

**CONSTITUTION OF THE  
ONTARIO RECREATION FACILITIES ASSOCIATION INC.**

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# CONSTITUTION OF THE ONTARIO RECREATION FACILITIES ASSOCIATION INC.

## **DEFINITIONS:**

The Chairman of the Board, hereinafter referred to as the “President”.

The Board of Directors, hereinafter referred to as the “Board”.

## **ARTICLE 1: NAME**

The name of this organization shall be the “Ontario Recreation Facilities Association Inc.”, hereinafter known as the “Association”.

## **ARTICLE 2: MISSION**

*To provide leadership in the development and delivery of innovative training and education programs, value-added services, and quality products for the benefit of the recreation facility profession.*

## **ARTICLE 3: VISION STATEMENT**

*“To be the leader in the recreation facilities profession.”*

## **ARTICLE 4: VALUES**

- Expertise in the recreation profession, which comes from personal and organization development.
- Dedication to the professional efficient and competent operation of recreation facilities.
- The communication network of our stakeholders being important in advancing our mission.
- Products and services developed and promoted in response to market needs.
- Results based on business-centred principles.

## **ARTICLE 5: BELIEFS**

- Serving our stakeholders.
- Strategic partnerships/alliances.
- Advancement of the recreation facility profession.
- Promoting safe, efficient and accessible recreation facilities.
- Information management being the “core activity” of the Association.
- Recreation facilities contribute to a healthy community.
- Quality recreation facilities are an essential part of the recreation experience.

## **ARTICLE 6: OBJECTIVES**

- To advance the knowledge of the planning, long term up-keep, design, safe operation, management and programming of all recreation facilities.
- To foster professionalism in recreation facility operations, management and programming of recreation facilities.
- To develop, encourage and support professional development suitable to meet the needs of recreation facility personnel.

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- To foster communication and cooperation among all persons and businesses involved in recreational facility design, planning, operations and programming, through cooperative educational and training initiatives, publications, meetings and formal liaison with various strategic organizations.
- To foster the communication and information exchange among members, staff, related businesses, associations and volunteers through meetings, workshops, publications and special events.
- To advocate the provisions of high quality recreation facilities and their professional management to governments, industry, public and related associations.
- To represent the interests of the Association members through liaison with governments, other associations, industry, and the public, particularly with respect to government policy and legislation affecting recreation facilities, leisure services, their management and staff.

### ***ARTICLE 7: MEMBERSHIP***

#### ***Section 7.1: Group Membership***

Any organization or group, such as, but not limited to: Municipalities, Boards, Private Enterprise, Government Agencies, Educational Institutions (excluding students), involved in the management or operation of a recreation facility may be granted a Group Membership for each Municipality they are located in. Only two (2) representatives as designated by the Group Member and whose names are forwarded in writing to the offices of the Association shall be entitled to voting privileges.

*Note: organizations involved with the operation of more than one Recreation Facility are required to take separate membership for each municipality they operate in.*

#### ***Section 7.2: Individual Membership***

Any person may be granted an Individual Membership. Such a member is entitled to voting privileges and may hold Board office.

#### ***Section 7.3: Corporate Membership***

Any business or professional activity relating to recreation/leisure services industry may be granted a Corporate Membership. One (1) representative as designated by the Corporate Member and whose name is forwarded in writing to the office of the Association shall be entitled to voting privileges and may only hold the office of Corporate Director.

#### ***Section 7.4: Student Membership***

Students in post secondary recreation/leisure services or a related program may be granted a Student membership. Such a membership carries no voting privileges and may not hold Board office.

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## ***Section 7.5: Life Membership***

Life members of the Association may be appointed by unanimous vote of the Board in appreciation of outstanding contributions made to the success of the Recreation/Leisure industry. Such a membership shall be entitled to voting privileges, but may not hold Board office.

## ***Section 7.6: Voting Privileges***

Voting privileges will be as follows:

Group Membership 2 votes, Individual/Life 1 vote, Corporate Members 1 vote when voting for Corporate Director only.

