

Rideau Skating Club

Ontario Corporation Number: 604913

Date of Incorporation: February 18, 1985

Approved:

BY-LAWS

Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Rideau Skating Club, 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. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Rideau Skating Club as amended and which are, from time to time, in force and effect;
- c. "Auditor" is a certified individual or public accounting firm appointed by the Board at the Annual Meeting to audit the books, accounts, and records of the Club for a report to the Members at the next Annual Meeting in accordance with the Act;
- d. "Board" is the Board of Directors of the Club;
- e. "Club" is the Rideau Skating Club;
- f. "Date of Notice" is the 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;
- g. "Days" are the days including weekends and holidays;
- h. "Director" is an individual elected or appointed to serve on the Board pursuant to these By-Laws;
- i. "Error in Notice" is the accidental omission to give notice of a meeting of the Board 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;
- j. "Members" are the members of the Club in accordance with this By-Law and who have not ceased to be members and includes Voting Members and Non-Voting Members;
- k. "Officer" is an individual elected or appointed to serve as an Officer of the Club pursuant to these By-Laws;

- l. *“Ordinary Resolution”* is a resolution passed by a majority of the votes cast on that resolution;
- m. *“Skate Canada”* means Skate Canada, a corporation governed by the laws of Canada. It is the sport governing body for figure skating in Canada;
- n. *“Skate Ontario”* means Skate Ontario, a corporation governed by the laws of Ontario. It is the sport governing body for figure skating in Ontario;
- o. *“Special Resolution”* is a resolution passed by not less than two-thirds of the votes cast on that resolution;
- p. *“Written Notice”* means a 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;

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall 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.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall 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, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the club may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the club to be a true copy thereof.

1.06 Registered Office

The registered office of the Club will be located within the township of Manotick, Ontario.

1.07 Affiliations

The Club is a member of Skate Canada and a member of Skate Ontario. As such, it is bound by and will operate in compliance with the applicable By-Laws, rules, regulations, policies and procedures of Skate Canada and Skate Ontario.

Section 2 - Directors

2.01 Composition of the Board

- a) The Board shall consist of a minimum of four (4) and a maximum of ten (10) elected Directors.
- b) At least one member of the Board shall be a certified professional coach or registered skating coach with the full rights to speak and vote at meetings of the Board.

2.02 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, 1990 to be incapable of managing property;
- c) Not have the status of bankrupt;
- d) Not be a paid employee of the Club;
- e) Be a Member of the Club, or become a member within 10 days of being elected; and
- f) Shall be willing to abide by the policies and By-Laws governing the Club, Skate Canada, and Skate Ontario.

2.03 Election and Term

Nominations - Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature; and
- b) Be submitted to the Board no later than thirty-five (35) days prior to the Annual Meeting. This timeline may be amended by Ordinary Resolution of the Board.
- c) There will be no nominations from the floor of the meeting.

Circulation of Nominations - Valid nominations will be circulated to Members at minimum of 21 days before the meeting.

Elections – Directors will be elected by majority vote of all Voting Members in good standing at the Annual General Meeting. Candidates receiving the most votes will be deemed to be elected for a term of one (1) year. Elected Directors will take office commencing at the close of the Annual General Meeting.

Election by Acclamation - Where there is a single person nominated for each vacant position in an election, or where the number of candidates is less than the number of vacant positions, the candidates are deemed to be elected by acclamation.

Terms of Office:

- d) Directors shall serve terms of one (1) year and will hold office until they or their successors have been duly elected in accordance with these By-Laws unless they resign or are removed from or vacate their office.
- e) The Board will elect, from amongst themselves, the officers of the Board.
 - i) President
 - ii) Treasurer
 - iii) Secretary

2.04 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the club, which resignation shall be effective at the time it is received by the club or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. the Director is absent from three (3) consecutive meetings of the Board without good cause and/or prior notification to the President or Secretary; or
5. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office. The elected Director may must be provided reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. At such a meeting, the Members may, by a majority of votes cast at the meeting, elect a qualified individual in the removed Director's stead for a period ending at the next Annual Meeting.

