

BY-LAW NO. 3

THE ONTARIO PHYSIQUE ASSOCIATION

A by-law relating generally to the transaction of the affairs of **THE ONTARIO PHYSIQUE ASSOCIATION**

BE IT ENACTED as a by-law of the Ontario Physique Association (hereinafter referred to as the "**O.P.A.**") as follows:

ARTICLE 1 - NAME

The organization described herein shall be known under the name The Ontario Physique Association abbreviated as The O.P.A.

ARTICLE 2 - COMPOSITION

Ontario Physique Association shall be composed of Members in Good Standing who have agreed to form an association for the common good of the sport of Bodybuilding, Figure, Fitness and Bikini in Ontario.

ARTICLE 3 - INTERPRETATION

In this Constitution,

- 3.01: "Association" means the Ontario Physique Association.
- 3.02: "Board of Directors" shall mean the Board of Directors of The Association, namely, the members of the Association as represented by the Directors of each of the Regions or their duly appointed proxies, together with the Executive Committee.
- 3.03: "Executive Committee" means the executive committee of the Association, namely the President, and Vice-President.
- 3.04: "Member in Good Standing" means any individual of the organization who has maintained his/her membership in The Ontario Physique Association in accordance with the By-Laws and Rules of the Association and who has agreed to be governed by the By-Laws and /Rules of the Association.
- 3.05: "Region" shall mean one of the Northern Region, Southern Region, Western Region and Eastern Region, all as may be defined in the Rules of the Association.
- 3.06: "Regional Directors" shall mean a Member in Good Standing of the Association who has been duly appointed by the Executive Committee and who resides in the Region over which the Regional Director resides.

- 3.07: "Regional Executive Committee" shall mean a Committee comprised of a Regional Director, together with any number of Regional Executive Members formed to assist the Regional Director in carrying out their duties. Collectively, the Regional Director and anyone appointed by the Regional Director shall be called the Regional Executive Committee.
- 3.08: "Regional Executive Member" shall mean any member in good standing who has been appointed by the Regional Director to a position on the Regional Executive Committee.
- 3.09: "Regional General Assembly" shall mean all members of the Association who reside within a particular Region.

ARTICLE 4 - OBJECTIVES

The objectives of the Association shall be to develop, promote and administer the sport of bodybuilding/fitness/figure and bikini within the Province of Ontario. Without limiting the generality of the foregoing, the objectives of the Association shall be as follows:

- 4.01: to govern, develop, organize and control the sport of bodybuilding/fitness/figure/bikini on a regional and provincial scale;
- 4.02: to regulate the sport of bodybuilding/fitness/figure/bikini in accordance with the By-Laws and Rules of the Association;
- 4.03: to promote an interest in and a dedication to, better health and fitness through physical culture, proper nutrition and weight training;
- 4.04: to act as the official representative of its members on an interprovincial and national scale;
- 4.05: to sanction and control bodybuilding/fitness/figure/bikini competitions, exhibitions, seminars and other such events;
- 4.06: to conduct training programs for athletes, coaches, officials and other members;
- 4.07: to distribute information pertaining to the sport of bodybuilding/fitness/figure/bikini;
- 4.08: to supervise the activities of the members of the Association;
- 4.09: to develop and strengthen friendship and co-operation among the members of the Association;
- 4.10: to carry out any other objective, which the Association may, from time to time, deem necessary and appropriate in the furtherance of its purpose;

4.11: to legislate rules for the sport of
bodybuilding/fitness/figure/bikini within the Province;

4.12: to honour outstanding contributions to the sport of
bodybuilding/fitness/figure/bikini in Ontario.

ARTICLE 5 - HEAD OFFICE

Until change in accordance with the Corporations Act of Ontario the Head Office of the Association shall be in the Municipality that the President resides in, within the Province of Ontario.

ARTICLE 6 - GENERAL PROVISIONS

The following general provisions shall apply:

6.01: The Association shall not discriminate on the basis of age, race, colour, religion, sex or politics;

6.02: The Association shall be incorporated under the Ontario Corporations Act, RSO 1980; as Ontario Physique Association no. 1726682

6.03: The Association shall be a member of the Canadian Body Building Federation (CBBF).

ARTICLE 7 - TYPES OF MEMBERSHIP

The Association shall be made up of those individuals of organizations who agree to accept and abide by the By-Laws and Rules of the Association. The following types of membership shall be offered:

7.01: Regular Member

Any individual, having officially resided in Ontario for a period of at least six (6) months immediately prior to applying for membership, may become a member of the Association.

