

# CARLETON HEIGHTS CURLING CLUB

## BY-LAW (2018)

### ARTICLE I - GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the **Carleton Heights Curling Club**.

#### Definitions

1.2 Definitions - The following terms have these meanings in these By-laws:

- a) *Act* – the Ontario Corporations Act or any successor legislation.
- b) *Auditor* – an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Corporation.
- d) *Club Manager* – the person who has been hired by the Executive to this position. The Club Manager shall sit on the Executive as an ex officio member.
- e) *Corporation or Club* – **Carleton Heights Curling Club**.
- f) *Days* – days including weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- h) *Directors* – the elected Directors shall mean the President, Vice-President and Treasurer. The Directors shall also be referred to as the Executive Committee.
- i) *Executive* – the Directors of the Corporation, the Secretary, the Past-President, the representatives of each League, the Membership Chair, the House Chair, the Match Chair, the Ice Chair, Ontario Curling Association (OCA)/Ottawa Valley Curling Association (OVCA) representative and the Youth Chair.
- j) *Honorary Member* – persons who contribute to the development and furthering of the interests of curling in the Club. Appointments to this class shall be according to the provisions of Section 5.4(c) of this By-law.
- k) *House Chair* – Chairperson of the House Committee.
- l) *Ice Chair* – Chairperson of the Ice Committee.
- m) *Intermediate Member* – a person who on September 30<sup>th</sup> is under the age of twenty-one (21) or is a full-time student under the age of twenty-five (25) and who has paid an annual fee as prescribed for this class.
- n) *Junior Member* - a person under the age of nineteen (19), as defined by the OCA rules, who is attending a day educational institution and has paid an annual fee as prescribed for this class.
- o) *Leagues* – means the Day Ladies' League, the Day Men's League, the Day Open League, the Monday Open League, the Business Women's League, the Thursday Open League and the Friday Mixed League.
- p) *League Representatives* - persons elected by each league to serve on the Club Executive. The Day Open League does not elect a representative to serve on the Club Executive.
- q) *Life Member* – membership granted to a past or current member of the Club who has made outstanding contributions to the Club over a prolonged period. Appointments to this class shall be according to the policies of the Corporation.
- r) *Match Chair* – Chairperson of the Match Committee.
- s) *Voting Member* – a person who has been accepted to the membership of the Club and who has paid the annual dues prescribed by the Club.
- t) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- u) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- v) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.

- w) *Social Member* – A member who does not curl but attends social functions at the Club and pays an annual fee as prescribed for this class.
- x) *Youth Chair* – Chairperson of the Youth Committee.

### **Registered Office**

1.3 Registered Office – The registered office of the Corporation will be located at 1436 Normandy Crescent, Ottawa, K2C 3H4 within the Province of Ontario.

### **Corporate Seal**

1.4 Corporate Seal – The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Executive.

1.5 No Remuneration - All Directors, Officers and members of the Executive and any of its Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Executive. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of the Executive or a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

1.6 Conflict of Interest – A Director, Officer or member of the Executive or a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Executive or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

1.7 Ruling on By-laws – Except as provided in the Act, the Executive will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.8 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Executive will be conducted according to Robert’s Rules of Order (current edition).

1.9 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

## **ARTICLE II - MEMBERSHIP**

2.1 Categories –There shall be two classes of members in the Corporation, namely, Voting members and Non-voting members. The Executive of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Executive by resolution. The following of membership shall apply:

### **Voting Members**

1. Voting membership shall be available only to all Members of the Day Ladies’ League, the Day Men’s League, the Day Open League, the Monday Open League, the Business Women’s League, the Thursday Open League, the Friday Mixed League and Life Members, all of whom have applied and have been accepted for Voting membership in the Corporation.
2. The term of membership of a Voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
3. Each Voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Voting member shall be entitled to one (1) vote at such meetings.

### **Non-voting Members**

1. Non-voting membership shall be available only to Intermediate Members, Junior Members, Social Members and Honorary Members, all of whom have applied and have been accepted for Non-voting membership in the Corporation.
2. The term of membership of a Non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
3. Subject to the Act and the articles, a Non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

A special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights.

### **Admission and Renewal of Members**

- 2.2 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
  - b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
  - c) The candidate member has paid dues as prescribed by the Executive;
  - d) The candidate member agrees to uphold and comply with the Corporation’s governing documents;
  - e) The candidate member meets any other condition of membership determined by the Executive;
  - f) The candidate member has met the applicable definition listed in Section 2.1; and
  - g) The candidate member has been approved by Ordinary Resolution by the Executive or by any committee or individual delegated this authority by the Executive.