## ***ARTICLE 8: OFFICERS***

The Board of Directors hereinafter referred to as the "Board".

### ***Section 8.1: President of the Board***

The President shall chair meetings of the Board and represent the Association as head of the Board.

### ***Section 8.2: Chief Administrative Officer***

The Chief Administrative Officer shall report to the Board.

### ***Section 8.3: Board***

The nine members of the Board of Directors of the Association shall be:

- Past President of the Board
- President of the Board
- President Elect of the Board; (one of six Directors)

*Note: The President-Elect is elected by the Board from the serving Directors (not including Corporate Director)*

- 7 Directors (Four Regional, Two Director At Large and One Corporate)

### ***Section 8.4: Members in Good Standing***

The above officers will comprise the Board of the Association and shall be members in good standing.

### ***Section 8.5: Officers***

- All officers of the Board must reside in the Province of Ontario and maintain their membership in good standing.
- If an officer moves out of province during their term, they may finish their term of office upon the approval of the Board.
- All Regional Directors shall work in the region they are elected to represent with the exception of the two Directors At Large. The Board may appoint a member in good standing from another region to become director if no members are available to be a Regional Director in a required region.

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- That all officers of the Board must obtain at least the Registered General Practitioner designation during their term of office.
- That all officers shall serve in a non-salaried or non-contractual position with the O.R.F.A. during their term of office.

***Section 8.6: Term***

All officers of the Association shall serve for a term of two years, or until their successors are elected.

A Board member may only hold the office of President or President Elect for a maximum of two (2) consecutive years.

***Section 8.7: Eligibility for President Elect***

A member must be serving on the Board to be elected to the position of President-elect.

***Section 8.8: Board Vacancy***

A vacancy occurring in any elected office between annual meetings shall be filled in the following manner:

- In the event the President of the Board is unable to finish his/her term, the Board will elect a Board member to finish the term. In the event a President Elect has been chosen, he/she shall assume the position. In the event of a vacancy in any of the Board positions between elections the Board may appoint a member in good standing to fill the office for the remainder of the term.
- In the event a member of the Board leaves his/her place of employment and is actively seeking employment in the field, he/she may request a sabbatical membership and complete their current term of office.

***Section 8.9: Quorum***

A quorum for any Board or committee meeting shall consist of more than 50% of the committee or Board members.

***Section 8.10: Committee Appointments***

The Board through resolution shall appoint committee members as required to respective organizations, groups, committees, or task forces.

***ARTICLE 9: BOARD***

***Section 9.1: Association***

The Association, through its Board and Chief Administrative Officer shall assume the responsibilities of directing, managing, supervising and controlling its business, property and funds, to carry out the objectives of the Association.

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## ***Section 9.2: Constitution***

The construction and interpretation of the Constitution by the Board shall be final and binding unless such construction and interpretation is rescinded by vote at a subsequent annual meeting of the Association, with a written submission received by the Chief Administrative Officer forty (40) calendar days prior to the election.

## ***Section 9.3: Policies, Procedures and By-laws***

The Board shall define the Policies, Procedures and By-laws and have full administrative authority in all matters of the Association.

## ***Section 9.4: Support Staff***

The Board shall approve hiring of staff and have authority to approve salary, responsibilities, working agreements and performances of said individuals while keeping the best interest and finances of the Association.

## ***Section 9.5: Conflict***

No member of the Board shall vote on any matter in which that person has a conflict of interest as defined in policy.

## ***ARTICLE 10: NOMINATIONS AND ELECTION OF OFFICERS***

Nominations for the Board of the Association shall be completed every two years.

Official Association nomination forms shall be mailed to each voting member of the Association accompanied by the adopted procedure outlining the process of nomination and election.

## ***Section 10.1: Nominations***

All positions of the Association shall be elected by ballot and officially take office on January 1<sup>st</sup> for that term.

Nominations for the regional Board members as defined under Article 8 of the Constitution shall be submitted to the Chief Administrative Officer in writing, duly moved and seconded by a qualified member, forty (40), calendar days prior to the Election Date (as defined in section 11-1).