2.05 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to

call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and

3. a quorum of Directors may fill a vacancy among the Directors.

2.04 Committees

Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Club 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.

Vacancy - When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

President Ex-Officio - The President will be an ex-officio non-voting member of all Committees of the Club.

Removal - The Board may remove any member of any committee.

Debts - No Committee will have the authority to incur debts in the name of the Club

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario [Regulation 4/01](#) made under the [Charities Accounting Act](#).

2.06 Standard of Care

Every director will:

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

2.07 Powers of the Board

Powers of the Club – Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Club and may delegate any of its powers, duties, and functions.

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

- a) Make policies and procedures or manage the affairs of the Club 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 Club 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 Club;
- e) Follow registration procedures, and other registration requirements as determined by Skate Canada;
- f) Enable the Club to receive donations and benefits for the purpose of furthering the objects and purposes of the Club;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Club;
- h) Borrow money upon the credit of the Club 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 Club.

Section 3 - Board Meetings

3.01 Calling of Meetings

A meeting of the Board will be held at any time and place as determined by the President, or by written notice of at least 50% of the Directors, as required by this By-law.

3.02 Regular Meetings

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the club not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.04 Chair

The President will be the Chair of all Board meetings unless otherwise designated by the President.

3.05 Quorum

At any meeting of the Board, quorum will be a majority of the Board of Directors.

3.06 Voting

Each Director, including the President, is entitled to one vote at a meeting of the Board. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favour of the resolution Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated.

3.07 Participation by Telephonic or Electronic Means

Subject to the provisions of the articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting

are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

3.08 Conduct of Meetings

Meetings of Members and meetings of the Board will be conducted in accordance with recognized standards as determined by the Board.

3.09 No Alternate Directors

No person shall act for an absent Director at a meeting of directors.

3.10 Closed Meetings

Meetings of the Board will be closed to Members and the public except by invitation of the Board.

Section 4 - Financial

4.01 Banking

The banking business of the Club will be conducted at such financial institution as the Board may determine.

4.02 Financial Year

Unless otherwise determined by the Board, the fiscal year of the Club will be May 1st to April 30th.

4.03 Auditors

The Board will appoint an auditor to audit or conduct a review engagement of the books, accounts, and records of the Club in accordance with the Act. The auditor will be appointed annually. The auditor will not be an employee, Officer, or Director of the Club and must be permitted to conduct an audit or review engagement of the Club.

4.04 Annual Financial Statements

The Financial Statements will include:

- a) The financial statements;
- b) Any further information respecting the financial position of the Club.

The Directors will approve financial statements (evidenced by signature of the President and one or more Directors) of the Club of the last fiscal year of the Club and present the approved financial statements before the Members at every Annual Meeting.

4.05 Books and Records

The necessary books and records of the Club required by applicable law will be necessarily and properly kept.

4.07 Property

The Club 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 Board may determine.

4.08 Borrowing

The Board may from time to time:

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

4.09 Dissolution

In the event that the club ceases to exist, the net assets from liquidation shall go to an organization determined by a vote of the Board in position at the time of the dissolution of the club.

Section 5 - Officers

5.01 Officers

At the first meeting following the Annual General Meeting, the Board shall appoint from the Directors, a President, a Secretary, and a Treasurer each of whom shall be an Officer of the Club. The positions may be shared by directors at the discretion of the Board.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed (see section 5.09), an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

5.03 Removal

- a) The President may be removed by Ordinary Resolution at a meeting of the Members, provided the President 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 President is removed by the Members, their position as a Director will automatically and simultaneously be terminated.
- b) Officers, other than the President, may be removed from their respective offices as Officers by ordinary resolution of the Board.

5.04 Vacancy

Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next Annual General Meeting.

5.05 Duties

Officers shall be responsible for the duties assigned to them and at the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Club, or to another Director.

