

May 2024

**DORVAL ATHLETIC ASSOCIATION**  
**(HEREINAFTER REFERRED TO AS THE D.A.A.)**

**GENERAL BY-LAWS**

**1. MEMBERS**

1.1 The following shall be members of the Corporation:

1.1.1 The applicants for incorporation;

1.1.2 Those persons eighteen (18) years of age or over who are elected annually and, from time to time, to the Board of Directors of the groups identified in Section 3 herein;

1.1.3 Those persons eighteen years of age or over who are elected annually and, from time to time, to the Board of Directors of the D.A.A.

1.2 Resignation of members:

Each member of the Corporation may at any time by resignation in writing addressed to the Board of Directors resign as a member of the Corporation, and upon receipt from the Secretary of a notice of the acceptance by the Board of Directors of such resignation, such member shall thereupon cease to be a member of the Corporation.

**2. MEETINGS OF MEMBERS**

2.1 Annual General Meeting:

The Annual General meeting of the members of the Corporation shall be held on such day as may be fixed by resolution of the Board of Directors, upon the call of the President, or in the absence of the President, by the Vice President, and upon 21 day notice in writing to each member of the Corporation e-mailed to his last known address, to receive the Annual Report of the Directors, Balance Sheet, General Statement of Income and Expenditures, and to elect Directors for the ensuing year and, if appropriate, to receive recommendations and suggestions of members and any person attending the meeting, to transact the general business of the Corporation. Non-members of the Corporation may only attend the Annual General Meeting by invitation of the Board of Directors. The Annual General Meeting of members of the Corporation shall be held no later than July 1 of each and every year.

Amendment 24-1

2.2 Special General Meeting:

Special General Meetings of the members of the Corporation may be held at any time upon the call of the President or in his absence by the Vice President or at the request of the majority of the Board of Directors or upon the written request of not less than one-third and in all instances at least ten (10) members of the Corporation addressed to the Board of Directors. Notice of such meetings shall be given to the members in the same manner as herein provided for that of the Annual General Meeting, which notice shall specify the nature of the business to be transacted thereat.

2.3 Waiver of Notice:

Meetings of members both Annual and Special, may be held without previous notice if all the members be present or if all the members sign a written waiver of notice of the time, place and purpose of such meetings.

2.4 Quorum:

At any General Meeting, the following shall be the minimum requirement for Quorum:

Eleven (11) members of the D.A.A. consisting of:

- one member from each of six (6) of the sports groups identified in article 3.1.1,
- four (4) members of the group identified in article 3.1.2, and
- the member identified in article 3.1.3

for transaction of business and each member shall be entitled to one vote at Annual or Special General Meetings of the Corporation.

3. **BOARD OF DIRECTORS OF THE D.A.A.**  
(Hereinafter referred to as the Board)

3.1 The affairs of the Corporation shall be managed by a board of directors, consisting of twenty-one (21) members of the Corporation, whose services will not be remunerated, elected at the Annual General Meeting of the Corporation, or at any Special General Meeting called for such purpose.

With the exception of the Director elected from amongst the full-time employees of the Department of Leisure and Culture, City of Dorval, (hereinafter referred to as the Department) all candidates for election to the Board must be Dorval residents.

3.1.1 Thirteen (13) Directors representing various groups:

One (1) Director shall be elected from the officers of each of the thirteen (13) following associations:

Dorval Ball Hockey League  
Baseball West Island  
Dorval Figure Skating Club  
Hockey West Island  
Dorval Old Timers Hockey League  
Dorval Young Timers League  
Dorval Ladies Hockey Association  
Dorval Soccer Association  
Dorval Swim Club  
Dorval Old Pros Softball Association  
Dorval Women's Softball League  
Dorval Badminton Club  
Club Vélo Dorval

