



## **BY-LAW**

# **ELMIRA AND DISTRICT CURLING CLUB**

Approved September 12 2017

# Table of Contents

# Page

ARTICLE 1: NAME, HEAD OFFICE AND SEAL..... 1

ARTICLE 2: DEFINITIONS AND INTERPRETATION ..... 1

ARTICLE 3: PURPOSES AND OBJECTIVES..... 3

ARTICLE 4: MEMBERSHIP AND MEMBERSHIP FEES ..... 3

ARTICLE 5: RECORDS OF MEMBERSHIP ..... 4

ARTICLE 6: TERMINATION OF MEMBERSHIP ..... 4

ARTICLE 7: MEETINGS OF THE MEMBERS ..... 5

ARTICLE 8: BOARD OF DIRECTORS..... 8

Article 9: POWERS OF THE BOARD OF DIRECTORS ..... 8

Article 10: OFFICERS..... 9

ARTICLE 11: ELECTION, TERMS, ELIGIBILITY AND TERMINATION OF OFFICERS AND DIRECTORS..... 10

ARTICLE 12: MEETINGS OF THE BOARD OF DIRECTORS..... 13

ARTICLE 13: REMUNERATION AND CONFLICTS OF INTEREST ..... 16

ARTICLE 14: STANDING COMMITTEES..... 17

ARTICLE 15: BANKING AND EXECUTION OF DOCUMENTS..... 18

ARTICLE 16: Protection of Directors and Officers ..... 18

ARTICLE 17: Fiscal Year ..... 19

ARTICLE 18: Notices ..... 19

ARTICLE 19: SEVERABILITY AND PRECEDENCE..... 20

ARTICLE 20: AMENDING THE BY-LAW ..... 20

## **BY-LAW**

### **A By-law Relating Generally to the Transaction of the Affairs of **Elmira and District Curling Club****

#### **ARTICLE 1: NAME, HEAD OFFICE AND SEAL**

1. The name of the Corporation will be the ELMIRA AND DISTRICT CURLING CLUB (hereinafter called "the Corporation").
2. The head office of the Corporation will be at 40 Eldale Road in the Township of Woolwich (Elmira) in the Regional Municipality of Waterloo, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.
3. The Corporation will have a corporate seal, an impression of which is stamped in the margin of this document.

#### **ARTICLE 2: DEFINITIONS AND INTERPRETATION**

In this by-law, unless the context otherwise requires:

- a) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) "Board" means the Board of Directors of the Corporation;
- c) "By-laws" means this by-law (including the schedules to this by-law) and all other By-laws of Corporation as amended and which are, from time to time, in force;
- d) "Chair" means the chair of the meeting;
- e) "Conflict of Interest" includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors of Corporation, namely:
  - (i) Pecuniary or Financial Interest - a Director is said to have a pecuniary or financial interest in a decision when the Director (or his/her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;

- (ii) Undue Influence - participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group is a violation of the Director's entrusted responsibility to the community at large; or
  - (iii) Adverse Interest - A Director is said to have an adverse interest to the Corporation when he/she is a party to a claim, application or proceeding against Corporation;
- f) "Corporation" means the Elmira and District Curling Club;
- g) "Days" means days of the week including weekends and holidays;
- h) "Director" means a member of the Board of the Corporation;
- i) "Family Member" means:
- (i). A spouse (1);
  - (ii). A parent, step-parent, foster parent, child, step-child, foster child, grandparent, step grandparent, grandchild or step-grandchild of the Member or the Member's spouse;
  - (iii). The spouse of the Member's child;
  - (iv). A brother or sister of the Member; or
  - (v). A relative of the Member who is dependent on the Member for care or assistance.

Notes: (1) "spouse" includes both married and unmarried couples, of the same sex or the opposite sex.

- j) "Good Standing" a Member will be in good standing provided that the Member:
- (i). Has not ceased to be a Member;
  - (ii). Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - (iii). Has completed and remitted all documents as required by the Corporation;
  - (iv). Has complied with the By-laws, policies and rules of the Corporation;
  - (v). Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - (vi). Has paid all required membership dues.

- k) "Member" means a member of the Corporation;
- l) "Members" means the collective membership of the Corporation;
- m) "Officer" means an Officer of the Corporation; and
- n) "Voting Member" means a Full Curling Member, Associate Member or Life Member.

