dissolution of the League, the League’s assets may be distributed, after payment of all debts and liabilities, only to a not-for-profit body, corporate, trust, foundation or similar entity with objects similar to those of the League, or otherwise, as the Board of Directors may in its discretion determine

Article Three - Membership

- 3.1 Members** - Any person shall be eligible for membership in the League who fulfill criterion (a) and either criteria (b) or (c) :
- (a) Wish to undertake activities in line with the vision and purpose of the League
 - (b) Belong in one of the League roles as referenced within the by-law:
 - i. Director
 - ii. Executive
 - iii. Captain
 - iv. Assistant Captain
 - v. Volunteer Referee
 - (c) Be nominated by a Member in writing to the Secretary for having made a significant volunteer contribution to the League during that specific membership term. Every nominee shall be considered by the Executive Committee at the meeting following the nomination and unless approved shall gain no membership standing within the League
- 3.2 Enrollment of Members** - Membership enrollment is automatic, effective immediately, and non-transferable. Members shall be notified in writing of their status by the Board of Directors
- 3.3 Acknowledgement of Members** - Every Member shall be officially acknowledged by the Board of Directors through inclusion in a mandatorily approved membership list
- 3.4 Obligations of Members** - Every Member shall comply with any by-laws, rules, regulations, and policies of the League as may be determined by the Executive Committees
- 3.5 Membership Term** - Membership in the League shall be on an annual basis with the year commencing and completing at the conclusion of the Annual Meeting of Members
- 3.6 Fees and Dues** - There shall be no fees or dues associated with becoming a Member
- 3.7 Termination of Membership** - Membership may be terminated under the arbitration requirements specified in Article 4.3 upon the occurrence of any of the following:
- (a) Upon ceasing to fulfill membership requirements as set out in Article 3.1
 - (b) Upon ceasing to fulfill membership obligation as set out in Article 3.4
 - (c) Upon delivery of written notification of resignation to the Secretary or a Director, with such resignation to be effective upon the date specified in the notice
- 3.8 Continuing Obligations** - Termination of membership for whatever reason shall not relieve a Member from paying to the League any obligations arising before the effective date of termination of membership

Article Four - Participants

- 4.1 Participants** - Any individual who pays the associated fees or dues and submits the proper agreement forms shall be a League Participant. These individuals may from time to time also be referred to as Players. Participants are not members of the League
- 4.2 Obligations of Participants** – Every participant shall endeavor to remain in good standing by honoring the terms stated on the agreement form to conduct themselves in accordance with the statutes set forth in the Code of Conduct & Arbitration Policy and any rules or regulations of the League as may be determined from time to time by the Executive Committees
- 4.3 Termination of Participation** – Calls for the termination of participant status shall be referred to the Arbitration Committee for review and consideration under the process outlined in the Code of Conduct and Arbitration Policy. The respective Executive Committee shall consider only the official reports submitted by the majority of the Arbitration Committee. Confirmation of reports recommending termination shall require an Extraordinary Motion

Article Five – Directors

- 5.1 Power to Manage** - The affairs of the League shall be managed by the Directors, including but not limited to:
- (a) Approval of the membership list
 - (b) Set up and host Meeting of Members
 - (c) Ensure paperwork and filings are completed for the maintenance of the league
 - (d) To issue debt obligations and approve any financial statements
 - (e) Decide upon the appropriate level of insurance
 - (f) Review and approve resolutions recommended by the Executive Committees
- 5.2 Composition of the Board of Directors** - The Board of Directors shall be composed of no fewer than three and no more than four individuals as determined by a resolution of the directors. There may not be, at any given time, greater than one employee, including paid officers, of the League also serving as Director
- 5.3 Term** - Directors shall be elected annually through ratification by the Members of the persons selected to hold, in the Executive Committees, the two positions of Commissioner, and one person each from TGFL and Flags of Glory as Treasurer and Secretary. If the Secretary and/or Treasurer from either division are unavailable, the Executive Committee may nominate any member in good standing to hold the position. All Directors will hold their position until the close of the next Annual Meeting or until the earlier of:
- i. The date of their resignation
 - ii. The date when their successors are elected or appointed

