



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

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In Toronto, Ontario

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Ontario Deaf Sports Association Mission Statement

The Ontario Deaf Sports Association (ODSA) is committed to fostering an inclusive, barrier-free environment for Deaf, hard-of-hearing, and deafened individuals in Ontario. We promote participation in recreational and competitive sports, fitness, and recreation, contributing to active lifestyles, health, wellness, and a strong sense of community.

Constitution

Name:

The name of the organization is Ontario Deaf Sports Association Inc. (ODSA), incorporated in 1983 under Ontario Corporation No. 545671.

Location:

The Head Office of the Ontario Deaf Sports Association (ODSA) shall be located in the Province of Ontario at an address determined by the Board of Directors. The organization recognizes remote work as a standard practice, and official operations may be conducted virtually or at such locations as deemed appropriate by the Board.

Purpose and Objectives:

Based on Letters Patent, 1983:

- Promote amateur sports for Deaf, hard-of-hearing, and deafened individuals in Ontario.
- Support the selection and development of athletes for local, provincial, national, and international competitions for Deaf athletes.
- Collect membership fees, donations, grants, and other contributions to further the goals of the organization.
- Facilitate access to equipment and facilities necessary for sports and recreation.
- Encourage the creation and development of Deaf sports associations across Ontario.

Language:

The official languages of ODSA are American Sign Language (ASL) and Langue des Signes Québécoise (LSQ). The written language is English and/or French, and in case of disputes over interpretation, the English version prevails.

Fiscal Year:

The fiscal year of ODSA runs from April 1st to March 31st.

By-Laws

Section One: Membership and Fees

1.1 Eligibility

Membership is open to all individuals who are students, adults, or seniors and who support the objectives of the Association.

1.2 Good Standing

A member is considered in good standing if they have paid all dues, fees, and are not suspended or expelled for cause.

1.3 Term of Membership

Membership begins on January 1 and expires on December 31 of the same year.

1.4 Voting Eligibility

To be eligible to vote at the Annual General Meeting (AGM), a member must be in good standing and have joined at least 10 days prior to the AGM.

1.5 Termination of Membership

Membership ceases upon:

- death,
- voluntary resignation,
- loss of eligibility as per the by-laws.
- removal in accordance with Section 1.6.

1.6 Removal of Membership

The Board has the authority to expel any member for actions that harm the interests of the Association. The member must be given at least 15 days' written notice of the expulsion and the reasons for it, and an opportunity to respond in writing or in person before the Board makes a final decision. The decision of the Board shall be final.

Section Two: Board of Directors

2.1 Composition

The Board of Directors shall consist of between five (5) and seven (7) directors, including the following officers:

- President (Chair)
- Vice President (Vice Chair)
- Secretary
- Treasurer
- Sports Director
- Additional Directors at Large, as required

The exact number and composition of directors may be determined by a resolution of the Board, subject to the by-laws and the needs of the Association.

2.2 Board Terms

- a) Directors will serve staggered terms of two (2) years.
- b) Elections will occur every year with approximately half of the board positions up for election each time to ensure continuity.
- c) Directors may serve multiple consecutive terms but may not hold the same officer position for more than three (3) consecutive terms. A break of one full term resets eligibility for that officer role.

2.3 Election Process

- a) Elections will be held at the Annual General Meeting (AGM)
- b) Voting will be by active members, each of whom is entitled to one vote.
- c) In situations where absent members are permitted to vote, the process can be conducted via mail or electronic means.
- d) Directors may be nominated by other members or through self-nomination. Nominees must be members in good standing within the Deaf community.

2.4 Vacancies

If a vacancy occurs on the Board, the Board may appoint an individual to fill the position until the next AGM.

At the AGM, the members shall elect a director to complete the remaining term, if applicable.

2.5 Eligibility for Office

To be eligible for election or appointment to the Board, an individual must:

- Be Deaf, hard of hearing, or deafened;
- Be a current member of the Association in good standing;
- Reside in Ontario;
- Be at least 18 years of age;
- Not be an undischarged bankrupt;
- Not be declared incapable by a court.