7.02: Executive Member

Any individual who being a regular member of the O.P.A., is duly elected to a position on the Executive Committee by the Board of Directors shall automatically become an Executive Member of the O.P.A. The Immediate Past President shall also be an Executive Member of the O.P.A., but serves in an advisory capacity only, and has no voting privileges.

7.03: Group Member

Any gym, club or similar organizations, which is an Ontario entity and whose purpose and objectives, are in conformity

with, or supportive of those of the Association may become a group member of the Association.

7.04: Honorary Member

Any individual or organization, which is so recognized by the Association because of exemplary services, rendered towards the advancement of the sport of Bodybuilding/Fitness/Figure and Bikini in Ontario.

ARTICLE 8 - MEMBERSHIP RIGHTS

8.01: Every individual or organization upon becoming a member of the Association shall have the right to participate in and to benefit from any activity of the Association so long as that member meets the qualifications of that activity. Apart from this, members shall have the following specific rights:

- (a) If a regular member, the right to vote at all meetings of their respective Regional General Assembly and the right to be a candidate for appointment to the position of Regional Director.
- (b) Any Regional Executive Member shall have the right to vote at all meetings of the Regional Executive Committee of which they are members. Any Regional Director shall have the right to represent his/her Region at all meetings of the Board of Directors and to vote on behalf of his/her Region at such meetings of the Board of Directors. Any Regional Executive Committee Member may represent his/her Region in place of the Regional Director on the request of the Regional Director or in the event of the Regional Director's absence of illness. Any Regional Director shall be entitled to be a candidate for election to the positions of President or Vice-President of the Association.
- c) The President and Vice-President of the Association shall be non-voting members of the Board of Directors. The President and Vice-President including any person who has held the position of President or Vice-President at any time within the last preceding three (3) membership years of the Association, shall be entitled to stand for election to the positions of President or Vice-President of the Association;
- (d) If a group member, the right to vote at all Regional General Assembly meetings of the Association provided only that a group member may only vote within the Region within which its head office or normal place of business is situated, it being understood that a group member may only vote within one (1) Region during any membership year:

- (e) If an honorary member, such honorary member shall be permitted to vote, as would any regular member of the Association and shall otherwise be treated as any regular member of the Association.

8.02: Withdrawal

Any member of the Association may withdraw from the Association by delivering to the Appropriate Regional Director a written letter of resignation.

8.03: Fees

Every member of the Association, except for Executive and honorary members shall pay the yearly membership fee. Said fee shall be in an amount as established, from time to time, by the Association. The membership period of the Association shall be from January 1st to December 31st in butch year. Any memberships sent to the membership office after the last contest of the year will be considered as a membership for the following year. Notwithstanding the fact that a member may be delinquent in the payment of fees, said member shall remain a member of the Association and subject to its By-Laws and Rules but shall otherwise be prevented from enjoying any privileges of the Association and from participating in any events which require membership in the Association as a precondition for participation.

ARTICLE 9 - THE BOARD OF DIRECTORS

9.01: Composition

The Board of Directors shall be composed of the Association Regional Directors, or their duly appointed representatives, and the Executive Committee.

9.02: Powers

The Board of Directors shall have the highest authority within the Association and as such, shall have the following powers:

- (1) to adopt and amend the By-Laws and Rules of the Association;
- (2) to adopt any and all annual reports of the Association;
- (3) to consider any and all matters pertaining to the purpose and objectives of the Association and to adopt any and all measures judged necessary and appropriate on this subject; and
- (4) to delegate any and all powers to the Executive Committee as may be necessary to manage the Association.

9.03: Meetings

The Board of Directors shall meet at the Head Office (or at such other place as may be convenient to the Board of Directors) once a year at a mutually agreeable time, and at any other time it may deem necessary and appropriate.

9.04: Notice

Notice of any meeting of the Board of Directors shall be given in writing and shall be forwarded to each of the members of the Board of Directors at least thirty (30) days prior to the date fixed for any such meeting. The Notice shall contain sufficient information concerning the business to be conducted so as to permit the members of the Board of Directors to form a reasonable judgment on any decisions to be taken. Further, each Regional Director shall be given the opportunity to include items on the agenda of the Board of Directors, which are pertinent to the objects and premises of the Association.

9.05: Quorum

The quorum at any meeting of the Board of Directors shall consist of the majority of the voting members of the Board of Directors.

9.06: Minutes

Any member of the Board of Directors or any other person present at the Board of Directors meeting who is entrusted to that role by the members of the Board of Directors shall take the minutes of any and all meetings of the Board of Directors. The minutes of each Board of Directors shall be forwarded to the members of the Board of Directors within sixty 60 days of the date fixed for any such meeting.