- 5.4 Vacation of Office** - The office of Director shall be vacated upon the occurrence of any of the following:
- (a) Upon delivery of written notification of resignation to the Secretary or a director, with such resignation to be effective upon the date specified in the notice
 - (b) Upon ceasing to be eligible as a director pursuant to the Act
 - (c) Upon removal by a resolution passed by the Members present at a Meeting of Members called for that purpose
 - (d) Upon death
- 5.5 Filling Vacancies** - Where a vacancy occurs on the Board of Directors, a quorum of the directors may by super resolution either leave the vacancy provided the minimum number of directors has been met or appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of the members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members. If there is not a quorum of directors, a meeting of the members may elect a persons to the position in an ordinary resolution
- 5.6 Quorum** – No less than fifty percent, rounded up to the nearest whole number, plus one directors at any time shall constitute a quorum at any meeting of the Board of Directors
- 5.7 Meetings** - Meetings of the Board of Directors shall be held from time to time at the call of the Chair or the Vice- Chair, or any two directors. Notice of the time, place, and agenda of every meeting so called shall be given to each director by any means provided for in Article 9.3 not fewer than five days before the time when the meeting is to be held. No notice of a meeting is required if all the Directors are present or if those absent waive notice thereof or otherwise signify their consent to such meeting being held
- 5.7.1 Participation at Meetings** - A director may, if all of the Board of Directors consents participate in a meeting of Directors by means of telephone or other such communications facility which permits all persons participating in the meeting to hear one another. A director participating by telephone or other means shall be deemed to be present at that meeting
- 5.8 Chair** - The Chair, or in the absence of the Chair, the Vice-Chair, shall be chair of any meeting of Directors; if no such officer be present at the time appointed for the meeting, the Directors shall choose one of their number to be chair
- 5.9 Votes to Govern** - At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question; and in the case of an equality of votes, the ranking director of the meeting shall be entitled to a second vote
- 5.10 Resolution in Lieu of Meeting** - A resolution in writing, signed by all the Directors entitled to vote thereon at a duly held meeting of the Board of Directors or committee of the Directors, is as valid as if it had been passed at a meeting of the Board of Directors
- 5.11 Directorial Transparency** - The Board of Directors shall endeavour to provide transparency and accountability when exercising directorial prerogative

5.11.1 Executive Recommendations - When recommendations made by an Executive Committee have not been ratified without amendment by the Board of Directors, the decision shall be reported back to the Executive Committee in writing within three business days. This report shall include:

- i. The decision
- ii. Any applicable amendments
- iii. A record of how each director voted
- iv. An explanation for the decision

The Executive Committee cannot overturn such decisions; they may, however, submit a revised recommendation for consideration

5.11.2 Resolutions - Resolutions passed by the Board of Directors not originating from an executive recommendation shall be placed on the agenda of the subsequent Executive Committee meeting as a detailed report. The Executive Committee cannot overturn such resolutions

Article Six – Officers

6.1 Election of Executive Officers - The Directors may elect annually from among themselves a Chair, a Vice-Chair, a Treasurer, and a Secretary

6.2 Appointment of Other Officers - From time to time, the Board of Directors may appoint such other officers as the Board of Directors may determine. The officers so appointed may, but need not be directors or members and one person may hold more than one office, save that the Chair may not hold the office of Vice-Chair

6.3 Agents, Attorneys and Employees - The Board of Directors may appoint such agents or attorneys, in or out of Canada, and engage such employees as it shall deem necessary from time to time. Such persons shall have such authority, and shall perform such duties, including the power of management as shall be prescribed by the Board of Directors from time to time

6.4 Terms of Employment and Remuneration - The terms of employment and remuneration of officers, agents and any permanent employees appointed by the Board of Directors shall be settled by it from time to time. Each such person shall hold office until a successor be duly appointed or written notification of resignation is received by the Secretary of the League, provided however, that the Board of Directors may remove, at its pleasure, any person so appointed. The term of office of Officers who are Directors shall expire when they shall cease to be Directors