5.06 Duties of the President

The President will be the chair of the Board and will preside at the Annual and Special Meetings of the Club and at meetings of the Board (as described in sections 3.04 and 9.07) unless otherwise designated. The President will be the official spokesperson of the Club and will perform such other duties as may from time to time be required by law or be established by the Board. See the description of duties in Schedule A.

5.07 Duties of the Treasurer

The Treasurer will, subject to the powers and duties of the Board, ensure that proper accounting records as required by the Act are kept and will perform such other duties as may

from time to time be required by the law or be established by the Board. See the description of duties in Schedule B.

5.08 Duties of the Secretary

- a) The secretary will be responsible for:
- b) keeping minutes of all meetings of the Club and the Board;
- c) the custody of all records and documents of the Club, except those required to be kept by the Treasurer;
- d) the conduct of the correspondence of the Club;
- e) the issuance of notices of meetings of the Club and the Board.
- f) The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

If the secretary is absent from any meeting of the Club or the Board, the President will appoint another individual to act as secretary at that meeting.

Section 6 - Protection of Directors and Others

6.01 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 shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall 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:

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

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the club or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the club shall make the disclosure required by the Act. Except as provided by the Act, no

such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

Section 8 - Members

8.01 Members

Membership in the Club shall consist of the incorporators named in the articles and such other persons interested in furthering the club's purposes and who have been accepted into membership in the club by resolution of the Board.

8.02 Membership

~~A membership in the club is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.~~

Membership Dues, Duration and Classes

1. **Year** - The membership year of the Club will be May 1st to April 30th unless otherwise determined by the Board.
2. **Dues** – Membership and registration fees will be set by the Board of Directors on an annual basis.
3. **Duration** – Membership duration is accorded on an annual basis as defined in 8.02.1.
4. **Classes of Membership** – There will be one (1) class of voting membership, the members of which are called “Voting Members” and one (1) class of non-voting membership, the members of which are called “Non-Voting Members”.
5. **Voting Membership** - An individual is automatically deemed to be a Voting Member in any of the following situations:
 - a) a Director, for so long as they remains a Director
 - b) a Skater who is 18 years of age or older, for the duration of the current Skating Year
 - c) a Parent or Legal Guardian whose child (children) is (are) under the age of 18 and is (are) registered as a Skater(s) with the Club, for the duration of the current Skating Year. There is one vote for every member.

6. **Non-Voting Membership** – A Skater who is under the age of 18 is automatically deemed to be a Non-Voting Member for the duration of the current Skating Year.

8.03 No Gain for Members

The Club will be carried on without the purpose of gain for its members and any profits or other accretions to the Club will be used in promoting its objectives.

8.04 Disciplinary Act or Termination of Membership for Cause

Membership in the Club will terminate immediately upon:

- f) The expiration of the Member's annual membership unless renewed in accordance with these By-Laws;
- g) The Member fails to maintain any of the qualifications or conditions of membership described in Section 8.05 of these By-Laws;
- h) Resignation by the Member by giving written notice to the Club;
- i) Dissolution of the Club.

8.05 Admission and Renewal of Members

1. Any candidate will be admitted as a member or renewed as a member if:
 - i. The individual makes an application for membership in a manner prescribed by the Board;
 - ii. The individual has paid fees and is a member in good standing of the Club, Skate Canada, and Skate Ontario;
 - iii. The individual agrees to uphold and comply with the Club's governing documents;
 - iv. The individual meets any other condition of membership determined by the Board;
 - v. The individual has met the applicable definition listed in Section 2.4; and
 - vi. Membership in the Club is non-transferable.

8.06 Good Standing

A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member of the Club;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has complied with the By-laws, policies, and rules of the Club;
- d) Is not subject to a disciplinary investigation or action by the Club, Skate Ontario or Skate Canada, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership fees to the Club.

8.07 Cease to be in Good Standing

Members that cease to be in good standing, as determined by the Board 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 Board is satisfied that the Member has met the definition of good standing.