9.07: Voting

The voting at meetings of the Board of Directors shall be conducted by raised hand except where a secret ballot is called for. Each Regional Director or their duly appointed representative shall be entitled to one (1) vote. Every issue before the Board of Directors shall be decided by a majority vote. In the event of a tie, the President, or in his absence, the Vice President, shall cast the deciding vote.

9.08: Special Meetings

The Board of directors shall, at the request of two (2) or more Board of Directors convene, as soon as is feasibly possible, a special meeting of the Board of Directors. The Notice of such meeting shall contain the reason(s) for which the special meeting is called and shall be forwarded to the members of the Board of Directors at least thirty 30 days prior to the date fixed for any such meeting.

ARTICLE 10 - THE EXECUTIVE COMMITTEE10.01: Composition

The Executive Committee shall be comprised of the President and the Vice-President. The Immediate Past President serves as a non-voting advisor to the Executive Committee and the Board of Directors.

10.02: Powers

The Executive Committee shall have the following powers:

1. To administer the current affairs of the Association.
2. To ensure that the By-Laws and Rules of the Association are followed by its members.
3. To administer and investigate any and all complaints brought to the attention of the Committee by any member.
4. To carry out the decisions of the Board of Directors.
5. To prepare and convene the meetings of the Board of Directors.
6. To exercise any and all powers delegated to it by the Board of Directors and to do so in the best interests of the Association and the sport.

10.03: Meetings

The Executive Committee shall meet at any time it may deem necessary and appropriate. Where all members of the Executive Committee consent, a meeting by telephone, or any other communication facility including email (if all parties agree) that permits all persons participating in the meeting to be accessed shall be considered as a valid meeting.

10.04: Notice of Meetings

The Notice of Meeting of any and all meetings of the Executive Committee shall be given in writing, at least ten (10) days prior to the date fixed for any such meeting. Said Notice shall contain a list of the item(s) to be tabled.

10.05: Quorum

The quorum at any meeting of the Executive Committee shall consist of the majority of the voting members of the Executive Committee.

10.06: Minutes

The minutes of any and all meetings of the Executive Committee shall be taken by one of the Executive Committee members or a duly appointed representative, and shall be forwarded to the members of the Board of Directors within sixty (60) days of the date fixed for any such meeting.

10.07: Voting

The President and Vice-President shall be entitled to one (1) vote.

ARTICLE 11 - COMMITTEES

The Association shall have the power to form any committee it may deem necessary and appropriate in order to carry out its purpose and objectives.

ARTICLE 12 - ELECTIONS

12.01: Every three (3) years, at a meeting of the Board of Directors, the election of candidates to positions of President and Vice-President shall take place. In order to be eligible for candidacy to these positions, a member of the Association must:

1. Be a duly appointed current Regional Director.
2. Have held the position of President, or Vice-President of the Association at any time during the current year of the next preceding three (3) years to the current year.
3. Be the incumbent President or Vice-President of the Association.
4. Have no outstanding complaints against him/her.

12.02: Except as hereinafter set forth, candidates for election must be present at the electoral meeting in order to be elected. Any Regional Director who is standing for election to the Executive Committee may not participate in the vote, provided however, that his/her Region may be permitted to be represented on the Board of Directors for the purposes of the election by any duly elected Regional Executive Committee member. Once elected, members of the Executive Committee must, within sixty (60) days of the date of said election relinquish any position, or positions, held within their Region or otherwise within the Executive Committee.

12.03: If, for any reason, an office should become vacant before the expiry of the current term for that office, the Executive committee shall have the power to fill said vacancy from amongst the eligible candidates for such office until the next meeting of the Board of Directors, at which time a proper election will be held for that position. Failing this method the Executive will take control of the Region until a suitable temporary or permanent Director can be found.

- 12.04: Every three (3) years the appointment of candidates for the position of Regional Director shall take place. In order to be eligible for candidacy to this position, a Member of the Association must be a Member in Good Standing of the Association, and make his candidacy known to the Executive Committee no later than 60 days prior to the date established for the appointment of said position.
- 12.05: Once appointed by the Regional Director, Members of the Regional Executive Committee must, within sixty (60) days of the date of said appointment, relinquish any position or positions, held within their Region or otherwise within the Association.
- 12.06: If for any reason an Office, other than that of Regional Director should become vacant before the expiry of the current term for that Office, the Regional Executive Committee shall have the power to fill said vacancy from amongst the eligible candidates for said Office until the next meeting of the Regional General Assembly, at which time a proper selection process from amongst interested Regular Members will be arranged for that position.
- 12.07: Prior to the holding of any appointment process within the Association, the Executive Committee must first publish notice of such process, either in the Website of the Association, email or otherwise by mailing such Notice to each Member in Good Standing of the Association who is eligible for candidacy for such position, providing twenty-one (21) days Notice of the deadline for nominations. Any person who is a Member in Good Standing and who is eligible for appointment to a position on the Regional Executive Committee shall be entitled to run for such position without need for nomination provided only that their name is put forth at least twenty-one (21) days prior to the date set for such appointment process

