

# Constitution of The Ontario Climbing Federation

April 25, 2015

## 1. NAME OF CORPORATION

- 1) This non-profit corporation shall be known as “The Ontario Climbing Federation”.

## 2. TERMS

*The following terms have these meanings in this Constitution:*

- 1) ‘Board’ means the Board of Directors of the Federation;
  - 2) ‘Climbing’ means all of the disciplines that are practiced competitively, including bouldering, top roping, lead (or difficulty), speed climbing, and may include other forms of climbing that can be done in a competitive manner;
- ‘Day’ means all calendar days, including weekend and holiday days;
- 3) ‘Director’ means any and all members of the Board of Directors, including those holding a particular office within the Board;
  - 4) ‘Federation’ means The Ontario Climbing Federation;
  - 5) ‘Member’ means a member of this Federation;
  - 6) ‘Adult Member’ means any member who is at least eighteen (18) years old;
  - 7) ‘Child’ Member’ means any member who is under eighteen (18) years old. *(Amended 2012/10/14.)*

## 3. HEAD OFFICE

- 1) The head office of the Federation shall be in the Province of Ontario, at such place that the Board (as defined in s.5) may from time to time determine.

## 4. OBJECTIVES

*The objectives of the Federation are:*

- 1) To promote the development of the sport of competitive climbing in Ontario;
- 2) To govern the sport of competitive climbing in Ontario;
- 3) To organize the competition climbing calendar for youth and adults in Ontario;
- 4) To host, promote, organize, and sanction climbing competitions in Ontario;
- 5) To develop, promote, and enforce a consistent rules structure for all sanctioned climbing competitions held in Ontario;
- 6) To host, promote, and organize climbing related events;
- 7) To be the Ontario member of the National Sport Organization which governs competitive climbing in Canada;

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- 8) To liaise with Ontario climbers and the National Sport Organization which governs competitive climbing in Canada;
- 9) To develop, promote, and provide training and certification for climbing coaches, judges, officials and route setters in Ontario;
- 10) To provide support to gyms hosting climbing competitions and climbing related events;
- 11) To provide financial support to Federation members to attend National and International climbing competitions;
- 12) To develop, promote, and maintain partnerships with other organizations that support competitive climbing;
- 13) To promote recreational climbing;
- 14) To promote other forms of outdoor recreation.

## 5. STRUCTURE

- 1) The Federation shall be carried on without personal or financial gain for its members, and any profits or other gains to the Federation shall be used solely to promote and advance the Federation's stated objectives.
- 2) The affairs and activities of the Federation shall be managed and directed by a Board of Directors (the Board).
- 3) The Board shall normally consist of seven (7) members, all of whom must be at least eighteen (18) years old at the time of their election or appointment to the Board. *(Amended 2012/10/14.) (Amended April 25, 2015)*
- 4) The Board shall consist of the following officers: one (1) Chair, one (1) Vice-Chair, one (1) Secretary, one (1) Treasurer, one (1) Registrar, and two (2) Directors - at - Large. *(Amended April 25, 2015)*
- 5) The Board may form various committees or working groups that may promote and/or advance the Federation's stated objectives.
- 6) The Board may appoint interested members, or persons from the community, to participate in the various Federation committees or working groups as the Board deems appropriate.
- 7) The applicants for registration as an Ontario non-profit corporation shall form the founding Board of the Federation.
- 8) The term(s) of the founding Board shall continue until their successors are elected or appointed.
- 9) The founding Board shall collectively determine which three (3) positions on the founding Board shall be for a one (1) year term, which three (3) positions shall be for a two (2) year term, and which three (3) positions shall be for a three (3) year term.

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## 6. BOARD OF DIRECTORS - DUTIES

- 1) The Board shall manage the activities, affairs, assets, and financial instruments of the Federation in a manner that is consistent with the requirements of this Constitution, and also consistent with all relevant legislation.
- 2) The Board shall have charge of all Federation assets and financial instruments, and shall manage all Federation assets and financial instruments in accordance with commonly accepted prudent business practices.
- 3) The Board shall ensure that all funds raised by the Federation are used to promote and/or advance the Federation's stated objectives.
- 4) Every Director shall act honestly and in good faith with a view to the best interests of the Federation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 5) The Board shall have the authority to enter into and terminate any agreements or contracts with any person, or persons, or organization that may promote and/or advance the Federation's stated objectives.
- 6) The Board shall have the authority to engage in any lawful activity that may promote and/or advance the Federation's stated objectives.

