



Galt Curling Club
By-Laws

ARTICLE I: GENERAL

- 1.1 Purpose – These By-Laws relate to the general conduct of the affairs of the Galt Curling Club.
- 1.2 Definitions – The following terms have these meanings in these By-Laws:
- a. *Act* — the Ontario Not-for-profit Act or any successor legislation.
 - b. *Auditor* — an individual appointed by the Board to audit the books, accounts, and records of the Club for a review engagement to the Members at the next Annual Meeting in accordance with the Act.
 - c. *Board* — the Board of Directors of the Club.
 - d. *Club* — the Galt Curling Club.
 - e. *Days* — days including weekends and holidays.
 - f. *Director* — an individual elected or appointed to serve on the Board pursuant to these By-Laws.
 - g. *Fiscal Year* – May 1 to April 30
 - h. *Officer*—an individual elected or appointed to serve as an Officer of the Club pursuant to these By-Laws.
 - i. *Ordinary Resolution* — a resolution passed by a majority of the votes cast on that resolution.
 - j. *Special Resolution* — a resolution passed by not less than two-thirds of the votes cast on that resolution.
 - k. *Quorum* –
 - k.1 At any Annual or Special Meeting the lesser number of 25% of the full members or 40 members shall constitute a quorum. If quorum is not attained, the meeting will be adjourned and not reconvened
 - k.2 At any meeting of the Board of Directors quorum shall be 60% of the Board of Directors, excluding the President.
- 1.3 Registered Office – The registered office of the Club will be located within the Province of Ontario.
- 1.4 Ruling on By-Laws – Except as provided in the Act, the Board 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 objectives of the Club.

ARTICLE II: MEMBERSHIP

2.1 Categories – The Club has the following categories of Member:

- a. *Full Member* – Full Members shall be those adults who join the Club as active curlers and pay the appropriate fees. They shall be entitled to all rights, privileges, and responsibilities of membership.
- b. *Social Member* – Social Members are those persons who may join the club as non-curling members, except that they may curl up to a maximum number of games per season as approved by the Board.
- c. *Junior Member* – Junior Members shall be those persons enrolled in the Junior Curling program of the Club and shall be under the age of 19 years as of July 1, in the current fiscal year.
- d. *Lifetime Member* – The Board of Directors may elect Lifetime Members from time to time, in recognition of lengthy and meritorious service to the Club. Life Members shall be entitled to all rights and privileges of Full Membership but shall be exempted from paying annual membership fees.
 - i. Life Members shall be suitably recognized at an Annual General Meeting, and there shall be a permanent record of their election as Life Members displayed in the Club.
 - ii. There shall be no more than twelve (12) living Life 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 Club;
- b. If the candidate member was at any time previously a Member and was in good standing at the time of ceasing to be a Member;
- c. The candidate member has paid dues as prescribed by the Board;
- d. The candidate member agrees to uphold and comply with the Club's governing documents;
- e. The candidate member meets any other condition of membership determined by the Board; and
- f. The candidate member has met the applicable definition listed in Section 2.1

Membership Dues and Duration

- 2.3 Year – Unless otherwise determined by the Board, the membership year of the Club will be September 1 to August 31.
- 2.4 Dues – Membership dues will be determined annually by the Board and presented at the next Annual General Meeting.
- 2.5 Duration – Membership duration is accorded on an annual basis, and Members will re-apply for membership annually.
- 2.6 Deadline – The Director responsible for Membership shall notify the members of the fees at a time payable by them and, if the fees are not paid within 30-days of the date of such notice, the members in default shall thereupon automatically cease to be member of the Club, but may, upon payment of the outstanding fees, be reinstated as members, if the Director responsible for Membership so approves. Should lack of payment by a member, recur more than 3-times, the Director of Membership must report this to the President, who may under their discretion decide the matter or bring it to the Board for a decision.

Transfer, Suspension, and Termination of Membership

- 2.7 Transfer – Membership in the Club is non-transferable.
- 2.8 Termination – Membership in the Club 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 2.2 of these By- laws;
 - c. Resignation by the Member by giving written notice to the Club. Member may be entitled to a refund of member dues as per the Club's Membership Policy;
 - d. Dissolution of the Club;
 - e. The Member's death;
 - f. In case the conduct of any member, either in or outside the Club premises, shall, in the opinion of the Directors, be injurious to the character, interest, or good order of the Club, the Directors are empowered to pass a resolution revoking their membership and they shall forthwith cease to be a member. The unexpired portion of the annual dues, as per the Club's Membership Policy, shall be returned to the expelled member, along with written notification of expulsion;
 - g. Act of Nature.