The Vice-President of the Association shall be the Chief Electoral Officer in respect of all regular members seeking appointment to the position of Regional Director. The Chief electoral Officer shall receive all nominations, whether by ordinary mail, facsimile transmission or delivery. Following the closing date for nominations, the Chief Electoral Officer shall, where two or more nominations for the position of Regional Director have been received, notify such candidates that a review will be undertaken by the Executive Committee and provide such candidates with an opportunity to deliver written or printed election material to the Electoral Officer. No other form of campaigning will be allowed. When a candidate for the position of Regional Director has been determined, by the Executive Committee, the successful member shall be notified by the Executive Committee. Furthermore, the name of the successful candidate will be published on the Association's Website.

- 12.08: In the case of elections for President, or Vice-President a member appointed by the Board of Directors shall serve as Chief Electoral Officer. The elections for President and Vice-President shall be held at a mutually convenient

meeting of the Board of Directors. Upon the request of any candidate for the position of President, or Vice-President, the candidates for such positions shall be afforded the opportunity to provide written campaign material to each member of the Board of Directors who is entitled to vote at such election or otherwise to address the Board of Directors at any meeting convened for the purposes of an election.

ARTICLE 13 - REMOVAL

- 13.01: Any Executive Committee member may be removed from office, for just cause, by unanimous vote of the Board of Directors.
- 13.02: Any Regional Director may be removed from office for just cause by unanimous vote of the Board of Directors. Under this limited circumstance, the President, and Vice-President shall be entitled to vote on this question.
- 13.03: "Just cause" is defined as follows: Documentary evidence supporting the removal of said member under Article 13.01 or 13.02 must be received by said member within 90 days of the complaint.

ARTICLE 14 - REMUNERATION

It is recognized that Executive Committee Members conduct professional services on behalf of the Association on a year round basis. Executive members will therefore receive reasonable remuneration for such services rendered. The fee structure for Executive Members will be reviewed yearly at the Annual General Meeting.

ARTICLE 15 - DUTIES OF THE EXECUTIVE COMMITTEE MEMBERS

15.01: The President

1. To direct the debate and keep order at meetings of the Board of Directors and Executive Committee according to the tradition and rules of parliamentary debate;
2. To have the authority to interpret any matter arising out of the By-Laws and Rules of the Association;
3. To be the official spokesperson and representative of the Association in all matters of public relations;
4. To represent the Association, or to delegate a representative of the Association, to attend the annual congress meeting of the CBBF;
5. To fulfill any other duties which may, from time to time, be assigned by the Board of Directors or the Executive Committee.
6. To oversee all aspects of the Association's finances, and to administer the Provincial Bank Account of the Association.
7. To administer all Promoter's Contracts and to accept Sanction Fees for all Regional and

Provincial Shows. Such Fees will be deposited in the Provincial Bank Account.

15.02: The Vice-President

1. To possess the same powers and exercise the same prerogatives as the President when the President is absent or unable to perform them;
2. To assist the President in the performance of his/her duties;
3. To fulfill any duties which may, from time to time, be assigned by the Board of Directors or the President;
4. To fulfill the role of President or official spokesperson and representative of the Association where the President is absent or otherwise unable to perform his/her duties.
5. To administer the Judging & Tier System.

ARTICLE 16 - DUTIES OF THE REGIONAL DIRECTORS

- 16.01: to promote and encourage the sport of bodybuilding/Fitness/Figure and Bikini within their Region;
- 16.02: to promote and organize events of interest to Association members residing within their Region;
- 16.03: to act as a liaison between regular members of the Association residing within their Region and the Executive committee of the Association.
- 16.04: to receive and evaluate applications for members interested in becoming a Judge within his/her Region and for sanction by promoters of bodybuilding/figure/fitness and bikini competitions within their Region, except for competitions of a Provincial Level or higher.
- 16.05: to constitute and supervise a properly qualified panel of judges within the Region;
- 16.06: to represent the interests of all members who reside within the Region both to the public and on the Board of Directors of the Association.
- 16.07: To be available to the Members of His/Her Region so that their views can be expressed to the Board of Directors and/or the Executive Committee.
- 16.08: To establish at the commencement of his/her 3 year term of appointment, a Regional Executive Committee from those Regular Members within his/her Region that have expressed an interest for appointment to such a committee.
- 16.09: to be accountable to the Executive Committee for all funds expended on Regional Business and to provide a quarterly report with receipts to the President for reimbursement of such expenditures. Where Regional Business requires the expenditure of higher than normal routine expenses, the

Director may submit a separate Financial Account for immediate reimbursement; and

- 16.10: to provide at the annual Board of Directors meeting a report to the Board of Directors and the Executive Committee of the activities and expenditures carried out within the Region as well as a budget and activity plan for the next ensuing year.

