



**THE CONSTITUTION AND BY-LAWS OF
ONTARIO DEAF SPORTS ASSOCIATION**

**Revised and Approved on March 30, 2019
In Kingston, ON.**

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Ontario Deaf Sports Association's Statement Mission

The Ontario Deaf Sports Association's mission is to promote and provide a barrier free environment for recreational and competitive sports, fitness, and recreation to deaf and hard of hearing individuals in the province of Ontario, contributing to an active lifestyle, enhancing health, wellness and a sense of community.

Constitution

1. Name:

The name of this charitable organization shall be the **Ontario Deaf Sports Association Inc., (ODSA)**. It was incorporated in 1983, Ontario Corporation No. 545671

Ontario Deaf Sports is hereby replacing the names as follows:

- a. (OSCOD) Ontario Sports Council of Organization of the Deaf (1967-1970)
- b. (OAAD) Ontario Athletic Association of the Deaf (1971-1974)
- c. (OSSF) Ontario Silent Sports Federation (1975-1982)

2. Location:

The Head Office of ODSA is in City of Toronto, in the province of Ontario, and at such place therein as the director may from time to time determine.

3. The Purpose and Objectives:

The purpose and objectives for ODSA, as established in the Letters Patent, 1983 are:

- A. To promote and facilitate the practice of amateur sports among hearing impaired people in Ontario.

- B. To select and improve, through the help of various athletic associations and hearing-impaired organizations, hearing impaired athletes who are seemingly capable of participating in an annual sporting championship for the hearing impaired and Ontario Summer/Winter Games, organized by the Corporation, Provincial and National Summer/Winter Games, organized by the World Summer/Winter Games for the Deaf, Pan-American Games for the Deaf and Canada Deaf Sports Association.
- C. To collect membership fees, donations, legacies grants and other contributions.
- D. To acquire by purchase, rental or otherwise, such equipment and facilities as may be necessary for the practice of sports among its members in accordance with the aims of the Corporation.
- E. To encourage the development and affiliation of hearing-impaired sports associations across Ontario, e.g. regional, to assist the work of the Corporation in activities such as membership, tournaments, and competitions; to engage in publicity projects for the purpose of Provincial fundraising campaigns.

4. Language:

The official language of ODSA shall be either ASL (American Sign Language) and/or LSQ (Langue des signes Quebécoise). The written language shall be either English and/or French; however, the English text shall be used in the case of a dispute in interpretation.

5. The Seal:

The Seal, an impression hereof is stamped on the margin, shall be the Seal of the Corporation. The Seal will be maintained in the Head Office of ODSA.

6. Fiscal Year:

The fiscal year of the ODSA shall be from April 1st to March 31st.

By-Laws

Section One – Membership and Fees

- 1.1 Membership in the Association shall be open to any Deaf, hard of hearing and/or deafened person who is a student, adult or senior; and supports and abides by the aims and purposes of the Association's objects.
- 1.2 Each member shall uphold the constitution and comply with the by-laws and regulations of the Association in a manner respectful of its purpose, philosophy, and image.
- 1.3 Every member shall be deemed to be in good standing, if he/she has paid any and all dues, fees or monies payable by him to the Association, and is not expelled or suspended by the members of the Association for any cause whatsoever
- 1.4 Membership in the Association shall cease
 - A. upon the death of a member,
 - B. if the member resigns by written or verbal notice given to the Secretary, in which the Secretary will provide a declaration, together with any reasons the member wishes to convey, to the Board of Directors; or
 - C. if the member no longer qualifies for membership in accordance with the by-laws.
- 1.5 The Board shall be empowered to remove the privilege of membership from any member who in the determination of the Board, acts contrary to the interests of the Association, provided that any such member shall be granted the opportunity to be heard.

Section Two - Board of Directors

- 2.1 The affairs of the Association shall be managed by a board of seven (7) directors, each of whom at the time of his/her election shall be a member of the Association.
- 2.2 The Board shall consist of:
 - a. *President*
 - b. *Vice President*
 - c. *Secretary*
 - d. *Treasurer*
 - e. *Sports Director*
 - f. *Directors-At-Large*
- 2.3 The term of each officer's position shall run for two (2) years.
- 2.4 The members of the Board shall be elected in the Spring of each even-numbered year.
- 2.5 If the nominee is unable to be present at the time of election, his/her written consent must be available by proxy.
- 2.6 The elected President may nominate any member to be part of the Board based on his/her confident and trustworthy.
- 2.7 Only members residing in Ontario and being active members in good standing with the Corporation for at least one year shall be eligible to hold office or to be appointed to the Board of the Ontario Deaf Sports Association Inc.
- 2.8 At least two present Executive Board (President, Vice President, Treasurer, or Secretary) are required to be re-elected for another term.
- 2.9 Two members of the Board are required to present at all ODSA Tournaments and events.
- 2.10 The Board of Directors shall be reimbursed for accommodations, travelling expenses, and meals and the Board of Directors shall not be paid compensation for their duties.