Amendments 21-2, 23-1

- 3.1.2 Seven (7) Directors as provided for in 1.1.2 of these by-laws.
- 3.1.3 One (1) Director elected from amongst the employees of the Department.
- 3.2 In addition the Board shall have full power and authority to administer and manage the affairs of the Corporation, and may from time to time appoint such committees and sub-committees from amongst the members of the Board or the membership at large at the Board's discretion and delegate to or vest the same with such powers as may be deemed advisable.
- 3.3 In addition to the powers and authority by these by-laws expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or these by-laws required to be exercised or done by the members of the Corporation at general meetings.
- 3.4 Without prejudice to the general powers above mentioned and the powers otherwise conferred by statute, by the Letters Patent of the Corporation and by other by-laws it is hereby expressly provided that the Board shall have the following powers, that is to say:
- 3.4.1 To purchase or otherwise acquire for the Corporation any property, rights, privileges, stock, bonds, debentures or other securities which the Corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit.
- 3.4.2 To borrow money upon the credit of the Corporation:
- to issue bonds or debentures and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- to hypothecate or mortgage the immoveable property of the Corporation or pledge or otherwise affect the moveable property, or give all such guarantees, to secure the payment of loans made otherwise than by the issue of bonds or debentures, as

well as the payment or performance of any other debt, contract or obligation of the Corporation.

3.4.3 At their discretion to pay for any property, rights, privileges, stock, bonds, debentures or other securities acquired by the Corporation, either wholly or partly in money, stock, bonds, debentures or other securities owned by the Corporation.

3.4.4 To sell, lease or otherwise dispose of any property, real or personal, assets, interest or effects of the Corporation for such price or consideration and generally on such terms and conditions as the Board may think fit.

3.4.5 To appoint any person or corporation to accept and hold in trust for the Corporation any property belonging to the Corporation or in which it is interested or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust.

3.4.6 To authorize and to determine who shall, in the name and on behalf of the Corporation, draw, accept, make, endorse, sign or otherwise execute and deliver the bills of exchange, cheques, promissory notes, or other securities or undertakings for the payment of money.

3.5 When a director is absent without valid reason for three (3) consecutive duly convened meetings, he may be disqualified by the Board, upon resolution to this effect.

3.6 Meetings of the Board:

Meetings of the Board may be called by order of the Board or of the President or Vice President of the Corporation on seven day's written notice to be delivered either personally or by e-mail to each to each member of the Board provided always that such meetings may be held at any time without notice if all the Directors be present or if all the Directors sign a written waiver of notice of the time and place of such meetings. The Board shall hold its meeting at the time and place designated by the President. There shall be no fewer than three (3) such meetings per year.

Amendment 21-3

3.6.1 Quorum:

Seven (7) members personally present shall constitute a quorum at all meetings of the Board.

3.6.2 A majority of at least sixty six percent (66%) of the directors present is required to amend or adopt any by-law of the Corporation.

3.7 Vacancies in the Board:

If the office of a member of the Board shall be or become vacant by reason of death, resignation, disqualification or otherwise, the remaining members of the Board, although less than a quorum, by a majority vote may elect or appoint a

member of the corporation to fill such vacancy for the balance of the current year or until the next Annual General Meeting of the Corporation.

4. **SPECIAL PROVISIONS**

4.1 Notwithstanding any provisions herein,

4.1.1 All notices to members or to Directors shall also be sent to the Director of the Department.

Amendment 21-4

4.1.2 A representative of the Department shall be entitled to attend all meetings of members of the Corporation and all meetings of the Board. Such representative shall not have the right to vote at such meetings unless he is a member or a Director as the case may be.

4.1.3 Independent auditors Deleted 24-2

4.1.4 The Director of the Department or such person as he shall designate shall have access at all reasonable times to the books of the Corporation.

4.2 Past President:

The Past President shall be such person who last occupied the position of President. The Past President shall have such powers and duties as the Board may determine from time to time, by resolution.

4.3 Major Expenditures:

All major expenditures shall be approved by at least two thirds (2/3) of the Directors present at a meeting of the Board. For the purpose of this section, the term "major expenditure" shall mean those non-recoverable expenditures of ten thousand dollars (\$10,000.00) or more.

Amendment 24-3

5. **OFFICERS OF THE CORPORATION**

The officers of the Corporation shall be chosen among the Directors of the Corporation and be:

- A President
- A Vice President
- A Secretary
- A Treasurer

5.1 Amendment (article deleted) 93 - 3

5.2 The candidate for President shall have served as a member of the Board in the preceding year.

5.3 Any two (2) of the offices attaching to the aforesaid officers may be held by the same person except those of President and Vice President.