## 7. BOARD OF DIRECTORS - ELECTIONS

- 1) Elections for all open positions on the Board shall be held every year at the Annual General Meeting of the Federation. (Amended April 25, 2015)
- 2) Only Adult Members in good standing are eligible for election or appointment as a Director.
- 3) Nominations shall be solely by personal declaration of the candidate member.
- 4) Voting shall be conducted by a secret ballot.
- 5) Directors shall serve for a two (2) year term, from June 1<sup>st</sup> in the present year until May 31<sup>st</sup> in the second subsequent year. (Amended April 25, 2015)

## 8. BOARD OF DIRECTORS - OFFICERS

- 1) The Board shall determine which Directors shall serve in a particular office. Generally, the various officers shall be selected on an annual basis, following the Annual General Meeting.
- 2) The Board may combine offices, and/or modify the number of Directors in the event that the Board deems it appropriate to do so.
- 3) The Board shall fill any vacancy within a particular office or generally within the Board that becomes vacant during a term as soon as the Board finds practicable.

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4) The Board shall fill any such vacancy by appointing any interested and eligible member that the Board deems appropriate.

**5) The specific duties of the Chair shall be to:**

- a. Chair all Board Meetings and General Meetings;
- b. Decide all questions of order by resorting firstly to this Constitution, secondly to Robert's Rules of Order, and lastly to any appropriate Federation past practice;
- c. Co-sign all Federation financial instruments and legal agreements;
- d. Sign all correspondence sent on behalf of the Federation.

**6) The specific duties of the Vice-Chair shall be to:**

- a. Assume the specific duties of the Chair in his or her absence.

**7) The specific duties of the Secretary shall be to:**

- a. Keep detailed written records of the business conducted at all Board and General Meetings;
- b. Receive all correspondence on behalf of the Federation;
- c. Notify every Director of all Meetings in accordance with this Constitution.

**8) The specific duties of the Treasurer shall be to:**

- a. Maintain proper financial records on behalf of the Federation;
- b. Co-sign all Federation financial instruments and legal agreements.

**9) The specific duties of the Registrar shall be to:**

- a. Maintain an accurate and current record of the names, ages, and contact details for all members of the Federation;
- b. Act in the absence of either the Secretary or Treasurer as required.

## **9. BOARD OF DIRECTORS - MEETINGS**

- 1) The Board shall hold Board Meetings as required to conduct Federation business.
- 2) Directors may participate at Board Meetings in person, or by some effective remote means such as telephone or video conference.
- 3) Every Director, including the Chair, participating at a Board Meeting shall have one (1) vote on any issue that requires a vote. In the event that the collective vote on an issue is tied, the Chair may cast a second 'tie-breaking' vote on that issue.

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- 4) The Board Chair, or their designate, may distribute a resolution by electronic means to all Directors for their consideration. If that resolution is approved in writing by a majority of the Directors, it shall be treated in all respects as if it had been passed at a Board Meeting.
- 5) The Board shall keep written records of the business conducted at every Board Meeting.
- 6) The Board shall enact/keep written policies that are required to conform with the Constitution, and also to conform with all relevant legislation.
- 7) The Board may enact/keep written policies that may be required to promote and/or advance the Federation's stated objectives.
- 8) The quorum for Board Meetings shall be five (5) Directors if the Board has a full complement of seven (7) Directors. The quorum for Board Meetings shall be four (4) Directors if the complement of the Board is temporarily reduced to six (6) Directors. The quorum for Board Meetings shall be three (3) Directors if the complement of the Board is temporarily reduced to five (5) Directors. Any quorum shall include those Directors participating by some remote means. *(Amended 2012/10/14.) (Amended April 25, 2015)*
- 9) The Board shall ensure that every Director is notified of the date, time and place of all Board Meetings at least fifteen (15) days prior to the date of the meeting.
- 10) Notification to the Directors should be done in writing whenever possible, but may be accomplished by whatever other means the Board deems appropriate.
- 11) The Board shall ensure that the date of every Board Meeting is posted on the Federation's website at least fifteen (15) days prior to the date of the meeting.
- 12) Board Meetings shall be closed to members and the public, except by the Board's invitation.