### **Membership Dues and Duration**

2.3 Dues – Membership dues will be determined annually by the Executive and shall be approved by the Membership at the Annual General Meeting.

2.4 Duration – Membership duration is accorded on an annual basis to run from September 1 to August 31 unless otherwise determined by the Executive and Members will re-apply for membership annually.

2.5 Deadline – Fees shall become payable prior to the first scheduled game of curling.

2.6 Priority in Selection of Members -- In the Event that the membership of the Club reaches the maximum number determined by the Executive, a waiting list shall be compiled in the order in which the applications are received. When a vacancy in the membership occurs, that vacancy shall be filled at the discretion of the Membership Chairperson. Consideration shall be given to spouses, children of members and former members.

### **Transfer, Suspension, and Termination of Membership**

2.7 Transfer – Membership in the Corporation is non-transferable.

- 2.8 Termination – Membership in the Corporation will terminate immediately upon:
- a) The expiration of the Member’s annual membership, unless renewed in accordance with these By-laws;
  - b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
  - c) Resignation by the Member by giving written notice to the Corporation;
  - d) Dissolution of the Corporation;
  - e) The Member’s death; or
  - f) By Ordinary Resolution of the Executive or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard.

Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

2.9 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

2.10 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

2.11 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be subject to disciplinary action, up to and including termination of membership, for breach of any policies or procedures enacted by the Club related but not limited to harassment, privacy, volunteer screening or for any act contrary to the interests of the Club. The decision to discipline a Member under this Section shall be made by the Executive Committee and they shall be responsible in determining the form of punishment to be meted out to the Member.

2.12 Dues Payable – Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

### **Good Standing**

2.13 Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, and rules of the Corporation;
- e) 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 Executive; and
- f) Has paid all required membership dues.

2.14 Cease to be in Good Standing - Members that cease to be in good standing as determined by the Executive Committee will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Executive is satisfied that the Member has met the definition of good standing.

## **ARTICLE III MEETINGS OF MEMBERS**

3.1 Annual Meeting - The Corporation will hold meetings of Members at such date, time and place as determined by the Executive. The meeting will be held within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.

3.2 Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Executive or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice - Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days prior to the date of the meeting. Notice will contain a reminder of the right to a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Executive sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Executive. Copies of all such proposals together with copies of any amendments thereto then proposed by the Executive and copies of all resolutions put forward by the Executive shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 Quorum – Twenty-five (25) Voting Members present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Executive.

3.10 Agenda – The agenda for the Annual Meeting may include:

- a) Call to order
- b) Establishment of quorum
- c) Approval of the agenda
- d) Approval of minutes of the previous Annual Meeting
- e) Presentation of reports
- f) Report of Auditors
- g) Appointment of Auditors
- h) Business as specified in the meeting notice
- i) Election of new Directors
- j) Adjournment

3.11 Scrutineers – At the beginning of each meeting, the Executive may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12 Adjournments - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.13 Attendance - The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the

meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

### **Voting at Meetings of Members**

3.14 Voting Rights – Individual Voting Members will have one vote each at all meetings of the Members.

3.15 Eligibility of Votes – The date determined by the Executive will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.16 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.17 Majority of Votes - Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie the vote is lost.

3.18 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

3.19 Proxies -- The Voting Members of the Corporation are not allowed to appoint a proxy holder to attend and vote on behalf of the Member at any meetings of Members.

## **ARTICLE IV – GOVERNANCE**

### **Composition of the Board and Executive**

4.1 Directors – The Board will consist of three (3) Directors.

4.2 Composition of the Board - The Board will consist of the following:

- a) President
- b) Vice-President
- c) Treasurer

### **Executive**

4.3 Composition of the Executive – The Executive will consist of the Directors of the Corporation as named in Section 4.2, the Secretary, the Past-President, the duly elected representatives of each League, the Membership Chair, the House Chair, the Match Chair, the Ice Chair, OCA/OVCA representative and the Youth Coordinator.

4.4 Eligibility of Executive Members -- All members of the Executive must be Full Members in good standing. If applicable, the President, Vice President and Treasurer shall have a valid Police Records Check in accordance with the Club's "Volunteer Screening Policy". Should the Executive, acting in accordance with the Club's "Volunteer Screening Policy", determine that a person who has been duly elected by the Members, is not able to continue to hold office for reasons of non-compliance with the "Volunteer Screening Policy", the Executive may declare the position vacant and subsequently may be filled in accordance with the provisions of Section 4.17 of the Club's by-laws.