Other than as specified above all terms contained in this By-law that are defined in the Act will have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **ARTICLE 3: PURPOSES AND OBJECTS**

The Corporation will operate a curling club for the purpose of:

- a) Promoting the sport of curling for adults and youth;
- b) Providing facilities for curling;
- c) Arranging leagues, competitions and bonspiels; and
- d) Granting awards together with other complementary purposes consistent with these objects.

The Corporation will be affiliated with the Ontario Curling Association (OCA) and will pay such fees as required by the OCA.

### **ARTICLE 4: MEMBERSHIP AND MEMBERSHIP FEES**

The membership of the Corporation will consist of five (5) categories of individuals as follows:

1. **Full Curling Member:** an individual who has paid the prescribed annual Curling Membership Fee and is enrolled in an adult curling draw;
2. **Junior Curling Member:** an individual between the ages of 7 and 19, inclusive, who is enrolled in the junior curling program of the Club;
3. **Associate Member:** An individual who was a shareholder in good standing of the Elmira & District Curling Ltd. as of March 26<sup>th</sup>, 2006 and who has designated in writing, received by the Club's Secretary, that he/she wishes to be a voting member of the Club. Associate membership is personal, irrevocable, non-transferable and able to be relinquished voluntarily. Associate members do not have curling privileges unless they have chosen to pay annual curling membership fees assessed to adult members;
4. **Affiliate Member:** an individual who has requested permission to represent the Elmira &

District Curling Club in OCA competitions, and for whom such permission has been granted by the Board of Directors, and for whom the permitted usage of club curling facilities is occasional practice sessions arranged with the approval of the Board

5. **Life Member:** an individual who has been granted life membership by a resolution of the Board of Directors; and

At its discretion, the Board of Directors may create additional categories of membership without amendment to this By-Law.

The Board of Directors will establish fees for all categories of membership on an annual basis and not later than June 30<sup>th</sup> each year for the coming curling season.

## **ARTICLE 5: RECORDS OF MEMBERSHIP**

The Secretary will ensure that a current list of Members, based on the eligible members as in Article 4 is kept.

## **ARTICLE 6: TERMINATION OF MEMBERSHIP**

1. Members may resign their membership at any time by providing a letter of resignation;
2. Any member not renewing their annual membership will be deemed to have terminated the membership;
3. Members may be terminated for breach of the By-law, or Rules and Regulations, Code of Conduct or other written policies and procedures of the Corporation;
4. Termination of membership, whether by resignation, expulsion, death or otherwise, will effective as of the date of termination, and will result in the removal of all rights within the Corporation of the member, but will not be deemed to discharge any financial obligation of the member to the Corporation accrued prior to the date of such termination and not then fulfilled; and
5. All matters respecting termination of membership will be confirmed in writing by the President.

## **ARTICLE 7: MEETINGS OF THE MEMBERS**

### **1. Annual General Meeting:**

The Annual General Meeting (AGM) of the Corporation will be open to all members. The AGM will be held within one hundred and eighty (180) days of the fiscal year end at such place and time as determined by the Board of Directors.

### **2. Special Meetings:**

A Special General Meeting of members may be called at the discretion of the Board of Directors as determined by majority vote of members of the Board of Directors.

A Special General Meeting of the members may be called by the Members by submitting a written request to the President. This request must be signed by twenty-five (25) voting members specifying the reason for calling the special meeting. The President will respond to the Special Meeting request within thirty (30) days of receipt of the request.

### **3. Notice of Meetings:**

Notice of any Meetings of the Members, whether annual or special, must be posted on the Corporation website.

Notice of the Annual General Meeting will be posted on the Corporation website and will be sent by e-mail to the Members at least fifteen (15) days before the meeting is to take place.

Notice of any Special Meeting will be posted on the Corporation website and will be sent by e-mail to the Members fifteen (15) days prior to the meeting. The notice will specify the purpose for which it is being called.

### **4. Quorum and Manner of Action:**

- a) A quorum for the transaction of business at any Annual or Special General Meeting will consist of not less than twenty-five (25) Voting Members present in person or represented by proxy, provided that in no case can any meeting be held unless there are fifteen (15) Voting Members present in person.
- b) Except as otherwise specified in this By-law, the actions of fifty (50) % plus one of

the Members present and voting at a meeting at which a quorum is present will be the action of the meeting of the membership.