6.5 Chair - The Chair shall be the chief executive officer of the League having general supervision over its affairs, subject to the authority of the Board of Directors. The Board of Directors may prescribe additional powers and duties of the Chair

6.6 Vice-Chair - During the absence or inability of the Chair to act, the Chair's duties shall be performed and the powers of the Chair shall be exercised by the Vice-Chair. The Vice-Chair shall have such other powers as the Board of Directors or the Chair may prescribe from time to time

- 6.7 Secretary** - The Secretary shall give or cause to be given, as and when instructed, all notices to Members and Directors and shall attend and be the secretary of all Meetings of Members and Directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings, thereat. The Secretary shall act as the League's archivist, preserving all records and other instruments of historical interest, and perform such other duties as the Board of Directors or the Chair may prescribe
- 6.8 Treasurer** - The Treasurer shall have the custody of the League's funds and securities, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the League and shall deposit all monies and other valuable effects in the name and to the credit of the League in such depositories as may be designated by the Board of Directors annually
- 6.9 Variation of Duties** - From time to time, the Board of Directors may vary, add to or limit the powers and duties of any officer, agent or employee

Article Seven – Executives

- 7.1 Executives** - Any participant in good standing with the League may be an Executive. Nominations for the position shall be solicited from all participants in writing not fewer than 14 days and not more than 45 days before the End of Season Party, or however it be named
- 7.2 Obligations of Executives** - Executives shall only conduct business in line with League Objects and enacted resolutions and policies. In addition, Executives shall:
- (a) Participate in discussion of issues brought before the Executive
 - (b) Contribute to the implementation of league policies, goals and ongoing activities
 - (c) Actively promote a positive culture of camaraderie, sportsmanship, and teamwork
 - (d) Focus on balancing recreation and competition and, when in conflict, favouring recreation over competition
 - (e) Be accessible and provide support to all Members and Participants
- 7.3 Term** - Executives shall be elected annually by participants at the End of Season Party in the same manner as Directors and shall hold the position for two years or until the earlier of:
- i. The date of their resignation
 - ii. The date when their successors take office
- 7.4 Vacation of Office** - The office of Executive shall be vacated upon the occurrence of any of the following events:
- (a) Upon delivery of written notification of resignation to the Secretary or a Director, with such resignation to be effective upon the date specified in the notice
 - (b) Upon removal by an extraordinary motion passed by the Executive Committee at a meeting called for that purpose in accordance with the recommendation made by the Arbitration Committee
 - (c) Upon death

- 7.5 Filling Vacancies** - Where a vacancy occurs on the Executive Committee, a participant may be elected into the vacancy in a meeting of participants under the same conditions as prescribed under 7.2
- 7.6 Quorum** – No less than fifty percent, rounded up to the nearest whole number, plus one executives at any time shall constitute a quorum at any meeting of the Executive Committee
- 7.7 Meetings** - Meetings of the Executive Committee shall be held from time to time at the call of the Commissioner or the Assistant Commissioner, or any two executives. Notice of the time, place, and agenda of every meeting so called shall be given to each executive by any means provided for in Article 9.3 not fewer than five days before the time when the meeting is to be held. No notice of a meeting is required if all the Executives are present or if those absent waive notice thereof or otherwise signify their consent to such meeting being held
- 7.7.1 Participation at Meetings** – An executive may, if all of the Executives consent, participate in a meeting of Executives by means of telephone or other such communications facility which permits all persons participating in the meeting to hear one another. An executive participating by telephone or other means shall be deemed to be present at that meeting

