

BY-LAWS



Halton - Peel
Cruisers Sports
for the Physically Disabled

Cruisers Sports for the Physically Disabled
9 - 6975 Meadowvale Town Centre Circle - Suite # 158
Mississauga, Ontario L5N 2V7

Website: www.cruisers-sports.com
Email: questions@cruisers-sports.com

Registered Charity #89955 5122 RR0001

(Last Revision January 2014)

BY-LAWS

CRUISERS SPORTS FOR THE PHYSICALLY DISABLED of HALTON/PEEL

NAME

1. Cruisers Sports for the Physically Disabled of Halton / Peel hereinafter shall be referred to as the "Cruisers".

HEAD OFFICE

2. The Head Office of the Cruisers shall be in the Municipality of Peel in the Province of Ontario, and at such place herein as the Directors may from time to time determine.

MISSION

3. To enhance the quality of life for individuals with physical disabilities through sport and recreational activity.

PURPOSE

4. The Cruisers was formed for the following objectives, that is to say to promote the ability and potential of persons with physical disabilities by the following:
 - a) Providing persons with physical disabilities the opportunity to participate and compete in various sport at a recreational or competitive level;
 - b) Developing and enhancing the potential and abilities of persons with physical disabilities;
 - c) Promoting interaction, socialization and integration of persons with physical disabilities into the community and
 - d) Providing programs and services that assist with training and development.

MEMBERSHIP

5. Membership in the Cruisers is open to:

Any person with a physical disability who is interested in participating in the sports and/or the mandate of the Cruisers and are Residents of the Municipalities of Peel / Halton. Any person from another community will be considered if space and resources permit.

Voting members under the age of sixteen (16) years must appoint their voting privilege to their respective parent, guardian or recognized authority.

Individuals elected to the Board of Directors.

- a) Voting members - must be a member in good standing and have paid all registration fees in full as required. An active, registered coach of the Cruisers, in good standing, shall be considered a voting member.
- b) Non-voting members - Parents, guardians, family members, and friends of individuals with physical disabilities along with other members of the community at large interested in the Cruisers.

Non-voting members must be nominated by a voting member in good standing for a position on the Board of Directors.

REMOVAL FROM MEMBERSHIP

6. Member may be removed for the following reasons:

- a) Resides outside of the Municipalities of Peel / Halton.
- b) The club can no longer meet the needs of the voting member.
- c) Failure to comply with applicable Code of Conduct as per the Cruisers Policy and Procedure Manual.
- d) Failure to complete the required registration documents and pay the applicable registration fees.

RIGHT OF APPEAL – MEMBERSHIP

7. A voting member may appeal the removal from the Cruisers at the next regular General Meeting of the Membership. A two-thirds vote of the membership can reverse the removal vote.

QUORUM OF MEMBERS

8. A quorum for the transaction of business at any general meeting of voting members shall consist of not less than twenty five percent (25%) of the full voting members in person who are at least sixteen (16) years of age or by proxy, at least fourteen (14) days prior to any General Meeting.

VOTING OF MEMBERS

9. Each voting member is entitled to vote by proxy. The person designated to represent the proxy does not have to be a voting member. However, the designated person shall provide to the Nomination Committee, a signed and sealed, authorization from the voting member in good standing. Proxy votes for election to the Board of Directors will be delivered in a signed and sealed envelope by the designated person to the Nomination Committee. Such designated proxy is limited to representing two (2) proxy votes.

At all meetings of members, every question shall be decided by a simple majority of the votes of the voting members present in person or represented by proxy unless otherwise required by the by-laws of the Cruisers or by law. Every question shall be decided in the first instance by a show of hands by voting members unless any members demand a ballot.

A declaration by the Chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Cruisers 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 ballot may be withdrawn. The question shall be decided by a majority of votes given by the voting members present in person or by proxy.

BOARD OF DIRECTORS

10. The affairs of the Cruisers shall be managed by a Board of up to thirteen (13) Directors. Each Director of who at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office, shall be a voting member of the Cruisers. He/she shall be elected to hold office for a term of up to two (2) years.