- c) A meeting at which a quorum is initially present may transact all business noted on the agenda for the meeting. In the event of the withdrawal of members from the meeting resulting in a loss of quorum, the meeting Chair will continue the meeting provided that the number remaining does not fall below fifteen (15). In the event that the number remaining is less than fifteen (15) all matters requiring a vote will be deferred to the next meeting of the Members.
- d) Except where otherwise provided for in this By-law, meetings of the membership may be conducted in-person, by teleconference or videoconference as determined by the Board of Directors.
- e) Actions arising from a meeting of the membership, such as a recorded vote, may be conducted in-person, by e-mail or other electronic means, teleconference or videoconference as determined by the Board of Directors.
- f) The meeting Chair will be the President or such other Director appointed by the Chair to chair the meeting.

#### **5. Voting at Annual General or Special Meetings:**

- a) All Voting Members who are in attendance in person or represented by proxy at an Annual or Special Meeting will be entitled to vote on any issue to be determined at such meeting. No person will have more than one (1) vote. Each proxy vote will count as one (1) vote.
- b) Election of Directors will be by whatever means a Voting Member may make their intentions known or by secret ballot at the discretion of the Chair. The outcome of the secret ballot will be made public at the meeting in question.
- c) Proxy Voting: Voting Members may, by means of proxy appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Voting Member. A proxy must:
  - (i). Be signed by the Voting Member;
  - (ii). Be in a form that complies with the Act;
  - (iii). Comply with the format stipulated by the Corporation; and
  - (iv). Be submitted to the Secretary of the Corporation at least forty-eight (48) hours prior to the meeting of the Members.

#### **6. Rules for Conducting Meetings:**

The following rules will govern all Annual or Special General Meetings of the



Corporation:

- a) If there is no quorum within thirty (30) minutes of the time fixed for the meeting to begin the Chair will declare that there can be no meeting on this occasion;
- b) Parliamentary procedure, as specified in Robert's Rules of Order Revised (the "Rules of Order"), will be followed at all meetings;
- c) The Chair will have the right to require that any motion or resolution be presented in writing before the meeting; and
- d) The Chair will decide all questions of order, in accordance with Robert's Rules of Order.

**7. Order of Business at Annual General Meetings:**

- a) Subject to subsection (b), the business at all Annual General Meetings of the Corporation will be as follows:
  - a) Opening of the meeting and explanation of procedural rules governing meetings
  - b) Approval of the minutes of the previous Annual General Meeting together with minutes of any Special Meetings held since the last Annual General Meeting
  - c) Business arising from the minutes;
  - d) Amendments to the By-Laws, if any
  - e) Report of the person who has been appointed to conduct a review engagement
  - f) Reappointment or new appointment of a person to conduct a review engagement for the coming year
  - g) Election of Directors
  - h) President's Report
  - i) Committee Reports

- j) Business as Specified in the Notice of Meeting
- k) Adjournment

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

- b) The order of business may be altered by a two-thirds (2/3's) vote of Members present at the meeting

#### **8. Order of Business at Special Meetings:**

The Chair will determine the order of business at any Special Meeting.

### **ARTICLE 8: BOARD OF DIRECTORS**

The affairs of the Corporation will be managed by Officers and Directors who will be collectively called the "Board of Directors". Each Officer and Director has a voting membership on the Board of Directors. The Board of Directors will be comprised of nine (9) Directors who will be elected as outlined in Article 11.

Directorships may be added on an as needed basis according to the growth and accompanying need of the Corporation based on a majority vote of the Board of Directors. Any Directorships added will be confirmed at the next Annual General Meeting.

The duties of each Officer and Director will be set by the Board of Directors and may be amended from time to time by the Board of Directors.

### **ARTICLE 9: POWERS OF THE BOARD OF DIRECTORS**

The Board will have power during its term of office (in addition to all other powers vested in it):

- a) To appoint and define the duties and remuneration of staff hired by the Board to perform any role for any length of time deemed appropriate by the Board;
- b) So long as quorum of Directors remains in office, to fill, by appointment or election, vacancies occurring either among Officers or the Directors until the next Annual General Meeting;

- c) To appoint and delegate power to the chairperson and members of such other committees from time to time as it may consider necessary in carrying out the objectives of the Corporation;
- d) To remove any officer, director or agent of the Corporation, including staff;
- e) To suspend or expel any Member of the Corporation for breach of any By-law, policy or resolution of the Corporation and or the Board;
- f) To borrow money and obtain advances upon the credit of the Corporation from such lending institutions as the Board of Directors may approve at such time, in such amounts, and on such terms as outlined in Article 15;
- g) Report to Members at the Annual General Meeting on the activities of the Board for the preceding year;
- h) To set annual membership fees; and
- i) To exercise all rights and powers which the Board of Directors might or could exercise under the authority of the Corporation's By-law or under the laws governing the Corporation.