Article Eight – Field Roles

- 8.1 Eligibility** - Any participant in good standing is eligible to be a in a field role. Acceptance and participation in one role does not limit eligibility in any other specified role.
- 8.2 Captain** - The selection of Captains for an upcoming annual term is performed by the Recruitment Committee and is based on the selection criteria outlined in the Captain’s Handbook. The number of Captains is limited to the number of teams in an upcoming active season
- 8.2.1 Obligations of Captains** - Every Captain shall conduct the business of their team in accordance with the guidelines set forth in the Captain’s Handbook in addition to any other policies which may apply
- 8.3 Assistant Captain** – The short list of potential Assistant Captains is comprised of participants with a demonstrated expression of interest in the position. As per the Team Draft Procedures, every Captain must draft at least one participant with an expressed interest in the position of Assistant Captain. Within the first three weeks of gameplay, a captain shall name one or more participants to be their Assistant Captain
- 8.3.1 Obligations of Assistant Captains** - Every Assistant Captain shall conduct the business of their team in accordance with the guidelines set forth in the Captain’s Handbook in addition to any other policies which may apply
- 8.4 Volunteer Referee** – A group of potential Volunteer Referees shall be comprised of participants with a demonstrated expression of interest in the position. The selection of Volunteer Referees for an upcoming annual term is performed by the Recruitment Committee and is based on the selection criteria outlined in the Referee’s Handbook

- 8.4.1 Obligations of Volunteer Referees** - Every Volunteer Referee shall conduct the business of their team in accordance with the guidelines set forth in the Referee's Handbook in addition to any other policies which may apply
- 8.5 Term** - Recruits of the Captain, Assistant Captain, and Volunteer Referee participant groups shall hold office until the close of the next Annual Meeting or until the earlier of:
- i. The date of their resignation
 - ii. The date when their successors are appointed
- 8.6 Vacation of Role** - The field role shall be vacated upon the occurrence of any of the following:
- (a) Upon delivery of written notification of resignation to the Secretary or a Director, with such resignation to be effective upon the date specified in the notice
 - (b) Upon removal under the requirements specified in Article 4.3
 - (c) Upon death

Article Nine – Meetings of Members

- 9.1 Annual Meeting** - The Annual Meeting of Members shall be held on such day and at such time in which the duration since the previous Annual Meeting is neither greater than 395 days nor less than 350 days and at such place in the Municipality of Toronto as the Board of Directors may from time to time determine.
- 9.1.1 Business at Annual Meeting** - The Annual Meeting shall be held for the purposes of:
- (a) Receiving the report of the Board of Directors
 - (b) Receiving the financial statements and auditor's report
 - (c) Appointing auditors for the ensuing year
 - (d) The election of directors
 - (e) Transacting such other business as may be determined by the Executive Committees or that may be properly brought before the meeting
- 9.2 Special Meetings** - The Chair or the Vice-Chair shall have the power to call a Special Meeting of Members at any time and at any place in Toronto as they may determine. Special Meetings of Members shall be called by the Chair or the Vice-Chair immediately upon the written request of one-third of the Executives then in office or upon the written request of not less than one-third of Members

9.3 Notice of Meetings - Notice of any meeting of Members shall be given by sending the notice to each Member entitled to vote at the meeting by prepaid ordinary mail, by e-mail, fax or other electronic means not fewer than 10 days and not more than 50 days before the date of the meeting. Notice of a Special Meeting of Members shall state:

- (a) The nature of the business to be transacted at the meeting in sufficient detail to permit the Members to form a reasoned judgment thereon
- (b) The text of any extraordinary, special, or ordinary resolution or by-law to be submitted to the meeting
- (c) The opportunity to submit in writing for consideration by the Executive Committee other business to be brought before the meeting

A Member and any other person entitled to attend a Meeting of Members may in any manner and at any timewaive notice of or otherwise consent to a meeting of Members

9.3.1 Proposal Submissions – Any member entitled to vote may submit an agenda topic or proposal for consideration and inclusion into the Notice of Meeting. A proposal may only be refused if:

- (a) The proposal is not submitted to the League at least 60 days before the date of the meeting;
- (b) It clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the League or its directors, officers, or members;
- (c) It clearly appears that the proposal does not relate in a significant way to the activities or affairs of the League;
- (d) Not more than two years before the receipt of the proposal, the member failed to present in person or by proxy, at a meeting of the members, a proposal that had been included in a notice of meeting at the member's request;
- (e) Substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or
- (f) The rights conferred by this section are being abused to secure publicity