5.4 The Board may appoint from time to time, one or more Assistant Secretaries and/or Assistant Treasurers if deemed expedient. The Assistant Secretary(ies) and Assistant Treasurer(s) respectively may perform all the duties of the Secretary and the Treasurer of the corporation mutatis mutandis.

5.5 No officer shall hold the same office for a period exceeding five (5) consecutive years.

Amendment 21-6

5.6 No officer shall simultaneously be a signing officer of any member group identified in Article 3.1.1.

Amendment 21-7

5.7 Election of officers:

The officers of the Corporation shall be elected annually by the Board of Directors from among its Directors at its first meeting after the Annual General Meeting of the members of the Corporation.

## 6. **ROLES OF OFFICERS**

6.1 President and Vice President:

6.1.1 The President, and in his absence the Vice President, shall preside at all general or Board meeting shall exercise a general supervision over the affairs of the Corporation. If both the President and Vice President be absent, or decline to act, the persons present may choose someone of their number who is a member of the Board to be chairman.

6.1.2 Chairman's Vote:

The presiding chairman at any general or Board meeting shall have power to exercise a deciding vote upon any question raised at the meeting in the event that such vote should be required to resolve an equal division of votes by the members.

6.1.3 Signing Documents:

The President or Vice President, and the Secretary or Treasurer shall sign all documents and other instruments requiring execution by the Corporation unless otherwise ordered by resolution of the Board.

6.2 Secretary:

6.2.1 The Secretary shall keep the minutes of the meetings of members and of the Directors in books provided for that purpose.

6.2.2 The Secretary shall see that all notices are duly given in accordance with the

provisions of the by-laws of the Corporation or as required by law.

- 6.2.3 The Secretary shall see that all books, reports, certificates and all other documents and records required by law are properly kept and filed.
- 6.2.4 The Secretary shall perform all duties incidental to the office of Secretary and such other duties as may be assigned to him by the Board.
- 6.3 Treasurer:
  - 6.3.1 The Treasurer shall discharge his duties faithfully and may be required to give a bond for their faithful discharge in such sum and with such sureties as the Board shall determine.
  - 6.3.2 The Treasurer shall have charge and custody of and be responsible for all funds, securities, books, vouchers and papers of the Corporation, except such as are under the control of the Secretary, and deposit all such funds and securities in the name of the Corporation in such bank, trust company or other depositaries as may be elected by the Board.
  - 6.3.3 The Treasurer shall submit when required by the Board a cash statement showing receipts and disbursements and such information relative to the financial position of the Corporation as the Board may from time to time determine.
  - 6.3.4 The Treasurer shall render a detailed financial report. This report on the conditions of the finances of the Corporation will be submitted at the regular meeting of the Board preceding the Annual General Meeting and render such other reports reviewed or otherwise as the Board may require from time to time.

#### Amendment 24-4

- 6.3.5 The Treasurer shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; and
- 6.3.6 In general, perform all the duties incidental to the office of Treasurer and such other duties as may be assigned to him from time to time by the Board.

## 7. **ADJOURNMENTS**

- 7.1 If less than a quorum be in attendance at the time for which any general or Board meeting shall have been called, the meeting may, after the lapse of fifteen minutes from the time appointed for holding the meeting, be adjourned, from time to time by the members present, or by the Directors present, as the case may be, for a period not exceeding one month without any notice other than by announcement at the meeting, until a quorum is present.
- 7.2 At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been as originally called.

8. INDEPENDANT ACCOUNTANT – Article deleted

Amendment 24–5

9. **FISCAL YEAR**

9.1 The Directors may from time to time fix the fiscal year end of the Corporation, but until so fixed the fiscal year end of the Corporation shall be the last day of December in each year.

10. **ENACTING, REPEALING OR AMENDING BY-LAWS**

10.1 In addition to the present by-laws the Board may from time to time make further by-laws for the regulation and management of the business and affairs of the Corporation and may likewise from time to time repeal or amend the present by-laws, but every such by-law and every repeal, amendment or re-enactment thereof, unless in the meantime ratified at any general meeting, shall only have force until the next Annual General Meeting and, in default of confirmation thereat, shall, at and from that time cease to have force.

11. Article deleted

Amendment 21–8