The twelve (12) Board of Directors shall be elected by the general membership of the Cruisers during the Annual General Meeting to perform the specific positions of President, Vice President, Secretary, Treasurer, Director of Sledge Hockey, Director of Track and Field, Director of Basketball, Director of Athlete Relations, Director of Fundraising, Director of Registration, Director at Large, Director of Large (Outside the membership).

The immediate Past President may serve on the Board of Directors during the year immediately following his/her term of office for a total of thirteen (13).

Each Board of Director shall be at least eighteen (18) years of age at the time of the Annual General Meeting. Such election shall be by ballot, and shall be decided by a majority of the voting members in good standing.

NOMINATION PROCEDURE - BOARD OF DIRECTORS

11. Any voting member, in good standing, is entitled to nominate an individual, including one's self, for the Cruisers' Board of Directors. This nomination must be made no later than fourteen (14) days prior to the Annual General Meeting in writing, addressed to the Nomination Committee (made up of Board of Directors whose positions are not up for re-election) at the head office of the Cruisers. This committee shall also be entitled to nominate. Nominations will be closed at midnight of the required fourteen (14) day minimum time period.

ACCEPTANCE PROCEDURE

Nominees to the Board of Directors must accept their nomination within seven (7) days after the close of the nomination period and will be contacted by telephone, email or in person to confirm acceptance of their nomination. A nominee may only stand for one position per election. The nominee must state the position they are running for prior to the announcement of the nominees to the membership.

VACANCIES ON THE BOARD OF DIRECTORS

12. The Board of Directors shall fill any vacancies on the Board of Directors as agreed to by the majority of the Board of Directors. Appointed positions will be reviewed on an annual basis by the Board of Directors. If no one is appointed to fill the position, the vacancy shall be filled at the next annual meeting of the voting members, the term of office to be the originally scheduled time period remaining of the Director being replaced.

REMOVAL FROM OFFICE - BOARD OF DIRECTORS

13. The voting members of the Cruisers may, by resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given and invited to make a statement, remove any Board of Director before the expiration of his/her term of office, and may, by a simple majority of the votes cast at that meeting elect any person in his/her stead for the remainder of his/her term.

RIGHT OF APPEAL - BOARD OF DIRECTORS

14. A Board of Director may appeal the removal from office at the next regular General Meeting of the Membership. A two-thirds vote of the membership can reverse the removal vote.

QUORUM AND MEETINGS - BOARD OF DIRECTORS

15. The Board of Directors shall meet at least four times during each fiscal year. The quorum for the transaction of business by the Board of Directors shall be at least 60% of the number of Directors holding office at the time that the Board of Directors meeting is convened.

VOTING - BOARD OF DIRECTORS

Each Board of Director present, save for the Chair of the meeting shall be entitled to one vote on all questions arising at the meeting of the Board of Directors. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the event of a tie in the vote, the Chair of the meeting shall then be entitled to a tie-breaking vote. All votes, at any such meeting shall be by a show of hands unless a ballot is demanded by any Board of Director present.

POWERS - BOARD OF DIRECTORS

16. The Board of Directors of the Cruisers will administer the daily affairs of the Cruisers collectively and in the best interest of the membership

REMUNERATION OF DIRECTORS

17. The Board of Directors shall receive no remuneration for acting as such, but these persons may be reimbursed for reasonable expenses incurred while performing their duties as approved by the Board of Directors.

DUTIES OF THE DIRECTORS

18. **PRESIDENT** - The President shall, when present, preside as Chair at all meetings of the members of the Cruisers 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 Cruisers. The President, with the Vice President and Secretary or other Director appointed by the Board of Directors in the absence of a Vice President shall sign all By-laws. The Chair of the meeting shall be entitled to a tie-breaking vote only.

VICE PRESIDENT – The Vice President shall, when present, preside as Chair at all meetings of the members of the Cruisers and of the Board of Directors in the absence of the President. During the absence or inability of the President, the Vice President will assume all rights and duties of the President. The Vice President while acting as the Chair of the meeting shall be entitled to a tie-breaking vote only. The Vice President shall perform such other duties as may from time to time be determined by the Board of Directors.

SECRETARY - The Secretary shall attend all meetings of the Board of Directors and shall record all facts and minutes of all proceedings in the books kept for that purpose. The secretary shall perform such other duties as may from time to time be determined by the Board of Directors. In the absence of the Secretary, the chair shall appoint a member of the Board of Directors to record all minutes and provide a written report.