## **ARTICLE 10: OFFICERS**

The Corporation will have four (4) Officers, as follows:

- a) **President:** The President will convene and preside over meetings of the Corporation Board and Meetings of Members; act as an official spokesperson for the Corporation; be ex-officio voting member of all Board Committees, Task Forces or Working Groups and perform other duties such other duties as may be required by law or as the Board may determine from time to time.
- b) **Vice-President:** The Vice-President will substitute for the President in his or her absence or inability to serve. In the event of a vacancy in the office of the President, the Vice- President will assume that office and a new Vice-President will be elected from among the remaining Directors for the remainder of that term.
- c) **Treasurer:** The Treasurer will be responsible for the disbursement of the Corporation funds and the preparation of periodic financial statements; and such

other duties as may be required by law or as the Board may determine from time to time.

- d) **Secretary:** The Secretary will be responsible for maintaining minutes of the meetings of the Board of Directors, and Annual General Meetings and Special Meetings. The Secretary will keep the corporate Minute Book up to date; and such other duties as may be required by law or as the Board of Directors may determine from time to time. The Secretary will ensure that the list of Members is kept up to date.

## **ARTICLE 11: ELECTION, TERMS, ELIGIBILITY AND TERMINATION OF OFFICERS AND DIRECTORS**

### **1. Eligibility of Directors**

To be eligible for election as a Director, an individual must:

- (a) Be eighteen (18) years of age or older;
- (b) Not have been found under the *Substitute Decisions Act, 1992*, or under the Mental Health Act to be incapable of managing property;
- (c) Have the power under law to contract;
- (d) Have not been declared incapable by a court in Canada or in any other country;
- (e) Not have the status of bankrupt; and
- (f) Be a Member in Good Standing of the Corporation.

### **2. Method of Election of Officers and Directors:**

- a) Nominations for members of the Board of Directors must be submitted in writing to the Chair, Nominations Committee twenty- one (21) days prior to the date of the Annual General Meeting after which date nominations will be deemed closed. Nominations will be accepted provided the following conditions are met:
  - i. the nominee meets the criteria, if any, for the position for which he/she is nominated.
  - ii. the written consent of the nominee is included in the nomination
  - iii. the nomination is signed by the nominator,
  - iv. both the nominee and the nominator must be Members in good standing of Corporation.
- b) After receiving nominations, the Chair, Nominations Committee will present a list of all duly nominated persons to stand for election at the next Annual General Meeting. The presentation of the list of nominees will be done by posting on the Corporation's website, at least seven (7) days prior to the Annual General

Meeting.

- c) At the Annual General Meeting, the President will determine from the number of nominations submitted for each position whether or not a formal election is required for that position.
- d) Where an election is not called for with respect to a position, the nominee will be acclaimed. For positions where a formal election is required, voting by any means through which they can make their intentions known or voting by secret ballot will be used, at the President's discretion. In the event of tie, the President, will cast a second vote to break the tie.
- e) If after the Annual General Meeting there are still positions unfilled, these positions will be deemed vacant. The procedures outlined in 9.1 (b) will be followed to fill the vacant position.
- f) Directors must be Members in Good Standing.
- g) Officers will be appointed, from among the Directors, by the Board of Directors at the first meeting of the Board of Directors after the Annual General Meeting

### **3. Length of the Terms of Directors:**

- a) Directors will serve a term of two (2) years renewable through election for up to a maximum of three (3) consecutive terms. At the discretion of the Board, Directors may be permitted to serve additional years beyond the current six (6) year limit for the purposes of continuity and succession planning.
- b) The new Directors will take over their positions as of completion of the Annual General Meeting in which the Directors were elected to the Board of Directors.
- c) Effective the 2017 Annual General Meeting the Members will elect four (4) of the Directors for a two-year term. Effective the 2018 Annual General Meeting the Members will elect five (5) of the Directors for a two-year term. After this time, newly elected Directors will be elected for two year terms as described in a) above.
- d) Any Officer and/or Director may leave his/her position by resigning from his/her position by providing written notice to the President.