The Board shall appoint a Committee of members, of the Association and Board, one association member who shall be appointed Chairperson of the Elections Committee who is a member and who declares s/he is not running and or voting. This committee will bring in a proposed slate of Officers for the members consideration. The Board will accept these nominations along with those nominations, which have been submitted by the Chief Administrative Officer, in accordance with Article #11. The Chairperson of the Elections Committee shall thereupon conduct the election.

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## ***Section 10.2: Majority***

All elections shall be of a majority vote.

## ***Section 10.3: Official Ballot Count***

The official ballot count and voting results can be obtained by any member who stood for a Board position by submitting a written request to the Chairperson of the Elections Committee within (14) fourteen days of the election date.

If any candidate wishes to be present or place a representative at the opening of the ballots, they may do so by giving written notice to the Chairperson of the Elections Committee fourteen (14) calendar days prior to the opening of the ballots.

## ***Section 10.4: Nominating Committee***

The nomination form and/or the Elections Committee will seek nominations from the membership for the following offices of the Board in the following order:

- Four Regional Directors
- Two Directors At Large
- One Corporate Director

## ***Section 10.5: Corporate Directors***

The Corporate members shall only vote for Corporate Director.

## ***ARTICLE 11: NOMINATIONS AND ELECTIONS PROCEDURES***

### ***Section 11-1 Director Nomination and Election:***

Members may only stand for election of one Directors position.

Nominations will not be received prior to September 01 or later than October 01 and will be clearly indicated on the nomination form. In order to be valid the following information must be submitted to the office of the Association:

Election date will take place during the second Thursday (or next working day if holiday falls on the second Thursday) of November.

Completed nomination forms must be submitted in an envelope clearly marked "Nomination Application" and must include the following:

- i) A background and resume of the person being nominated.
- ii) A written description of why the candidate is desirous of serving as an officer of the Association.
- iii) The Candidate must sign the declaration that their employer supports their potential service to the Association.

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- iv) The Candidate who has been nominated for office will be notified within seven days following the close of nominations regarding the validity and eligibility of their candidacy for office.

Current Board Members must declare their intent for a position on the next term of office thirty (30) calendar days prior to the opening of the nomination period.

The Elections Committee, as appointed by the Board, will serve as the official body to oversee, review and scrutinize the nomination and election process.

Following the close of nominations and subsequent notification of eligibility to the candidates, an appeal process will be afforded to any candidate, if requested, by means of written application of appeal to the Chairperson of the Elections Committee within forty-eight (48) hours following their notification of candidacy. A ruling of the decision of the appeal will be made by the Elections Committee and shall be submitted in writing to the candidate within seven (7) calendar days.

The complete slate of candidates who have been nominated for Board positions will be circulated along with the background description of candidacy for each person seeking election to those members eligible to vote for that candidate within ten (10) calendar days of closing.

The voting process will be transacted on an official Association ballot, which will be sent out to all eligible voting members during the third week of October of an election year. Also included will be the complete list of candidates and the background description for candidacy. Voting for candidates will be limited to card bearing members who are entitled to voting privileges as specified in Article 7 (Membership) of the constitution. The ballot must contain an original signature and name/affiliation of the voting member and each voting member will be entitled to forward only one ballot for each candidate for office.

The card bearing member who exercises voting privileges may vote for one director for each region. Only Corporate Members will be allowed to vote only for the Corporate Director.

A vote will be held for any of the Board positions if two or more candidates are running for the same position. If only one candidate has been properly nominated for a position, that person shall be acclaimed to the position and notice will be given along with the published list of candidates seeking office.