TREASURER - The Treasurer shall ensure that full and accurate accounts are kept of all receipts and disbursements of the Cruisers in a proper form. The Treasurer shall attend all meetings of the Board of Directors. If the Treasurer is unable to a meeting, the Treasurer will provide a written report for the Board of Directors.

The Treasurer shall disperse the funds of the Cruisers under the direction of the Board of Directors and shall render to the Board of Directors an account of all financial transactions, and of the financial position of the Cruisers. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

DIRECTOR OF FUND RAISING – The Director of Fundraising shall be responsible for the coordination of all fundraising initiatives for the Cruisers. The Director of Fundraising determines and prepares financial budgets pertaining to the requirements of the various events and committees to ensure the growth of operating capital for the Cruisers programs. The Director of Fundraising shall attend all meetings of the Board of Directors. If the Director of Fundraising is unable to attend a meeting, the Director of Fundraising will provide a written report for the Board of Directors. The Director of Fundraising shall also perform such other duties as may from time to time be determined by the Board.

DIRECTOR OF REGISTRATION - The Director of Registration shall be responsible for ensuring that full and accurate registration documentation and personal records are kept current and in the strictest confidence and in compliance with the privacy act. All registration monies are collected and duly noted and turned over to the Treasurer in a timely fashion. The registrar is responsible for assisting and

enforcing Cruiser members to register to their Personal Sports Organization (PSO) when annual memberships become due. If the Director of Registration is unable to attend a meeting, the Director of Registration will provide a written report for the Board of Directors. The Director of Registration shall also perform other duties as may from time to time be determined by the Board.

DIRECTOR OF TRACK AND FIELD – The Director of Track and Field and Boccia shall be responsible for overseeing coaches, determining and administering track meet entries, and keeping records of athlete performance accomplishments. The Director of Track and Field shall attend any meetings as required to represent any ongoing concerns and issues on behalf of the Cruisers. The Director of Track and Field determines and prepares financial budgets pertaining to the equipment, ongoing maintenance and growth of the program. If the Director of Track and Field is unable to attend a meeting, the Director of Track and Field will provide a written report for the Board of Directors. The Director of Track and Field shall also perform such other duties as may from time to time be determined by the Board.

DIRECTOR OF SLEDGE HOCKEY – The Director of Sledge Hockey shall be responsible for setting up schedules, arranging and overseeing coaches, Referees, Trainers for the teams, determining tournament entries, and keeping track of team rosters. The Director of Sledge Hockey shall attend all Ontario Sledge Hockey Association meetings as a voting member to represent any ongoing concerns and issues on behalf of the Cruisers. The Director of Sledge Hockey determines and prepares financial budgets pertaining to the equipment, ongoing maintenance and growth of the program. The Director of Sledge Hockey shall also perform such other duties as may from time to time be determined by the Board.

DIRECTOR OF BASKETBALL – The Director of Basketball shall be responsible for overseeing coaches, setting up schedules, determining tournament entries, arranging referees, and keeping track of team rosters. The Directors shall attend any meetings as required to represent any ongoing concerns and issued on behalf of the Cruisers. The Director of Basketball determines and prepares financial budgets pertaining to the equipment, ongoing maintenance and growth of the program. If the Director of Basketball is unable to attend a meeting a written report will be submitted to the board of directors. The Director of Basketball shall also perform such other duties as may from time to time be determined by the Board.

DIRECTOR OF ATHLETE RELATIONS – The Director of Athlete Relations shall be responsible for liaising with all athletes in respect to any concerns that they may have in relationship to the specific sports activities provided by the Cruisers. The Director of Athlete Relations shall represent any ongoing concerns and issues on behalf of the athlete at meetings. The Director of Athlete Relations shall also perform such other duties as may from time to time be determined by the Board. The

Director of Athlete Relations shall be a registered member, actively participating in one or more sports programs.

DIRECTOR AT LARGE – The Director at Large will contribute to the growth and development of the Cruisers by attending and providing input at meetings and performing duties from time to time as determined by the Board of Directors. Directors selected to this position are responsible for the organization and chairing of specific sub-committees that have been identified. The Directors at Large shall also perform such other duties as may from time to time be determined by the Board.

