

BY-LAW NO. 1

A By-Law relating generally to the transaction of the affairs of the

BARRIE ROYALS BASKETBALL CLUB

BE IT ENACTED as a By-Law of BARRIE ROYALS BASKETBALL CLUB

as follows:

NAME

1. The name of this Corporation shall be "BARRIE ROYALS BASKETBALL CLUB"

HEAD OFFICE

2. The Head Office of the Corporation shall be in the City of Barrie, in the County of Simcoe and Province of Ontario and at such place therein as the Directors may from time to time determine.

OBJECTS

3. The objects for which the corporation is incorporated is for the establishment and operation of a Basketball Club for the purposes of:

(a) Promoting organized Basketball tryouts, practices, games, tournaments, skills development and coaching development;

(b) Arranging matches and competitions, and establishing and granting prizes, awards and distinctions;

(c) Fostering goodwill and sportsmanship; and such other complementary purposes not inconsistent with these objects.

IMPLEMENTATIONS OF THE OBJECTS

4. In order to implement the objects, the Club shall:

(a) (i) Co-operate with basketball stakeholders and other community organizations as an affiliated member of the Ontario Basketball Association (OBA);

(b) (ii) Incorporate OBA policies into the Barrie Royals Constitution by reference to the binding policies of the OBA currently in existence and as may be implemented in future. Such policies being Appendix of Ontario Basketball Policies and Procedures.

(c) Act as an advisory group and/or prepare recommendations on behalf of basketball in Simcoe County and to present them to appropriate jurisdictions (ie. O.B.A., Boards of Education, YMCA);

4. continued

(d) Provide educators and coaches with resources in the areas of coaching theory and planning through regional clinics;

(e) Provide a competitive program for elite athletes (both male and female) in Barrie and Area within the framework of the OBA Provincial competitions;

(f) Provide a skills development program for competitive and non-competitive athletes in Barrie and Area within the framework of the Canadian Sport For Life Long Term Athlete Development (LTAD) model.

MEMBERSHIP

5. (a) Membership in the BARRIE ROYALS BASKETBALL CLUB shall consist of such individuals, such Corporations, such Partnerships, and other legal entities and as are admitted as members by the Board of Directors.

(b) The membership fee shall be determined at a meeting of Directors and will cover a period of twelve months.

(c) The parent or guardian of any person registered to participate in a program run by the Barrie Royals Basketball Club shall be a Member of the Barrie Royals Basketball Club.

(d) Each member in good standing shall be entitled to One (1) vote on each question arising at any special or general meeting of the Members. Corporations, Partnerships and other legal entities may vote by duly authorized proxy.

(e) The Board of Directors, by a two-thirds (2/3) majority vote shall be entitled to discipline, dismiss or exclude an individual athlete, coach, volunteer or parent from membership in the corporation, or shall impose such other penalties as may be determined by the Board, as the result of a breach of contract or where the conduct of the member is detrimental to the interests or reputation of the corporation.

(f) An individual that is subject to this action shall have the right to an oral hearing with the Board or a Discipline committee and have representation present. The request for this hearing must be submitted in writing to the Board within 14 days prior to the hearing of the Board or Discipline committee.

(g) An individual may appeal a decision of the Board or Discipline Committee to the Ontario Basketball Association in accordance with its Complaint process.

DIRECTORS

6. The affairs of the Corporation shall be managed by a Board of TWELVE (12) Directors, each of whom at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office shall be a member of the Corporation. On the organization of the Corporation Six (6) Directors shall be elected for a term of One (1) year and Six (6) Directors shall be elected for a term of Two (2) years and thereafter in each year all Directors shall be elected for a period of Two (2) years unless elected to fill a vacancy in the Directorship of the Corporation, and in such event the Directors elected shall be elected for the unexpired portion of the term of the Director who ceased to be a Director of the Corporation and thus created the vacancy.

VACANCIES, BOARD OF DIRECTORS

7. (a) Vacancies on the board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise, such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing term are elected. The Director who filled the vacancy as stated above, must be duly elected for a subsequent two (2) year term at the next annual meeting of members. If there is not a quorum of Directors, the remaining directors shall forthwith call a meeting of the members to fill a vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall deemed to have occurred, which may be filled in the same manner above provided.

(b) The office of a Director of the corporation shall be vacated by a two-thirds (2/3) majority vote of the board of directors upon the occurrence of any of the following:

(b) (i) as the result of a breach of contract or where the conduct of the member is deemed to be detrimental to the interests or reputation of the corporation.

(b) (ii) if any director fails without reasonable excuse to attend three (3) consecutive meetings of the directors, of which proper notice was given.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

8. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or by the Secretary on direction of any two directors. Notice of such meetings shall be delivered, telephoned or transmitted by electronic mail to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at any hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

9. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

10. (a) Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-president or such other director as the board may from time to time appoint for the purpose.