#### 4. Vacancy and Termination of Office:

- a) The office of a Director will automatically be vacated if:
- (i) the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent; or
  - (ii) the Director is found to be a mentally incompetent person or becomes of unsound mind; or
  - (iii) the Director, by notice in writing to Corporation, resigns office, which resignation will be effective at the time it is received by the President or at the time specified in the notice, whichever is later; or
  - (iv) at a special meeting of the Voting Members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Voting Members, removing the Director before the expiration of the Director 's term of office subject to Article 11 4(b) below; or
  - (v) if the Director dies.

(b) Removal of an Officer or Director:

An Officer may be removed by Special Resolution of the Board of Directors at meeting provided the Officer has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. Two thirds (2/3) of the Board of Directors must be in attendance at the meeting and a vote of two thirds (2/3) of the votes cast is required to remove an Officer.

A Director may be removed by Special Resolution of the Voting Members at an Annual Meeting or a Special meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. A vote of two thirds (2/3) of the votes cast is required to remove a Director.

- (c) If a vacancy occurs at any time among the Directors either by a resignation, by death or removal by the Board in accordance with paragraphs (a) or (b) above, or by any other cause, such vacancy may be filled by a qualified person appointed by the Board to serve until the next annual meeting.
- (d) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the Members will also confirm a Director to fill the unexpired term created by any vacancy referred to in

paragraph (a) above.

Vacancies on the Board of Directors, may, at the discretion of the Board of Directors, be filled by appointment or remain vacant for the remainder of the term so long as a quorum of the Board of Directors remains.

Any vacancy in a position will be filled at the next Annual General Meeting in accordance with procedures set forth above. If there is not a quorum of the Board of Directors in office, the remaining members of the Board of Directors will call a meeting of the members to fill the vacancies or such number as required to constitute a quorum.

In the event of an Officer vacancy, Board of Directors will appoint an eligible person who meets the criteria for the position to fulfil the remainder of the term.

#### **5. Discipline of Board of Directors:**

- a) A member of the Board of Directors may be censured, suspended, or removed from the Board of Directors for:
  - (i). breach of the By-laws or Rules and Regulations of the Corporation; or
  - (ii). failing in his/her fiduciary obligation to act honestly, in good faith and in the best interests of the Corporation and its members; or
  - (iii). failing to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; or
  - (iv). If he/she fails to attend three (3) consecutive meetings without a viable reason.
- b) A motion to discipline a member of the Board of Directors may not take place unless a special meeting of the Board of Directors has been called for such purposes.
- c) A vote of two-thirds (2/3) of the votes cast is required to enforce discipline of a member of the Board of Directors.

## **ARTICLE 12: MEETINGS OF THE BOARD OF DIRECTORS**

### **1. Meetings of the Board of Directors:**

- a) Regular meetings of the Board of Directors will be held a minimum of eight (8) times per year or as otherwise decided by the Board of Directors at such place as from

time to time is determined by the Board of Directors.

- b) Special meetings of the Board of Directors may be called, by the President or, in his/her absence, any two Directors. Notice of such special meetings must be e-mailed or telephoned to all Officers and Directors not less than one day before the meeting is to take place.
- c) A Board of Directors meeting may be held without notice immediately following the Annual Meeting of the Corporation.
- d) The Board of Directors may consider or transact any business either special or general at any meeting of the Board of Directors that relates to the activities and business of the Corporation
- e) The Board may go to an in-camera session at any time with the approval of two-third (2/3) majority of the Board members present to consider business in camera if the business deals with:
  - (i). discipline of any Director or Member; or
  - (ii). expulsion or suspension of any person from any office of the Corporation; or
  - (iii). recruitment, employment or performance review of personnel; or
  - (iv). Acquisition of property or other contractual arrangements; or
  - (v). preparation or planning for preparation of a competitive bid, quote or similar activity.