DIRECTOR AT LARGE (outside of Cruisers membership) – The Director at Large will contribute to the growth and development of the Cruisers by attending and providing input and an outside view of the organization at meetings and performing duties from time to time as determined by the Board of Directors.

DUTIES OF APPOINTED OFFICERS

19. The duties and length of appointed officers of the Cruisers shall be determined by the Board of Directors.

GENERAL MEETING

The voting membership shall retain all powers of the Cruisers except those designated in these by-laws to the Board of Directors. The President, Vice President or the Secretary may call an ordinary general meeting at any time by giving at least ten (10) days notice of the time and place along with an agenda. The Annual General Meeting of the membership shall take place within one hundred twenty (120) days of the end of the fiscal year of the Cruisers. A quorum for all general meetings shall be 25 percent (25%) of the full voting members. At every annual general meeting the reports of the directors, the financial statement and if required the report of the auditors shall be presented and a Board of Directors elected and if required auditors appointed for the ensuing year.

STAFF

20. The Board of Directors may employ, from time to time and upon such terms and conditions as the Board of Directors may determine, staff, which will carry out the policy decisions of the Board of Directors and the day-to-day administrative functions of the Cruisers.

MEETINGS – COMMITTEES

21. The Chair of any committee shall be the respective Board of Director, Officer, and/or their designate shall call meetings of committees. Recorded minutes of all meetings are required.

FINANCIAL YEAR

22. Unless otherwise ordered by the Board of Directors, the fiscal year of the Cruisers shall terminate on the 31st day of December in each year.

FINANCES

23. Any changes recommended in the annual report of the Treasurer shall be voted upon as a separate motion at the Annual General Meeting. Cheques to disburse the funds of the Cruisers shall bear the signatures of the Treasurer and one other Board of Director member with signing authority and in such manner as shall from time to time be determined by resolution of the Board of Directors. 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 Cruisers, shall be signed by such officer or officers and in such manner as shall from time to time be determined by resolution of the Board of Directors.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Cruisers shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors or withdrawn, from time to time, only upon the written order of the Club 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.

CONFIDENTIALITY

24. Every Board of Director, Officer and Employee of the Cruisers shall respect the confidentiality of matters brought before the Board of Directors, keeping in mind that unauthorized statements could adversely affect the interests of the Cruisers. The Board of Directors shall give authority to a spokes person they see qualified to make statements to the news media or public about matters brought to the Board of Directors.

INDEMNITY OF DIRECTORS AND OFFICERS

25. Every Board of Director or Officer of the Cruisers and his/her heirs, executors and administrators, and estate and effects, respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Cruisers, from and against:
- (a) All costs, charges and expenses whatsoever which such Board of Director or Officer sustains or incurs in or about any action, suit or proceeding against him or her, for or

in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office;

- (b) All other costs, charges and expenses which he or she sustains or incurs in or about in relation to the affairs thereof;
- (c) Except such costs, charges or expenses as caused by his or her own willful neglect or default.

DISTRIBUTION OF ASSETS

26. Upon the dissolution of Cruisers’ Sports for the Physically Disabled of Halton/Peel, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations, that are “registered charities” as defined by the Income Tax Act, who further the needs of those with physical disabilities, and who carry on activities in the regions of Halton and/or Peel. In the event that no such organization exists at the time this organization dissolves, the remaining property, after the payment of all debts and liabilities, shall be distributed or disposed of to charitable organizations that carry on their work solely in Canada.

RULES OF ORDER

"Procedures for Meetings and Organizations", by M.K. Kerr and H.W. King, Carswell Legal Publications, Toronto, 1984, or later editions, shall govern the Cruisers in all procedural matters not contained in these By-Laws.

AMENDMENTS TO BY-LAWS

27. These by-laws may be amended by approval of a motion by twenty five percent (25%) majority of votes cast at a general meeting, provided that at least ten (10) days notice has been given of the intent to propose an amendment to a by-law.

APPROVED

PRESIDENT: _____ Date: _____
Linda Beacham

VICE PRESIDENT: _____ Date: _____
Americo Morais

SECRETARY: _____ Date: _____
Antonia Spiteri