The deadline for acceptance of completed ballots by the Chairperson of Elections (and Nomination) Committee will be the second Thursday of November at 12-noon (or next working day if holiday falls on the second Thursday). Ballots will be received by return mail in an envelope clearly marked "BALLOT" or by fax to the Chief Administrative Officer at the O.R.F.A Office. Official ballots will be deposited in a sealed ballot box and will be opened by the Chairperson of Elections (and Nomination) Committee, Chief Administrative Officer and an

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observer (who is a non-member of the Association) the second Thursday of November at 2:00 p.m. (or next working day if holiday falls on the second Thursday).

When tabulating results of the election process through official count of the ballots received, in cases whereby two votes are received from the same individual, the ballot received from the "Individual" member (not Group) will be declared spoiled. In the event of a tie, the ballots will be counted and the candidate receiving the most votes from the region being contested will be declared a winner. The successful candidates will be notified by telephone immediately following the official count followed by written notification within (14) fourteen calendar days.

Official notice of the newly elected slate of Board Officers shall be published in the next issue of the Association's magazine following the election.

The full results including number of ballots and official counts will be completed by the Chairperson of the Elections (and the Nominating) Committee in report form marked private and confidential and submitted to the Board within thirty (30) calendar days of the election date.

### ***Section 11-2 President-Elect/President:***

The President of the Board shall be elected by the Board from the current serving Regional Directors of the Board. The newly Board elected President shall serve as "President-Elect" until their two year term of office begins. The President-Elect shall continue to serve as Regional Director for their region until their term begins.

The Board shall elect a new incoming President-elect by April 15<sup>th</sup> of the first year of any two year term.

## ***ARTICLE 12: MEETINGS***

### ***Section 12.1: Annual General Meeting***

The Annual General Meeting of the Association shall be held once a year, at such time and place as may be determined by the Board, at which time business concerning the Association shall be transacted. All members will be advised thereof by an official notice by way of a bulletin a minimum of forty-five (45) days prior to the Annual General Meeting.

### ***Section 12.2: Regional Meeting***

The Association may hold Regional information meetings each year. It is the mandate of the Association to operate all Regional meetings at no cost to the Association (break even financially). No meetings shall be held should a deficit be projected, unless approved by the Board. All meeting costs should be recouped through meeting registration fee.

### ***Section 12.3: Voting at Meetings***

At all Annual, Regional, or General meetings, each member in good standing will be allowed to vote. A member in good standing shall be any group or individual who meets the criteria of the

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membership categories as outlined in Article 7, Section 1 through 6, and who has paid in full the annual fees as provided for in By-Law No. 1.

The category entitlement shall be as follows:

Group Member - 2 votes

Individual Member - 1 vote

Corporate Member - 1 vote (\*When voting for Corporate Director only)

Life Member - 1 vote

Sabbatical Member - 1 vote

Student Member - 0 vote

### ***ARTICLE 13: FINANCES***

#### ***Section 13.1: Fiscal Year***

The fiscal year of the Association shall begin January 1<sup>st</sup> of each year and end on December 31<sup>st</sup>.

#### ***Section 13.2: Bank Accounts***

All monies belonging to the Association shall be deposited in its name in a bank account and no cheque or other order of payment of money without resolution shall be valid unless signed on behalf of the Association by the President, President-Elect, or the Chief Administrative Officer, of which two signatures are required. The Board shall in the Association's by-laws, set limits for cheques requiring only the signature of the Chief Administrative Officer and those requiring authorization by the Board. The Association's bank to be notified accordingly of any changes in signatures and supplied with copies of the resolutions therewith.

#### ***Section 13.3: Yearly Budget***

The Chief Administrative Officer shall present the Financial Review Engagement Report at the annual general meeting to the membership.

#### ***Section 13.6: Financial Review***

On an annual basis an independent chartered accountant shall conduct a minimum of a financial review engagement.

### ***ARTICLE 14: AMENDMENTS TO THE CONSTITUTION***

#### ***Section 14.1: Amendments***

Amendments to the Constitution shall be made only during the period of the annual nominations and elections for the Board of the Association by majority vote of the members who are entitled to vote pursuant to Article 7. Sub-section 7. The voting process will be transacted on an official Association ballot, which will ask for a "yes" or "no" response to the question "Are you in favour of the proposed amendment to (Article, Section, etc.)?" and which will be sent out to all eligible voting members along with the proposed amendment to the Constitution. Copies of the Article of the Constitution as it exists and that will be affected by the change, and said proposed amendments and the accompanying ballot must be circulated to all members of the Association forty (40) calendar days prior to the Election Day.