## 10. BOARD OF DIRECTORS - REMOVAL OF MEMBERS

- 1) The Board shall forthwith remove any Director from the Board, pursuant to provincial legislation, in the following four events:
  - a. The Director is the subject of an assignment under the Bankruptcy Act;
  - b. The Director is the subject of a court order made declaring him or her to be a mentally incompetent person or incapable of managing his or her affairs;
  - c. The Director dies;
  - d. The Director resigns in writing.
- 2) The Board may otherwise remove any Director from their office and/or from the Board entirely as the Board deems appropriate.
- 3) A motion to remove a Director must be supported by the number of votes that is equal to the quorum for that Board, which would normally be five (5) votes. *(Amended 2012/10/14.) (Amended April 25, 2015)*

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## 11. BOARD OF DIRECTORS - REMUNERATION

- 1) Directors shall serve without remuneration, and shall not directly or indirectly receive any profit, gift or tangible financial benefit or gain from their position on the Board. *(Amended 2012/10/14.)*
- 2) Directors may be reimbursed for such reasonable expenses incurred by them in the performance of their duties. *(Amended 2012/10/14.)*

## 12. MEMBERSHIP - GENERAL

- 1) Any interested person may become a member of the Federation, subject to the requirements stipulated in this Constitution.
- 2) Any applicant for Federation membership must apply in a form approved by the Board.
- 3) The Board may refuse to admit any applicant as a member, subject to providing written reasons for that refusal to that applicant.
- 4) All members shall pay a yearly membership fee.
- 5) The Board shall set yearly membership fee(s) from time to time. *(Amended 2012/10/14.)*
- 6) Generally, a membership shall be valid from September 1<sup>st</sup> in the present year to August 31<sup>st</sup> in the subsequent year.

## 13. MEMBERSHIP - CONFLICT OF INTEREST

- 1) Any member who has a financial interest, or who may be perceived as having a financial interest, in a proposed contract or transaction of the Federation shall promptly disclose the nature and extent of that potential conflict of interest to the Board.
- 2) Any member who may gain an undue personal advantage, or who may be perceived as gaining an undue personal advantage, in a prospective decision of the Federation shall promptly disclose the nature and extent of that potential conflict of interest to the Board.
- 3) The Board shall determine whether a conflict of interest exists, and shall not allow any member with a conflict from participating in the discussion of and/or voting on that issue.

## 14. MEMBERSHIP - CONDUCT

- 1) All members shall abide by the requirements of this Constitution.
- 2) All members shall act in an ethical, fair, lawful, and respectful manner while attending or participating in any Federation competition, event, or Meeting.
- 3) All members shall abide by all rules that govern any Federation competition or event.
- 4) Any member who does not abide by the rules of this Constitution may be subject to discipline, and may have their standing as a member restricted, suspended, or revoked.

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## 15. MEMBERSHIP - DISCIPLINE

- 1) Any complaint about a member's conduct must be made in writing, and must be delivered to the Board as soon as practicable, which would generally be within thirty **(30)** days of the date of the conduct in question.
- 2) The Board shall review all written complaints that are made by any identified member in good standing; and may review, as they deem appropriate, any written complaint that is made by any other person.
- 3) The Board shall take the following steps when reviewing a written complaint:
  - a. The Board shall notify the subject member in writing that they are the subject of a written complaint within ten **(10)** days of receiving the complaint. This notification shall include details of the conduct or incident in question. *(Amended 2012/10/14.)*
  - b. The Board shall advise the subject member that they have ten **(10)** days to respond to the complaint in writing, if they choose to do so. *(Amended 2012/10/14.)*
  - c. The Board shall meet within thirty **(30)** days of receiving the complaint to fully review the complaint, any written response from the subject member, as well as any other material that the Board deems appropriate. *(Amended 2012/10/14.)*
  - d. The Board shall then decide whether to defer or dismiss the complaint, or discipline the member in some fashion. The Board's decision on the complaint is final.
  - e. The Board shall notify the complainant (if known), and subject member in writing of their decision concerning the complaint within seven **(7)** days of that decision.
  - f. A motion to discipline a member must be supported by the number of votes that is equal to the quorum for that Board, which would normally be five **(5)** votes. *(Amended 2012/10/14.) (Amended April 25, 2015)*