ARTICLE 17 - GENERAL ADMINISTRATION

17.01: Fiscal Year

The fiscal year of the Association shall be from January 1st to December 31st.

17.02: Funds

The funds of the Association shall be received as follows:

1. The Executive Committee on behalf of the Association as a whole shall be entitled to receive all membership fees and Promoter Contract Fees as negotiated between the President and the Promoter.
2. The Executive Committee, on behalf of the Association as a whole, shall be entitled to receive all sanction, and membership fees in respect of all Regional events, the Ontario Championships, the Natural Ontario Championships for Bodybuilding, Fitness, Figure, Bikini, Juniors, Masters and Grand Masters Competitions, and from any and all other competitions which are promoted and organized solely on behalf of the Association as a whole;
3. The Executive Committee, on behalf of the Association as a whole, shall be entitled to solicit and receive funds in respect of television rights, appearance rights, advertising fees in respect of the website, sponsorship funds, donations and funds derived from promotions or events sponsored or promoted by the Executive Committee.

17.03: Banking

The funds of the Executive Committee, on behalf of the Association as a whole, shall be deposited in a chartered bank as selected by the Executive Committee. The President or the Vice-President shall sign any and all cheques drawn on the account of the Association. The President shall receive an original copy of the monthly bank statements.

The President shall table at the annual meeting of the Board of Directors, a report of the financial position of the Association in such degree of particularity as to be helpful and meaningful to the Board of Directors.

17.05: Documents

Any and all documents, contracts of other such instruments in writing requiring the signature of the Association shall be signed by the President of the Association or his/her designee .

17.06: Remuneration

Any Regional Director or Affiliate may receive reasonable remuneration for services rendered on behalf of the Association. These services will be reviewed on an individual basis and must have the approval and authorization of the Executive Committee.

17.07: Indemnity

Every member of the Association shall be indemnified out of the funds of the Association provided said member is acting under the authority and approval of the Association and has not been willfully negligent of fraudulent while carrying out any such actions.

17.08: Minute Book and Seal

The Association minute book and seal shall be held at the office of the President.

17.09: Winding up/Dissolution

In the event of the winding up or dissolution of any Regional Executive Committee, all of its remaining liabilities, shall be delivered to the Executive Committee on Behalf of the Association as a whole, and reimbursement of any outstanding liabilities shall be made to the Regional Director, upon the approval of the Executive Committee. In the event of the winding up or dissolution of the Association, all of its remaining assets, after payment of its liabilities, shall be paid to the International Federation of Bodybuilders (IFBB), in trust, for any new IFBB affiliated Body Building organization which is subsequently recognized by the IFBB within the Province of Ontario.

ARTICLE 18 - AMENDMENTS

The By-Laws of the Association shall not be amended, modified or otherwise changed in any way, shape or form except at a meeting of the Board of Directors and by a

two-thirds (2/3rds) majority vote of the Board of Directors.

ARTICLE 19 - DISCIPLINE

Any member of the Association may be disciplined by the Executive Committee or the Board of Directors for failure to abide by the By-Laws and/or Rules of the Association. Without restricting the generality of the foregoing, this includes any action by a member which brings disgrace upon themselves and reflects negatively upon the Association.

ARTICLE 20 - APPEALS

Every member of the association shall have the right to appeal to the Board of Directors, any action of a disciplinary or other nature taken against that member. Such appeal must be in writing and submitted to the Board of Directors within 30 days of the administration of any penalty. The decision of the Board of Directors shall be final and such decision shall be given in writing to the member concerned.

ARTICLE 21 - PROTESTS

Protests are to be done by letter to the Regional Director within 7 days and a response is to be done within 7 days. Such protests and responses must be signed and dated, with a copy to the President.

CERTIFICATION

This is to certify that this By-Law of The Ontario Physique Association (O.P.A.) is a true copy and that it has been duly adopted by the Board of Directors at its Meeting, held on the day of _____, at the City of Sudbury, in the Province of Ontario.

Signed at Sudbury this _____ day of _____ .

THE ONTARIO PHYSIQUE ASSOCIATION

Per: _____ c/s
President