## **2. Quorum and Manner of Action:**

- a) Fifty-one (51%) per cent of the members of the Board of Directors will constitute a quorum for transaction of business. Two of the members present must be Officers of the Corporation.
- b) A meeting of the Board of Directors at which a quorum is initially present may continue to transact business as long as a quorum is present. In the event of the withdrawal Directors from the meeting resulting in a loss of quorum, the meeting Chair will continue the meeting for the purposes of discussion and record. All matters requiring a vote will be deferred to the next meeting of the Board of Directors.
- c) Except where otherwise provided for in this By-law, meetings of the Board of Directors may be conducted in-person, by teleconference, videoconference or other electronic means.
- d) Actions arising from a meeting of the Board of Directors, such as a recorded vote, may be conducted in-person, by e-mail or other electronic means, teleconference or



videoconference.

- e) If a Director has a conflict of interest respecting a matter subject to a vote, such Director will disclose the conflict of interest and the Director will remove themselves from the meeting until the matter has been dealt with.
- f) The Board of Directors may not vote by proxy.
- g) Motions arising at any meeting of the Board of Directors will be decided by a majority of votes of Board members present. Each Director is entitled to one vote on matters requiring a vote. In the event of a tie vote, the meeting Chair will cast a second vote to break the tie.
- h) Except as otherwise provided by law, the Articles of Incorporation or this By-law, the act of a majority of those Directors present in person at a meeting, teleconference call or by other electronic means at which a quorum is present, will be the action of the Board of Directors.
- i) Parliamentary procedure, as specified in Robert's Rules of Order Revised, will be followed at all meetings of the Board of Directors.

### **3. Representations to the Board:**

- a) Generally, the meetings of the Board of Directors will be open to any Members who are interested in observing the deliberations. It may be decided, though, that portions of some meetings should be held in camera. This will occur whenever, in the judgment of the Chair, circumstances to be discussed require confidentiality (e.g., where delicate matters having to do with specific individuals are on the agenda). In Camera meetings of the Board are closed to Members except by invitation of the Board of Directors.
- b) Permission to give representations to the Board of Directors meetings may be requested by individuals or groups. Such representations to the Board of Directors must be requested in writing with the topic(s) specified a minimum of fourteen (14) days in advance of a Board meeting. Requests should be sent to the Secretary who will forward them to the Chair. The latter will then extend the sender(s) an invitation to attend an upcoming meeting of the Board of Directors. Where possible, this will be the next Board of Directors meeting and no later than the subsequent meeting.
- c) The Board of Directors will have the right to set a reasonable time limit for such representations, although efforts will be made to see that everyone has an opportunity to be fully heard.

- d) A written reply to the representation will be sent to the presenter(s) within seventy-two (72) hours of the meeting at which the representation was discussed.

#### **4. Minutes of the Board of Directors Meetings:**

Minutes of any regular and special meetings of the Board of Directors will be available on request from the Secretary by any Member. The minutes will be available in a reasonable time after each meeting. Material deemed confidential in nature will be deleted from minutes provided for general distribution. Minutes of any In-Camera sessions will only be available to the Board of Directors and those invited by the Board of Directors to participate in the In-Camera session.

### **ARTICLE 13: REMUNERATION AND CONFLICTS OF INTEREST**

#### **1. Remuneration of Officers, Directors and Members:**

Officers, Directors and Members will serve without remuneration. No Officer, Director or Member may directly or indirectly receive any profit from their position, but they may be reimbursed for reasonable expenses incurred in the performance of their duties.

#### **2. Conflicts of Interest:**

A Director or Member will declare that he/she has a conflict of interest wherever they or one of their Family Members is directly or indirectly involved in a matter before the committee/Board of Directors of which they are a member. If said Director or Member does not declare a conflict, another Director or Member has the discretion to declare said person in conflict with proof and approval of the Board of Directors.

Once a conflict of interest has been declared, said Director or Member will be asked to withdraw and leave the meeting. Regardless, when voting takes place on the matter in question the person in conflict will leave the meeting and does not vote.

#### **3. Disclosure of Interests in Contracts:**

Every Director or Member who is directly or indirectly interested in an existing contract or proposed contract with the Corporation will declare his/her interest and absence himself/herself from decisions and voting on matters related to the contract. A general notice given to the Board or relevant committee will be a sufficient disclosure of interest. If a member has made a declaration of his/her interest in a proposed contract he/she is not accountable to the Corporation, the Board of Directors or to any of its Members for any

profit realized from the contract, and the contract is not voidable by reason only of his/her holding office or of the fiduciary relationship established thereby.

## **ARTICLE 14: STANDING COMMITTEES**

The following standing committees will be constituted by the Board of Directors each year:

### **1. Governance and Nominations Committee:**

The Governance and Nominations Committee will consist of five (5) members. At least two (2) Directors and up to three (3) Members of the Corporation may be appointed to the Committee.