## 16. MEMBERS - PRIVILEGES

- 1) All members in good standing are eligible to participate in all Federation competitions and events, subject to the payment of the fee(s) associated with that competition or event, and also subject to any other limits (such as age limits) that the Board deems appropriate.
- 2) All Adult Members in good standing may attend and participate fully in all General Meetings, including for elections to the Board.
- 3) All Child Members in good standing may attend any General Meeting, but may participate only as an observer. *(Amended 2012/10/14.)*
- 4) A parent or legal guardian of a Child Member in good standing may exercise a proxy vote on behalf of that Child Member at any General Meeting, including for elections to the Board. *(Amended 2012/10/14.)*
- 5) An Adult Member in good standing may authorize any other person who is at least eighteen **(18)** years of age, including another Adult Member in good standing, to exercise a proxy vote on their behalf at any General Meeting, including for elections to the Board.

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- 6) Any such proxy must be given in a written form that has been approved by the Board, and that is available for immediate presentation by the member or person exercising it.

## 17. GENERAL MEETINGS

- 1) All General Meetings are closed to the public. However, the Board may invite any interested persons to attend a General Meeting as a guest, and may authorize that guest to address the gathered members as the Board deems appropriate.
- 2) The Board shall hold one Annual General Meeting per year, and may hold one or more Special General Meetings as the Board deems appropriate.
- 3) Generally, the Annual General Meeting shall be held in April or early May, in conjunction with a major provincial or regional climbing competition.
- 4) The Board shall communicate the specific date, location and time of all General Meetings to its members by posting it on the Federation website, as well as by any other effective means that the Board deems appropriate.
- 5) The Board shall post notice of all General Meetings at least twenty-one (**21**) days prior to the date of that General Meeting, and that notice shall include a draft agenda indicating the expected business to be discussed and/or transacted at that General Meeting. *(Amended 2012/10/14.)*
- 6) The quorum for all General Meetings shall be twenty (**20**) members, including those represented by proxy.
- 7) The Board shall make a report to the gathered members at the Annual General Meeting detailing the activities of the Federation in the preceding year.
- 8) The Board and the gathered members may transact any business that may promote and/or advance the Federation's stated objectives at any General Meeting.
- 9) The Board shall arrange a Special General Meeting within twenty-one (**21**) days of receiving a written petition from at least twenty (**20**) Adult Members in good standing. The written petition must include the specific business proposed to be conducted at that Special General Meeting. Only the specific business stated in the petition may be transacted at the Special General Meeting called by this method. *(Amended 2012/10/14.)*
- 10) In the event that the Board fails to call a Special General Meeting as required to do so by a valid petition, the petitioners may hold and conduct a Special General Meeting at a time and place of their choosing. The gathered members must conduct that Special General Meeting in accordance with this Constitution.

## 18. AMENDMENTS TO CONSTITUTION

- 1) Amendments to the Constitution can only be made at General Meetings.
- 2) Any proposed amendment to the Constitution must be submitted in writing to the Board Secretary within fifteen (**15**) days of the General Meeting at which it will be discussed.

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- 3) Any proposed amendment must receive at least two thirds of the votes cast to pass.
- 4) All successful amendments must have their date of passage noted in the Constitution.

## 19. DISSOLUTION

- 1) The Board shall be responsible for complying with all relevant provincial legislation in the event that it becomes necessary to dissolve the Federation.

## 20. DECLARATION

This Constitution was amended at a Federation Annual General Meeting held on April 25, 2015 in the City of Toronto, under the signature of the following seven (7) Directors:

<b>Chair:</b>	<b>John Gross</b>	
	<b>Name</b>	<b>Signature</b>
<b>Vice Chair:</b>	<b>Jeff Whattam</b>	
	<b>Name</b>	<b>Signature</b>
<b>Secretary</b>	<b>Gillian Wyett</b>	
	<b>Name</b>	<b>Signature</b>
<b>Treasurer:</b>	<b>Kari Robson</b>	
	<b>Name</b>	<b>Signature</b>
<b>Registrar:</b>	<b>Sheila Marks</b>	
	<b>Name</b>	<b>Signature</b>
<b>Director:</b>	<b>Kellen Tapley</b>	
	<b>Name</b>	<b>Signature</b>
<b>Director:</b>	<b>Lorraine Winger</b>	
	<b>Name</b>	<b>Signature</b>

*(Signed original on file.)*