(b) The President, or the appointee of the Board will call for any conflict of interest at the beginning of every Board meeting. When a Board member identifies that he or she does have a conflict of interest on any item in the Agenda, he or she will not be permitted to vote on that issue. A conflict of interest arises when a member has either a monetary interest in the issue or by virtue of his or her employment having a direct involvement in that issue. The Chairman of the meeting is responsible for identifying a conflict of interest not declared. The final decision as to whether a conflict exists rests with a majority vote, if necessary.

POWERS

11. The Directors of the Company may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

COMMITTEES OF THE BOARD OF DIRECTORS

12. The standing Committees of the Board of Directors shall be:

(a)(i) An Executive Committee, Membership of which shall consist of the immediate Past President of the Corporation, President, Vice-President, Secretary and Treasurer;

(a) (ii) Fund Raising and Sponsorship Committee, membership of which shall consist of such persons who are appointed to the Committee by the Board of Directors. This committee will be responsible for policy, implementation and managing appropriate fundraising and sponsorship initiatives.

(a) (iii) Competition Committee, membership of which shall consist of such persons who are appointed to the Committee by the Board of Directors. This committee will be responsible for recruitment and assignment of coaches, facilitate and monitor tryouts, player exceptions and other appropriate matters that may arise each season.

(a) (iv) Discipline Committee, membership of which shall consist of such persons who are appointed to the Committee by the Board of Directors. This committee will be responsible for all matters relating to disciplinary action against a player, coach or parent as outlined in "Membership" Item 5 (e).

(b) The Board of Directors shall have the authority to create such other ad hoc Committees as may be required and to appoint members to these ad hoc Committees.

REMUNERATION OF DIRECTORS

13. The Directors shall receive no remuneration for acting as such.

OFFICERS OF THE CORPORATION

14. There shall be a President, Past-President, Vice-President, Treasurer and Secretary. The Officers, other than the Past-President, shall be elected by the members from among their number at the annual meeting of Members, provided that in default of such election the then incumbents shall hold office until their successors are elected.

DUTIES OF PRESIDENT & VICE-PRESIDENT

15. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation and shall be an ex officio member of all committees. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President or such other Director as the Board may from time to time appoint for the purpose. The President shall have a second and deciding vote in the event of a tie.

DUTIES OF SECRETARY

16. The Secretary shall be ex officio clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to Directors. He or she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a Resolution of the Board of Directors to do so and to such person or persons as may be named in the Resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF TREASURER

17. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He or she shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the Board of Directors. The Treasurer shall also prepare an annual budget to be submitted to the Directors and members for approval.

DUTIES OF PAST PRESIDENT

18. The Past President shall assist the President in an advisory capacity. The Past President shall chair or sit on any standing or ad hoc Committee if required and shall chair the nominating Committee. The Past President shall be responsible for gathering memorabilia of the current year.

DUTIES OF OTHER OFFICERS

19. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

20. Deeds, Transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by the President and Treasurer and the Secretary shall affix the seal of the Corporation to such instruments as require the same. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President and Treasurer.

20. continued

The President and Treasurer may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

21. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

DUES

22. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by the Board of Directors. The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

23. The annual or any other general 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 and on such days as the said Directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented, the officers and a board of directors elected, and auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. Any two directors or the President shall have power to call at any time a general meeting of the members of the Corporation.

No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by electronic mail distribution to coach and team contacts, and/or website posting and/or media advertisement, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

MEETINGS OF MEMBERS REQUESTED BY MEMBERS

24. A special general meeting of members shall be called by the Board of Directors at the request in writing of any five (5) members and the notice of special meeting shall contain a statement of the purpose for which such meeting is called. No business other than that mentioned in the notice shall be transacted at such meeting unless by the unanimous vote of those present at the meeting.

ERROR OR OMISSION IN NOTICE

25. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his or her last address recorded on the books of the Corporation.

ADJOURNMENT

26. Any meetings of the Corporation or of the Directors may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

27. A quorum for the transaction of business at any meeting of members shall consist of not less than twenty five per cent (25%) of the membership present in person; provided that in no case can any meeting be held unless there are two members present in person.

VOTING OF MEMBERS

28. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote. No member shall be entitled to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him. At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

FINANCIAL YEAR

29. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of JUNE in each year.

CHEQUES, ETC.

30. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the President and the Treasurer of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and the President and Treasurer may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.

Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

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

NOTICE

32. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or electronically or by depositing same in a post office in a prepaid, sealed wrapper addressed to the director, officer or member at his, her or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office as aforesaid, or if mailed electronically shall be held to be sent when the same was processed electronically at its origin. For the purpose of sending any notice the address of any member, director or officer shall be his or her last address as recorded on the books of the Corporation.

INTERPRETATION

33. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words imparting the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

The foregoing by-law is hereby passed by all the directors of the Corporation, pursuant to Section 328 of The Corporations Act, as evidenced by their respective signatures hereto.

DATED this 25th day of October, 1989.

Terry Olaskey
President

Stephen Bazuk
Secretary

This By-law was Revised on 11th day of March, 2015 with Amendments passed by Resolution of members on 4th day March, 2015

Ken Urbach, President of record on March 11, 2015