### **Eligibility of Directors**

4.5 Eligibility – 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 another country; and
- e) Not have the status of bankrupt.

## **Nominations**

4.6 Nomination - The immediate Past-President will be responsible to solicit and receive nominations for the election of the Vice-President, the Secretary, the Treasurer, the Membership Chair, the House Chair, the Match Chair, the Ice Chair, OCA/OVCA representative and the Youth Coordinator. Any nomination of an individual for election to any elected Executive position will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee; and
- c) Be submitted to the Registered Office of the Corporation twenty-one (21) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Executive.

4.7 Nominations from the Floor – An individual may be nominated from the floor of the meeting of the Members in accordance with the Act.

4.8 Circulation of Nominations - Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

## **Elections**

4.9 Election – At each Annual Meeting, a Vice-President and a Treasurer shall be elected by the Members. In addition, one person will be elected to each of the positions of Secretary, Membership Chair, House Chair, Match Chair, Ice Chair, OCA /OVCA representative and Youth Coordinator. The former Vice-President shall become the immediate President and the former President shall become the immediate Past-President and the newly-appointed President, Vice-President and Treasurer will become the three Directors of the Corporation and shall also be the Executive Committee.

4.10 Elections – Elections will be decided by majority vote of the Members.

4.11 Terms – Directors and other elected Executive persons will serve a term of one (1) year and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

## **Employees and Agents**

4.12 Employees and Agents – The Executive may appoint employees or agents, each of whom shall hold office for such period and have such authority and perform such duties as the executive may from time to time determine. The Executive may delegate to any officer the power to appoint any employee or agent and prescribe the respective authority and duty. The employees or agents may be compensated and the extent of compensation of such employees or agents shall be determined by the Executive.

## **Resignation and Removal of Directors and Other Elected Executive Persons**

4.13 Resignation - A Director or other elected Executive person may resign from the Executive at any time by presenting his or her notice of resignation to the Executive. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director, Officer or other elected Executive person who is subject to a disciplinary investigation or action of the Corporation resigns, that Director or other elected Executive person will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.14 Vacate Office - The office of any Director or other elected Executive person will be vacated automatically if:

- a) That person resigns;
- b) At the discretion of the Executive and without reasonable excuse, the Director or other elected Executive person is absent from three (3) consecutive meetings of the Executive;

- c) The Director or other elected Executive person is found to be incapable of managing property by a court or under Ontario law;
- d) The Director or other elected Executive person is found by a court to be of unsound mind;
- e) The Director or other elected Executive person becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent;  
or
- f) The Director or other elected Executive person dies.

4.15 **Removal** – An elected Director or other elected Executive person may be removed by Special Resolution of the Members at an Annual Meeting or Special Meeting provided that person has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

#### **Filling a Vacancy on the Executive**

4.16 **Vacancy** - Where the position of a Director or other elected Executive person becomes vacant for whatever reason and there is still a quorum of Executive members, the Executive may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting.

#### **Meetings of the Executive**

4.17 **Call of Meeting** – A meeting of the Executive will be held at any time and place as determined by the President, or by written requisition of at least two (2) persons on the Executive.

4.18 **Chair** – The President will be the Chair of all Executive meetings unless designated by the President. In the absence of the President, or if the meeting of the Executive was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

4.19 **Notice** – Written notice, served other than by mail, of meetings of the Executive will be given to all persons on the Executive at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Executive is required if all persons on the Executive waive notice, or if those absent consent to the meeting being held in their absence. If a quorum is present, the Executive may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.20 **Executive Meeting With New Executive Persons** – For a first meeting of the Executive held immediately following the election of Executive at a meeting of the Members, or for a meeting of the Executive at which a person is appointed to fill a vacancy on the Executive, it is not necessary to give notice of the meeting to the newly elected or appointed Executive person(s).

4.21 **Number of Meetings** – The Executive will hold at least Nine (9) meetings per year.

4.22 **Quorum** – At any meeting of the Executive, quorum will be a majority of the Directors (at least two (2) Directors) together with a number of the remaining Executive to bring the total of attendees at the meeting to six (6) persons.

4.23 **Voting** – Each person on the Executive is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of persons present request a secret ballot. All decisions of the Executive shall be decided by a majority (fifty percent plus one) vote of the Executive participating in the meeting. In the case of an equality of votes, the question shall be deemed to have been lost.

4.24 **Written Resolutions** - A resolution in writing signed by all the persons on the Executive is as valid as if it had been passed at a meeting of the Executive.