If a proposal has been refused, the League shall, within 10 days after the day on which it receives the proposal, notify the member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal

9.3.2 Errors and Omissions - The League shall use its best efforts to ensure that Members are properly given notice of meetings, but no error or omission in giving notice shall invalidate or affect the meeting or any proceeding undertaken at the meeting

9.4 Chair - The Chair shall preside at all meetings of Members. In the absence of the Chair, the Vice-Chair shall preside at all meetings of Members and, if none of the said Directors are present within fifteen minutes after the time appointed for the holding of the meeting, those present and entitled to vote shall choose a chair from amongst themselves. In the event that those present are to choose a chair, this shall be done in accordance with the procedures for voting as set out herein. The Secretary, if present, shall act as provisional chair until such time as a proper chair of the meeting has been selected

- 9.5 Secretary** - The Secretary of the League shall act as secretary at any meeting of Members. In the absence of the Secretary, the chair of the meeting shall appoint a person, who need not be a Member, to act as secretary of the meeting
- 9.6 Quorum** – No less than twenty percent, rounded up to the nearest whole number, plus one of all persons entitled to vote present in person at any meeting of Members shall constitute a quorum for the transaction of business
- 9.7 Right to Vote** - Every person who, at the time of the meeting, is a Member in good standing of the League shall be entitled to one vote on each matter before the meeting
- 9.8 Votes to Govern** - All matters proposed for consideration shall be decided by a majority of votes cast. In the event of a tie, the chair of the meeting shall be entitled to a second vote
- 9.9 Method of Voting** - At all meetings of Members, every question shall be decided by a show of hands unless a ballot is required or demanded. Any Member may request that a ballot be taken either before a vote by way of show of hands, in which case the chair of the meeting shall direct that a ballot take place on the matter in question.
- 9.9.1 Method of Voting: Show of Hands** - Whenever a vote by show of hands shall have been taken upon a question, and unless a ballot thereon is required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or has not been carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said questions and the result of the vote so taken shall be the decision of the League upon the said question
- 9.9.2 Method of Voting: Balloting** - Any ballot required or demanded shall be taken in such manner as the chair shall direct. Upon a ballot, each member in good standing who is present or represented by proxy shall be entitled to one vote. At the conclusion of ballot counts, a declaration by the chair of the meeting that the vote upon the question has been carried or has not been carried along with the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said questions shall be entered to that effect in the minutes of the meeting and the result of the vote so taken shall be the decision of the League upon the said question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot
- 9.10 Proxies** - Every Member entitled to vote at any meeting of Members may appoint a proxy to act at a meeting in the same manner, and to the same extent, and with the same power as if the Member were present at the meeting. The instrument appointing a proxy shall be in writing and signed by the Member and shall cease to be valid upon its revocation by the Member, or after the expiration of the meeting for which it was issued, whichever occurs first, but in any event no proxy shall confer authority to vote at any meeting other than the meeting in respect of which it is given or any adjournment thereof. A proxy may be submitted:
- (a) In person to a Director or Executive
 - (b) By e-mail addressed to the Secretary's e-mail address provided on the League's web site and shall be considered to be signed if it purports to be a message sent by the Member from the Member's e-mail address

- 9.10.1 Deposit of Proxies** - The Executive Committee may fix a time not exceeding 48 hours, excluding Saturdays and holidays, prior to any Meeting of Members before which time proxies must be deposited with the League in an original form or by acceptable electronic means and any such period of time established shall be specified in the notice calling the meeting. If no time is established, proxies may be deposited with the Secretary of the meeting before any vote is cast under its authority