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In the event that two proposed constitutional amendments are received and the amendments affect the same article(s) of the constitution, the ballot will allow a vote for one or the other of these amendments.

The Chairperson of Elections will oversee the process. Deadlines and process for circulation of the ballots, and acceptance of completed ballots will be the same as for NOMINATION AND ELECTION PROCEDURES, ARTICLE 11.

### ***Section 14.2: Proposed Amendments***

The proposed amendment shall be accepted when a vote of fifty percent (50%) plus one vote of eligible ballots returned is validated by the Chairperson of Elections as being in favour of the proposed amendment. Should ballots returned result in an equal count in favour and opposed to the proposed amendment, the Board shall cast the deciding vote.

### ***Section 14.3: Amendment Timing***

The amendment shall be ratified by motion at the Board meeting held in conjunction with the Annual General Meeting.

## ***ARTICLE 15: CORPORATE VISUAL IDENTITY***

### ***Section 15.1: Purpose for Regulating Visual Identity Marks:***

It is the policy of the Association's Board to regulate the use of its name, trademarks and approved visual identity marks to ensure:

- That the Association and its members are consistent in the use of its marks, thereby creating a strong corporate identity, which will be easily recognizable by the Association's membership and its affiliations (creating brand recognition).
- Streamlined production procedures and reduce costs
- That the Association receive remuneration from the sale of products bearing its name or visual identity mark(s).
- That the approved Association's Corporate Marks not be altered.

### ***Section 15.2: Status of Trademark Registration Association Logo***

Registering a trademark is a protective measure in the event that an infringement occurs or is suspected. It is typically used for brand names or product identification associated with an organization.

The nature of the Association's business and existing competitors does not require this action at this time. The risk for trademark infringement is low. Instead the Association will concentrate on protecting its programs and publications from Copyright infringement and/or improper use.

The Association's marks may not be used by any person, company, business, organization or groups for any purpose without the express written consent of the Association. Failure to do so or improper application of the visual identity guidelines once permission is given, could lead to legal action as the Association moves to protect its corporate image.

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### ***Section 15.3: Members' Use of the Association's Visual Identity Marks***

Individual members of the Association are permitted to use the Association's marks provided they comply with the following. In the case of a first time project, a written request must be received and approved by the Chief Administrative Officer no less than eight (8) weeks prior to the commencement of the intended use. A repeat request (no deviations from a use approved earlier) must be received in written form by the Chief Administrative Officer no less than three weeks prior to the start of the project. Work should not commence until the requestor receives permission to proceed.

The written request should include but not be limited to providing details on the following:

- The date of the request
- Which mark(s) is being requested for use
- Which reproduction master will be required
- To what article(s) will it be applied
- What is the intended use of this mark (e.g. promotion, raise money)
- The quantity of items being produced (list each item if there are more than one)
- A statement assuring the Association that the Visual Identity guidelines will be adhered to without deviation, in particular that the mark will not in any way be altered
- The date the items are required
- The full name and contact information of the project leader
- The name and contact information of the supplier and/or reproduction retailer

Once permission has been received and the items have been produced, the project leader should forward one item of each item produced to the Head Office. The items should be forwarded to Head Office prior to distribution of the items, if at all possible.

### ***Section 15.4: Corporate Use of the Association's Visual Identity Marks***

Corporate members of the Association are permitted to use the marks of the Association provided they include the wording "Member of" just prior to the mark utilized. They must request and use the Association's reproduction masters and follow all visual identity guidelines provided in By-Law No. 21. Upon termination of membership with the Association, they will no longer be permitted use of it's marks and could be prosecuted if new material is produced bearing any reference to membership or alliance with the Association.