8.08 Rights of Membership

A Member in good standing has the following rights and privileges of membership:

- a) to receive notice of, and to attend, all General Meetings;
- b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with Call to Order or such rules of order as may be adopted by the Board;
- c) to exercise a vote on matters for determination at General Meetings;
- d) may serve on committees of the Club, as invited;
- e) may nominate individuals for election to the Board, in accordance with this By-Law;
- f) may be nominated, if eligible, to stand for election as a Director of the Club, in accordance with this By-Law;
- g) may participate in the programs and initiatives of the Club, in accordance with such criteria as may be determined by the Board from time to time;
- h) to receive access to minutes of members' meetings.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within three (3) months of the Club's fiscal year end. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;

- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

Subject to the provisions of the articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

9.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

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.

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.

9.04 New Business

Matters of business should be limited to matters properly brought before a Members' meeting. 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 Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

9.05 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting. Delegates as defined in 3.14 representing ten (10) percent of the Members present or by proxy 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.

9.06 Closed Meetings

Meetings of Members will be closed to the public except by invitation of the Board or Members attending the meeting, and in accordance with 9.12.

9.07 Chair of the Meeting

The President shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.08 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. at the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. In cases where

a members meeting is conducted electronically, the platform used should include a “scrutineer” mechanism.

- b. a member, in accordance to 9.09, will be assigned one (1) vote per family or eligible member;
- c. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- d. an abstention shall not be considered a vote cast;
- e. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- f. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- g. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.09 Delegates

Members will appoint in writing (inclusive of electronic notice) to the Club the name of the Delegate to represent the Member. Delegates must: be at least eighteen years of age; not have been found under the Substitute Decisions Act 1992 or under the Mental Health Act to be incapable of managing property; and be acting as the Member’s representative.

9.10 Proxy Voting

Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. Each proxy holder shall be a delegate and may carry a maximum number of proxies that is equal to five percent of the eligible votes at the respective meeting.

A proxy must:

- a) Be signed by the Member;
- b) Comply with the format stipulated by the Club; and be submitted to the Club in accordance with the notice of the Member’s meeting.

9.11 Adjournments

The Chair may, with the majority consent of any Members’ meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an

aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

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.

9.12 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, Delegates representing Members, the Directors of the Club, individuals possessing a proxy on behalf of a Member, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Club 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 or in accordance with 9.06.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in

accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

Enacted [insert date, except where Corporation is deemed to have passed this by-law under subsection 18(1) of the *Act*.].

[If appointed, insert President Name] [If appointed, insert Secretary Name]

11.02 Voting

By a simple majority of the voting Members present at a meeting duly called to amend, revise, or repeal these By-Laws.

- a) By Ordinary Resolution of the Board. Any By-Law amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm, reject, or amend the By-Laws by Ordinary Resolution.
- b) Proposed amendments will not be accepted from the floor of the meeting.

11.03 Effective Date

By-Laws amendments are effective immediately at the close of the meeting unless otherwise indicated in the amendment motion itself.

Section 12 – Indemnification

12.01 Will Indemnify

The Club will indemnify and hold harmless out of the funds of the Club each Director and any individual who acts at the Club'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 Club's request in a similar capacity.

12.02 Will Not Indemnify

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

- a) The individual acted honestly and in good faith with a view to the best interests of the Club; 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 their conduct was lawful.

12.03 Insurance

The Club will, at all times, maintain in force reasonable insurance including Directors and Officers liability insurance.

Section 13 - Adoption of these By-Laws

13.01 Ratification

These By-Laws were passed and enacted by Ordinary Resolution of the board on _____.

1302 Repeal of Prior By-Laws

In ratifying these By-Laws, all prior By-Laws of the Club shall be repealed provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.

Schedule A

Position Description of the President

Role Statement

If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The president shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the president.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as member on all Board committees.

Schedule B

Position Description of the Treasurer

Role Statement

If appointed, the treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

Role Statement

If appointed, the secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees. If the secretary is absent from any meeting of the Club or the Board, the President will appoint another individual to act as secretary at that meeting.