- 2.11 The Board of Directors shall submit their progress reports at all Board meetings and Annual General Meetings. All original reports shall be filed in the file cabinet.
- 2.12 The Board shall meet at such times and places as they may determine and adjourn any meetings at their convenience.
- 2.13 The immediate past President may attend any Board meeting, but this person cannot vote. The past President shall be available to give assistance and advice when called upon.
- 2.14 Any director who wishes to resign, shall send a letter of resignation to the Board, and the letter shall be approved by the Board.
- 2.15 Any member of the Board may be removed from office with or without cause upon the passing of a resolution at any time by the Board due to negligence in their duties in their stand of ethical behaviour, lack of attendance and/or severe occurrences.
- 2.16 Members of the Hiring Committee appointed by the Board may be responsible for interviewing and hiring of any employee of the Ontario Deaf Sports Association.

Section Three - Meetings

- 3.1 The Ontario Deaf Sports Association Inc may hold four types of meetings as follows:
- *Annual General Meeting*
 - *Board Meeting*
 - *Special Meeting*
 - *Sports Committees*
- 3.2 Any annual, general or special meeting of the members shall be held at the head office of the corporation or elsewhere in Ontario as the Board of Directors may determine from time to time and on such a day as the Directors shall appoint.
- 3.3 Special General Meetings can be called at any time by the Board. With due respect to the Board, 5 percent (5%) of the members of the Association shall have the right to require the President to call a special meeting of members, providing that the issue is of a serious nature. Such a meeting shall be held at a time and place intended to facilitate the attendance of the majority of the members. All notices must be sent out to all delegates and members within thirty (30) days.
- 3.4 The Board shall invite anyone, as they deem advisable to attend Meetings as observers and/or consultants. The observers and/or consultants shall not have voting privilege.
- 3.5 A quorum for the transaction of business at any meeting of members shall consist of not less than **twenty (20)** members present. No business shall be transacted at any meeting of the Association unless a quorum of members is present. If, within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall be dissolved.
- 3.6 The annual meeting of the Association for the purpose of receiving the annual report of the affairs of the Association for the preceding fiscal year, electing directors for the ensuing fiscal year, and for transacting such other business as may come before the meeting, shall be held in the Spring of the forthcoming year, on such date and at such time and place as determined by the Board.
- 3.7 Each member of the Board shall be entitled to one vote at AGM and Special Meetings, where active member who is present with a voting privilege for Election.

- 3.8 At the Annual General Meeting of the Corporation, each motion shall be decided by majority votes of the Board and the members.
- 3.9 The date and location of Annual General Meeting shall be announced to the members no less than **ninety (90) days** prior to the AGM.
- 3.10 Any proposal, and report motioned by the members or organizations must be written and submitted to the main office of the Ontario Deaf Sports Association no less than **forty (40) days** prior to the date of AGM meeting. The members shall be required to be present; otherwise, the motion(s) will automatically be turned down unless another person is willing to carry it over with full of knowledge of the motion(s).
- 3.11 The Board shall send out the agenda, reports, proposals and financial report to the members and organizations no less than **thirty (30) days** prior to the AGM.
- 3.12 No meeting is to be held during the Provincial / National / International Tournaments, the Invitation Tournaments, or a statutory long weekend.
- 3.13 The Board shall bring the copy of the By-laws and previous reports to the AGM, Board, and special meetings.

Section 4 - Meetings, Board of Directors

- 4.1 Seven (7) members of the Board of Directors shall form a quorum for the transactions of business.
- 4.2 No formal notice of any such meeting shall be necessary if all of the directors are present or if those absent have signified their consent to the meeting in their absence.
- 4.3 Meetings of the Board of Directors may be formally called by the President or Vice-President. The Secretary can call a meeting on direction of the President or Vice-President or on direction of two other Directors.
- 4.4 Notice of the meeting shall be sent by means of transmitted or recorded communication to each Director no less than two (2) weeks before the meeting is to take place.
- 4.5 No errors or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at a such meeting, providing that the notice of the time and place of the such meeting has been sent to the directors in general and without prejudice.
- 4.6 Resolutions arising at any meetings of directors shall be decided by a majority of votes. In case there is a tie in the voting, the Chairperson shall cast his/her vote. All votes at such meetings shall be taken by ballot if requested by any director, but if no demand is made, the vote shall be taken in the usual way by assent or dissent.
- 4.7 A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence without proof of number or proportion of the votes recorded in favour of or against such resolution.