2.6 Board Composition and Attendance

- a) To promote continuity, it is recommended that at least two executive officers (President, Vice President, Secretary, or Treasurer) be re-elected where possible.
- b) A director who is absent for more than three (3) consecutive Board meetings without just cause may be removed by resolution of the Board, in accordance with ONCA.
- c) Any director may be removed before the end of their term by a resolution passed by a majority vote of the members at a special meeting called for that purpose, as required under ONCA (s.26).
- d) A director may also be removed by the Board for cause (e.g., negligence, unethical behavior, or serious misconduct), provided they are given notice and an opportunity to respond, in accordance with ONCA.

2.7 Conflict of Interest

- a) Directors or officers with a direct or indirect interest in a contract, transaction, or decision must disclose their interest at the earliest opportunity and ensure it is recorded in the meeting minutes.
- b) Directors or officers with a conflict must not participate in discussions or votes on the matter and may be required to leave the meeting during deliberations.
- c) All disclosures and related actions must be documented in the minutes. Contracts or transactions with conflicts must be reviewed and approved by the board for fairness.
- d) Failure to disclose a conflict may result in disciplinary action, including removal from the board, and can void related contracts or transactions.
- e) Directors and officers must act in the best interests of the Association, prioritizing its mission over personal interests.

2.8 Reimbursement

Board members are entitled to reimbursement for reasonable travel, accommodation, and meal expenses incurred during Board activities.

Section Three: Meetings

Types of Meetings and Guidelines

For all meetings, the organization may meet either **in-person** or **electronically** (e.g., via Zoom), as determined by the Board of Directors.

3.1 Annual General Meeting (AGM)

- a) **Purpose:**
An Annual General Meeting (AGM) shall be held to provide reports on the activities and financial position of the organization, to elect Directors, and to address any other business required under the Ontario Not-for-Profit Corporations Act (ONCA) or presented by members.
- b) **Frequency and Timing:**
The AGM shall be held at least once every calendar year, **not more than fifteen (15) months after the previous AGM**, and **no later than six (6) months** after the end of the corporation's financial year, in accordance with the ONCA.

- c) **Quorum:** Quorum for the AGM shall consist of at least **10% of the total membership**, present in person or via any approved virtual platform.
- d) **Voting:** All votes must be passed by a **majority** of the members present.
- e) **Motion Submission Process:** Members may submit proposals for inclusion on the AGM agenda in accordance with ONCA Section 64:
 - Proposals must be submitted at least **60 days before the AGM date**.
 - To be included in the AGM package, proposals must be received by the Board **at least 30 days** before the meeting.

The Board may refuse to include proposals that are frivolous, clearly irrelevant to the Association's affairs, or otherwise excluded under ONCA Section 64(5). Proposals that meet the legal criteria must be included regardless of whether the submitting member is present at the meeting.

If the submitting member is unable to attend the AGM, another member may be designated to speak to the proposal.

- f) **Meeting Materials:** The Board must distribute the agenda, reports, proposals, and financial report to members and organizations **no less than 30 days** before the AGM.
- g) **Public Accountant Appointment:** At each AGM, the members shall:
 - Appoint a public accountant for the upcoming fiscal year if required by ONCA; or
 - Waive the appointment by passing an extraordinary resolution (at least 80% of the votes cast), in accordance with ONCA Section 76.

3.2 Special Meetings

- a) **Purpose:** A Special Meeting of the members may be called:
 - By resolution of the Board of Directors; or
 - By written requisition of at least **five percent (5%) of the members** entitled to vote, in accordance with the Ontario Not-for-Profit Corporations Act (ONCA), Section 60.

The requisition must state the business to be transacted and must be delivered to the President or Secretary of the Association. Upon receiving a valid requisition, the Board must call a meeting within 21 days.

- b) **Quorum:** At least **5% of the total membership** in good standing.
- c) **Voting:** All votes must be passed by a **majority** of the members present

3.3 Board Meetings

- a) **Purpose:** Held regularly, as determined by the Board.
- b) **Notification Timeline:** A minimum of **14 days'** notice is required, unless all Directors agree to a shorter notice period for urgent matters.
- c) **Quorum:** A **majority of the Directors**.
- d) **Voting:** Resolutions are passed by a **majority vote**. In the event of a tie, the President has the casting vote.