4.25 **In-Camera Meetings** – The Executive may, by Ordinary Resolution, consider business in-camera if the business deals with:

- a) Discipline of any Director or Member;



- b) Expulsion or suspension of any person from any office of the Corporation, or of any organization from membership in the Corporation;
- c) Recruitment and employment of personnel;
- d) Acquisition of property or other contractual arrangements; or
- e) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

4.26 Closed Meetings – Meetings of the Executive will be closed to Members and the public except by invitation of the Executive.

4.27 Meetings by Telecommunications - A meeting of the Executive may be held by telephone conference call or by means of other telecommunications technology. Persons on the Executive who participate in a meeting by telecommunications technology are considered to have attended the meeting.

#### **Duties of Persons on the Executive**

4.28 Standard of Care – Every person on the Executive will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **Powers of the Executive**

4.29 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Executive has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.30 Empowered – The Executive is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

### **ARTICLE V - OFFICERS**

5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary, and Treasurer.

5.2 Election – The Officers of the Corporation will be elected by the Members at the Annual Meeting. The Members will elect a Vice-President, Secretary, and Treasurer. They shall take office immediately. The former Vice-President shall be the immediate President and the former President shall be the immediate Past-President.

5.3 Voting - Elections will be decided by majority vote of the Members.

5.4 Duties - The duties of Officers are as follows:

- a) The President will be the chair of the Executive, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Executive unless otherwise designated, will be the official

spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Executive. Once replaced by the incoming President at the Annual Meeting, the former President shall become the Past-President.

- b) The Vice-President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Executive. The Vice-President will become the President of the Corporation upon the election of a new Vice-President at an Annual Meeting.
- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Executive.
- d) The Treasurer will, subject to the powers and duties of the Executive, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Executive with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Executive.

5.5 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Executive, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation.

5.6 Multiple Positions – With the exception of the position of President, a person on the Executive may hold multiple Officer positions.

5.7 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Executive or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

5.8 Vacancy – Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Executive may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-President shall become President and the Executive may appoint a replacement for the position of Vice-President.

5.9 Other Officers – The Executive may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

## **ARTICLE VI - COMMITTEES**

6.1 Appointment of Committees - The Executive may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions. Committee members may be appointed from the membership at large but all Committee Chairpersons shall be duly elected Directors and Full Members in good standing.

6.2 Vacancy – When a vacancy occurs on any Committee, the Executive may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.3 President Ex-officio – The President will be an ex-officio non-voting member of all Committees of the Corporation.

6.4 Removal - The Executive may remove any member of any Committee.

6.5 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

## **ARTICLE VII - FINANCE AND MANAGEMENT**

7.1 Fiscal Year – The fiscal year of the Corporation shall be the 31<sup>st</sup> day of December.

7.2 Bank - The banking business of the Corporation will be conducted at such financial institution as the Executive may determine.

7.3 Auditors - At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation, or pass a resolution not to appoint an auditor in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors of the Corporation of the last fiscal year of the corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements
- b) The auditor's report if applicable
- c) Any further information respecting the financial position of the Corporation

7.5 Books and Records - The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) of the Officers, the Club Manager or other individuals, as designated by the Executive. In addition, the Executive may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.7 Property - The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Executive may determine.

- 7.8 Borrowing - The Executive may from time to time:
- a) Borrow money on the credit of the Corporation;
  - b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
  - c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

7.9 Borrowing Restriction - The Members may, by Special Resolution, restrict the borrowing powers of the Executive but a restriction so imposed expires at the next Annual Meeting.

#### **ARTICLE VIII- AMENDMENT OF BY-LAWS**

- 8.1 Voting – These By-laws may only be amended, revised, repealed or added to by:
- a) A Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these By-laws. Any amendments, revisions, addition or deletions will be effective immediately.
  - b) The Executive by way of Ordinary Resolution. Any amendments, revisions, addition or deletions will be effective until the next Members meeting at which the Members will by Special Resolution amend, revise or delete the By-laws approved by the Executive.

8.2 Effective Date – By-law amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

#### **ARTICLE IX - NOTICE**

9.1 Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

9.3 Error in Notice - The accidental omission to give notice of a meeting of the Executive or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

#### **ARTICLE X DISSOLUTION**

10.1 Dissolution – The Corporation may be dissolved in accordance with the Act.

#### **ARTICLE XI INDEMNIFICATION**

11.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

11.2 Will Not Indemnify - The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance - The Corporation will, at all times, maintain in force such Directors and Officers liability insurance.

## **ARTICLE XII - ADOPTION OF THESE BY-LAWS**

12.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on April 24, 2018.

12.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws and other constitutional documents of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.