Section 5 – Powers and Duties of Directors

- 5.1 The Board of Directors may administer the affairs of the Association in all things and make and cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and may exercise all such other powers except where expressly forbidden by the bylaws of the Association or by resolution passed by members of the Association.
- 5.2 No member of the Board of Directors shall receive any direct remuneration from the Association for services rendered as a member of the Board of Directors of the Association, provided that any director may be reimbursed for reasonable expenses actually incurred in connection with the business of the Association.
- 5.3 The Corporation shall have an Executive Committee. It shall be composed of the President, the Past-President, the Vice-President, the Secretary, and the Treasurer. The Executive Committee has all the powers of the Board of Directors in the intervals between the meetings of the Board. All action shall be reported at the next regular meeting of the Board of Directors.
- 5.4 The President shall
 - a. Be the chief representative for the Association.
 - b. When present, preside at all meetings of the members of the Association and of the Board of Directors; and
 - c. Ensure that the Board of Directors exercise, with due diligence, the general management and supervision of the affairs and operations of the Association.
- 5.5 The Vice-President shall
 - a. During the absence or inability of the President, exercise his/her duties; and
 - b. Be in charge with questions pertaining to the bylaws and parliamentary procedure, and shall render advice in such matters the Board, or members of the Association, at any such meeting.

5.6 The Secretary shall

- a. Be ex officio clerk of the Board of Directors.
- b. Attend all meetings and record all facts and minutes of all proceedings and make them available to the Board of Directors and members of the Association.
- c. Conduct the general correspondence of the Association.
- d. Be the custodian of the seal of the Association and of all papers, records, correspondence, contracts and other documents belonging to the Association.
- e. Notify the Directors of the time, place, and tentative agenda of upcoming meetings of the Board of Directors; and
- f. Notify members of the Association of the time, place and tentative agenda of meetings of the Association.

5.7 The Treasurer shall

- a. Oversee vested funds of the Association.
- b. Keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account.
- c. Deposit all moneys or other valuable effects in the name and to the credit of the corporation in such financial institutions as may from time to time designated by the Board of Directors.
- d. Disburse the funds of the Association under the direction of the Board of Directors; and
- e. At the regular meetings or whenever required of him/her, render an account of all his/her transactions as Treasurer.

5.8 Any other directors who are appointed by the officers, such as the Youth Director, the Sports Director and the Directors at Large, shall be assigned duties and projects as determined by the Board of Directors and shall provide reports to the Board of Directors and/or members of the Association on such projects or committees.

5.9 The Association agrees to indemnify and save harmless the directors for all actions undertaken by them in good faith on behalf of the Association, claims, suits or proceedings brought against them, provided that no director shall be indemnified by the Association in respect to any liability, costs, charges or expenses that he/she sustains or incurs as a result of his/her own fraud, dishonesty, willful neglect or willful default.

5.10 The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such annual general meeting of active members shall at and from such time cease to have any force and effect.

Section Six – Books, Records and Accounting

- 6.1 The directors shall see that all books, accounts, and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and meticulously kept.
- 6.2 Deeds, transfers, licenses, contracts, and other engagement on behalf of the Association shall be signed by either the President or Vice-President and should either officers are not able to sign, the Secretary or Treasurer shall be the signing authority.
- 6.3 Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the 31st of March in each year.
- 6.4 All monies belonging to the Association shall be deposited in a bank account in the name of the Association at a branch of a Chartered Bank or Trust company in Canada by any officer or by an employee so designated by the Board. No cheque or other order for the contracts of monies shall be valid unless signed by in accordance to a resolution of the Board made from time to time.
- 6.5 Deeds, transfers, assignments, contracts, obligations, certificates, and other documents may be signed on behalf of the Corporation by two persons, one being the President or Vice-President and the other being the Secretary or Treasurer.
- 6.6 In addition, the Board may from time to time direct the way and the person or persons by whom any particular document or documents may or shall be signed. Any signing officer may affix the corporate seal to such documents which he or she has signed.
- 6.7 The books, accounts and records of the Association shall be audited at least once a year by a duly qualified chartered accountant elected for that purpose at the annual general meeting. Complete and proper financial statements of the previous year shall be presented at the annual general meeting of the Association for approval.

Section Seven - Amendments to the Constitution and By-Laws

- 7.1 The Constitution and the By-Laws of the Corporation may be amended or altered by a special resolution at the AGM, with the support of two-thirds (2/3) vote on each part of the Constitution and a majority vote on each part of the By-Laws.
- 7.2 Thirty (30) days notification of such extraordinary resolutions shall be given to the members prior to the date of the AGM.

Section Eight - Arbitration or Mediation of Disputes

- 8.1 Any dispute concerning the interpretation or application of the by-laws, and any dispute concerning the rights of a member or the powers of a director or officer, shall be submitted to and decided by arbitration under the Arbitration Act of the Province of Ontario.

Section Nine - Dissolution

- 9.1 The dissolution of the Ontario Deaf Sports Association Inc, may only be voted upon at Special Meeting of all members upon notification from the Board.
- 9.2 All properties, monies, etc., shall be in any chartered bank with signatures of active members until any deaf provincial sport organization is re-established following the Constitution and By-Laws of the Corporation.