3.4 Sports Committee Meetings

- a) **Purpose:** Sports Committee meetings shall be convened as required for specific projects, events, or matters related to sports activities.
- b) **Notification Timeline:** The required notice period for committee meetings shall be determined by the committee itself, but shall not be less than **7 days**.
- c) **Quorum:** A quorum for a Sports Committee meeting shall be determined by the committee, but it shall not be less than **50% of the members**.
- d) **Voting:** Decisions made at Sports Committee meetings shall be passed by a **majority vote** of the committee members present.

Section Four: Powers and Duties of the Directors

4.1 General Authority

The Board has the authority to manage the affairs of the Association, including entering into contracts, overseeing finances, and making decisions in the best interests of the Association.

4.2 Reimbursement of Expenses

Directors are entitled to reimbursement for reasonable expenses incurred in carrying out their duties.

4.3 Executive Committee

The Executive Committee, consisting of the President, Past-President (when applicable), Vice-President, Secretary, and Treasurer, may act on behalf of the Board between

regular meetings. The Executive Committee shall report its actions and decisions to the Board at the next meeting.

4.4 Indemnification

The Association shall indemnify Directors and officers, including former ones, to the fullest extent allowed by law, except for costs arising from fraud, dishonesty, or willful misconduct. The Board may advance legal expenses, subject to legal conditions.

Section Five: Books, Records, and Accounting

5.1 Financial Oversight

- a) The Association shall maintain accurate financial records to ensure transparency and accountability.
- b) Depending on the Association's annual revenue, a public accountant (auditor, review engagement practitioner, or accountant, as applicable) shall be appointed at each Annual General Meeting (AGM), or the members may unanimously waive this requirement in accordance with ONCA.
- c) The fiscal year of the Association shall end on March 31st of each year.

5.2 Signing Authority

The Board of Directors shall designate which officers or agents have signing authority on behalf of the Association.

Contracts, agreements, and financial documents shall require the signatures of **two authorized officers**, consisting of either the President or Vice-President, together with the Secretary or Treasurer.

Section Six: Amendments to the Constitution and By-Laws

6.1 Authority to Amend

- a) The **Board of Directors** may make, amend, or repeal by-laws in accordance with the *Ontario Not-for-Profit Corporations Act, 2010* (ONCA). Any such change takes effect immediately but must be confirmed by the members at the next meeting of members. If not confirmed, the change ceases to have effect as of that meeting.

b) Amendments to the **Constitution** may only be made by the members and must be approved by a **special resolution**, meaning at least two-thirds (2/3) of the votes cast by members entitled to vote.

6.2 Member Approval Requirements

a) By-law Amendments – Ordinary Changes

Amendments that do **not** affect fundamental matters under ONCA may be confirmed by an **ordinary resolution**, meaning a majority (more than 50%) of votes cast by members entitled to vote.

b) By-law Amendments – Fundamental Changes

Amendments that affect any of the following require a **special resolution**, meaning at least two-thirds (2/3) of the votes cast by members entitled to vote:

- Conditions or classes of membership
- Membership or voting rights
- Quorum requirements for meetings
- Notice periods or meeting procedures
- Any other matter defined as fundamental by ONCA

c) Where ONCA or the Corporation's articles require a special resolution, the Board shall not implement the amendment unless it is approved by the members accordingly.

6.3 Notice to Members

Notice of any proposed amendment to the Constitution or By-laws must be provided to all members **at least 30 days** before the meeting at which the vote will take place.

Section Seven: Arbitration or Mediation of Disputes

7.1 Dispute Resolution

Disputes about the by-laws or the rights of members, Directors, or officers should first be resolved through informal discussion or mediation.

If unresolved, and **all parties agree in writing**, the matter may be referred to **arbitration under the Arbitration Act, 1991 (Ontario)**.

This process does **not limit any legal rights** under ONCA or other laws.

Section Eight: Dissolution

8.1 Dissolution

- a) The Association may be dissolved by **special resolution** passed at a Special Meeting, with proper notice in accordance with ONCA.
- b) Upon dissolution, and after all debts are paid, any remaining assets shall be transferred to a **registered charity or qualified donee** with similar purposes.