The Governance and Nominations Committee is responsible for maintaining and reviewing from time to time the By-Law and Governance Manual as well as developing and implementing the annual process for identifying qualified members to serve on the Board and its Committees.

### **2. Finance Committee:**

The Finance Committee will consist of five (5) members. At least two (2) Directors, one of whom will be the Treasurer and up to three (3) Members of the Corporation may be appointed to the Committee as follows.

The Finance Committee is responsible for providing oversight on all financial matters of the Corporation including but not limited to the recommendation of the Annual Operating Plan, and ensuring the Treasurer prepares regular reports on the financial health of Corporation.

### **3. Other Committees:**

The Board of Directors may establish any other committees, which in its opinion are necessary or advisable. The Board of Directors will approve the terms of reference for such committee(s).

Terms of reference for and appointment of members to the Standing Committees are reviewed on an annual basis by the Board of Directors.

Chairs for the Standing and Other Committees are appointed annually by the Board. Reference in this Article to “members” means members of the committee. Reference in this Article to “Members” will be as defined in Article 4.

The President is an ex-officio member of all Standing Committees and Other Committees.

## **ARTICLE 15: BANKING AND EXECUTION OF DOCUMENTS**

### **1. Signing Authority**

Any two of the President, Vice-President, Secretary, or Treasurer may act jointly as signing authorities in the drawing and issuing of cheques and orders for the payment of monies out of funds of the Corporation. The Board, by resolution, may appoint such further signing officers as they may deem necessary from time to time.

### **2. Banking Arrangements**

The banking business of the Corporation will be transacted with such bank(s) as the Board of Directors may designate by resolution.

### **3. Review Engagement**

A review engagement of the books must be conducted at the end of the fiscal year by such person as may be designated by the Board of Directors from time to time.

### **4. Execution of Documents**

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation will be signed by the President and one other Director.

### **5. Borrowing Money:**

The Board of Directors may borrow money on the credit of the Club but not to exceed \$50,000 in a fiscal year without the approval of the Members at a Meeting of the Members.

## **ARTICLE 16: PROTECTION OF DIRECTORS AND OFFICERS**

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation will be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or the Corporation with whom or which any moneys, securities or effects will be lodged or

deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- i. complied with the Act and the Corporation's articles and By-laws; and
- ii. exercised their powers and discharged their duties in accordance with the Act.

## **1. Insurance**

The Corporation will purchase and maintain insurance for the benefit of any Director, Officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, Officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

## **ARTICLE 17: FISCAL YEAR**

Until otherwise ordered by the Board of Directors, the fiscal year of the Corporation will end on the 30th day of April in each year.

## **ARTICLE 18: NOTICES**

### **1. Service**

Any notice required to be sent to any Member or Director will be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation

### **2. Computation of Time**

The day of serving or posting of the notice will not, unless it is otherwise provided, be counted in such number of days or other period.

### **3. Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting will invalidate the meeting or make void any proceedings taken at the meeting.

## **ARTICLE 19: SEVERABILITY AND PRECEDENCE**

The invalidity or unenforceability of any provision of this By-law will not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be will prevail.

## **ARTICLE 20: AMENDING THE BY-LAW**

1. This By-law of the Corporation may be repealed or amended if two steps are followed. First, the amendment must be approved by a majority vote of the Board of Directors. Second, to be effective, the amendment(s) must be approved by an affirmative vote of at least two-thirds (2/3's) of the members present at a Special General Meeting or at an Annual General Meeting.
2. Any proposed amendments to this By-law will be first submitted in writing to the Board of Directors. Provided that they are submitted not less than fourteen (14) days before the next monthly meeting of the Board of Directors. These proposals will be discussed and voted on at such up-coming meeting.
3. After an amendment has passed by a vote of the Board of Directors, it will then be brought to either a Special General Meeting or the next Annual General Meeting, as the Board of Directors determines, for a vote on the amendment(s) by the Membership. Proposed By-law amendments will be made available to the Membership upon request seven (7) days prior to either the Special General Meeting or Annual General Meeting at which the proposed amendments will be discussed.

**Enacted September 12, 2017**

In ratifying this By-Law, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

<originals signed>

Paul Fusari  
President

Kim Thompson  
Secretary