Article Ten – Committees

- 10.1 Committees** - The Executive Committee may from time to time establish such committees as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Such committees may include persons who may or who may not be Executives or Members. Each such committee shall be chaired by an Executive appointed by the Executive Committee. Members of committees shall not receive any remuneration for their services nor reimbursement of their out-of-pocket expenses in attending committee meetings
- 10.2 Standing Committees** – The Executive Committee shall convene from time to time standing committees to consider and consult on matters of the League. These committees shall have only such authority as afforded them at the time of convening.
- 10.2.1 Sponsorship and Fundraising** - The Sponsorship and Fundraising Committee shall examine and make recommendations on the scope of sponsorship and fundraising activities for the current and future annual terms
- 10.2.2 Recruitment** - The Recruitment Committee shall examine and make recommendations on the recruitment of Captains, Referees, and Participants
- 10.2.3 Tournament** - The Tournament Committee shall examine and make recommendations on all planned activities of the League tournament team should it exist
- 10.2.4 Off-Field Program** - The Off-Field Program Committee shall examine and make recommendations on all activities not located on the playing field
- 10.2.5 Captains** - The Captains Committee shall examine and make recommendations on changes to the Gameplay Rulebook and Captain’s Handbook however they be named. The Committee shall be chaired by one non-Captain Executive and composed only of Captains with allowances made for Assistant Captains attending as proxies. Quorum for the Captains Committee shall stand at no less than fifty percent rounded up plus one members
- 10.2.6 Arbitration** - The Arbitration Committee shall examine and make recommendations on disciplinary actions resulting from policy violations by an individual. The committee shall be chaired by the Commissioner or in his absence the Assistant Commissioner and composed of the non-voting subjects of the arbitration in addition to three neutral individuals. Quorum for this committee shall be one hundred percent of individuals eligible to vote at the meeting

- 10.3 Meetings** - Committee meetings shall be held from time to time at the call of the committee chair. Notice of the time, place, and agenda of every meeting so called shall be given to each committee member by any means provided for in Article 9.3 not fewer than five days before the time when the meeting is to be held. No notice of a meeting is required if all the committee members are present or if those absent waive notice thereof or otherwise signify their consent to such meeting being held
- 10.4 Chair** - An Executive or any appointed individual shall be chair of any committee meeting; if no such person be present at the time appointed for the meeting, the committee shall choose one of their number to be chair. The chair shall act as secretary in all committee meeting
- 10.5 Quorum** – No less than thirty percent of all committee members shall constitute a quorum for the transaction of business
- 10.6 Votes to Govern** - All matters proposed for consideration shall be decided by a majority of votes cast. In the event of a tie, the chair of the meeting shall be entitled to a second vote
- 10.7 Participation at Meetings** – A committee member may, if all of the members consent, participate in a committee meeting by means of telephone or other such communications facility which permits all persons participating in the meeting to hear one another. Member participation by telephone or other means shall be deemed to be present at that meeting

Article Eleven – Remuneration and Indemnification

- 11.1 Remuneration** - Subject to the provisions of the Act, the letters patent, and the by-laws of the League the Board of Directors may fix the remuneration of the Directors. Nothing contained herein shall preclude any Directors from serving the League in any other capacity and receiving remuneration therefor. In addition, Directors may be paid such sums in respect of their out-of-pocket expenses incurred in attending Board of Directors, committee or Members’ meetings or otherwise in respect of the performance by them of their duties as the Board of Directors may from time to time determine
- 11.2 Limitation of Liability** - Every director and officer of the League, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the League, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall incur any liability whatsoever for acting or failing to act in the carrying out of his duties as an officer or director, unless such liability is caused by his own willful neglect

11.3 Indemnity of Directors and Officers - Subject to the provisions of the Act, the League shall indemnify a director or officer of the League, a former director or officer of the League, or a person who acts or acted at the League's request as a director or officer of a body corporate of which the League is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such League or body corporate if:

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

11.4 Insurance - Subject to the limitations contained in the Act, the League may purchase and maintain such insurance for the benefit of its Directors and officers as such, as the Board of Directors may from time to time determine.

Article Twelve – Amendment to By-laws

12.1 Amendment to By-Laws - The by-laws of the League may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and confirmed, rejected, or amended by a special resolution of the members

12.2 Effective Date - the by-law, amendment or repeal is effective from the date of the resolution of the directors. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed

12.3 Subsequent Resolution - If a by-law, amendment or repeal ceases to have effect, a subsequent resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the members