On occasion O.R.F.A. will engage in memberships (e.g. C.R.F.C.), partnership arrangements and other endorsements, joint business and/or promotion ventures. It may become desirable to incorporate the use of the partner organization's symbol onto O.R.F.A. printed and electronic material while the partner organization may also wish access to the Association's marks. This is permissible only after both organizations have negotiated, to their mutual satisfaction, the conditions of such use.

At no time will the Association's marks receive lesser placement or displacement when including a partner organization's marks on the Association's materials.

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A reproduction master must be requested and supplied from the partner organization with their related visual identity guidelines prior to reproduction of their marks.

## ***Section 15.5: Use of Reproductive Masters/Camera Ready Art Work***

For all print and promotional material, camera-ready artwork must be used. Upon receipt of the written request to use a mark of the Association, the Chief Administrative Officer will courier the appropriate camera ready art work to the project leader. Upon completion of the project, the project leader will courier the camera-ready art-work back to the Chief Administrative Officer. The use of photocopied marks is strictly prohibited.

In the case where a camera-ready artwork is unavailable or has not yet been created, the project leader is to receive direction from the Chief Administrative Officer.

## ***Section 15.6: Official Association Marks***

Currently the Association's official marks are as follows:

*Logo*

*Logotype*

ONTARIO RECREATION FACILITIES ASSOCIATION INC. (Avant Garde)



ONTARIO RECREATION  
FACILITIES ASSOCIATION INC.

*Formal Signature*

*Corporate Colours*

Reflex Blue and PMS 109 Yellow

## ***ARTICLE 16: HOLD HARMLESS AGREEMENT FOR ORGANIZATIONS REQUIRING DIRECTORS AND OFFICERS LIABILITY COVERAGE***

### ***Section 16.1: Standards of Care of Directors***

Every director and officer of a corporation/association shall exercise the powers and discharge the duties of office honestly, in good faith and in the best interests of the corporation/association and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. R.S.O. 1970, c. 53, s. 144.

No person except for the Chief Administrative Officer or President shall officially speak on behalf of the Association unless approved by the Board. R.S.O. 1970, c. 53, s. 144.

### ***Section 16.2: Validity of Acts of Directors and Officers***

An act done by a director or by an officer is not invalid by reason only of any defect that is hereafter discovered in his/her appointment, election or qualification. R.S.O. 1970, c. 53, s. 145.

### ***Section 16.3: Liability of Acts of Directors and Officers***

Those directors and officers of a corporation/association who authorize or consent to a loan in contravention of clause 16(1)(a) or the giving, directly or indirectly by means of a loan,

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guarantee, the provision of security or otherwise, any financial assistance in contravention of clause (1)(b) are jointly and severally liable to the corporation/association and to its creditors for any actual loss to the corporation/association arising out of the contravention, together with the prevailing interest (at the) rate (of 6 percent a year.) R.S.O. 1972, c. 139, s. 39.

***Section 16.4:***

***16.4.1: Indemnification of directors***

Subject to subsection (2), the bylaws of a corporation/association may provide that every director and officer of the corporation/association and their heirs, executors, administrators and other legal personal representatives may from time to time be indemnified and saved harmless by the corporation/association from and against;

- Any liability and all costs, charges and expenses that they sustain or incur in respect of any action, suit or proceeding that anything done or permitted by them in respect of the execution of the duties of their office
- All other costs, charges and expenses that they sustain or incur in respect of the affairs of the corporation/association.

***16.4.2: Indemnification***

No director or officer of a corporation/association, shall be indemnified by the corporation/association in respect of any liability, costs, charges or expenses that they sustain or incur in or about an action, suit or other proceeding as a result of which they are judged to be in breach of any duty or responsibility imposed upon them under any other statute unless in an action brought against them in their capacity as director or officer, they have achieved or substantial success as a defendant.

***16.4.3: Insurance***

A corporation/association may purchase and maintain insurance for the benefit of a director or officer there of, except against a liability, cost, charge or expense of the director or officer.