- 2.9 May Not Resign – A Member may not resign from the Club when the Member is subject to disciplinary investigation or action of the Club.
- 2.10 Discipline — In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Club's policies and procedures relating to the discipline of Members.
- 2.11 Dues Payable — Any dues, subscriptions, or other monies owed to the Club by suspended or expelled Members will remain due.

Good Standing

- 2.12 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 Club;
 - d. Has complied with the By-Laws, policies, and rules of the Club;
 - e. Is not subject to a disciplinary investigation or action by the Club, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - f. Has paid all required membership dues.
- 2.13 Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel 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.

ARTICLE III: MEETINGS OF MEMBERS

- 3.1 Annual Meeting - The Club will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. 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, will be provided, not less than fifteen (15) days before the annual meeting, with a copy of the approved financial statements.
- 3.2 Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten (10) or more of the Members for any purpose connected with the affairs of the Club. The meeting

shall be held within one (1) month of the receipt of written requisition by the Board.

- a. A notice of such meeting, stating the purpose thereof must be provided to each member at least fifteen (15) days in advance of the meeting.
- b. No business except that of which notice has been given shall be discussed at said meeting.

3.3 Notice - Notice of any Meeting of Members will contain a reminder of the right to vote by proxy, a proposed agenda and the text of any resolutions or amendments to be decided.

3.4 New Business (Annual Meeting) – Members are encouraged to provide a proposal to the Vice President by the end of the fiscal year. Copies of all such proposals shall be reviewed by the Board and copies of all resolutions shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.5 Closed Meetings — Meetings of Members will be closed to the public except by invitation of the Board.

3.6 Agenda — The agenda for the Annual Meeting may include:

- a. Call to order
- b. Establishment of quorum
- c. Appointment of individual to record meeting minutes
- d. Approval of the agenda
- e. Approval of minutes of the previous Annual Meeting
- f. Presentation of reports
- g. Review of Financial Statements
- h. Election of new Directors
- i. New Business as specified in the meeting notice
- j. New Business from the floor
- k. Adjournment

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

3.8 Adjournments - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members. The continuation of the meeting must be held within thirty (30) days, and the date shall be set prior to adjournment. Unfinished business brought before the continuation of the meeting shall be only that with which was in the notice of the original meeting and was not addressed prior to adjournment.

- 3.9 Attendance - The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Club (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.

Voting at Meetings of Members

- 3.10 Voting Rights— The following voting rights apply at all meetings of the Members:
- a. Full Members will have one vote each.
 - b. Lifetime Members will have one vote each.
 - c. Board Members will have one vote each.
- 3.11 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. The proxy holder must be a Member entitled to vote. A proxy must:
- a. Be signed by the Member;
 - b. Be in a form that complies with the Act; and
 - c. Comply with the format stipulated by the Club;
- 3.12 Determination of Votes— Votes will be determined by a show of hands or by ballot, except in the case of elections which require a secret ballot, when requested by a Member.
- 3.13 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 President of the Club (or designate) shall cast the deciding vote.

ARTICLE IV: GOVERNANCE

Composition of the Board

- 4.1 Directors — The Board will consist of a minimum of four (4) and maximum of fifteen (15) Directors.
- 4.2 Failure to Meet Minimum - Should the Board fail to meet the 4 Director minimum an emergency Special Meeting of the membership will be called to fill the vacancies.
- 4.3 Composition of the Board - The Board will consist of the following:
- a. An Executive, which consists of:
 - i. President
 - ii. Vice President
 - iii. Secretary

- iv. Treasurer
- b. Membership Director
- c. Director(s) at Large, if more than four (4) Directors – these Directors will have roles and responsibilities that are defined by the Executive to meet the current and potential future needs of the Club.

4.4 Critical Needs - The Executive is responsible for facilitating an organizational structure that ensures the following critical needs of the Club are met. These include but are not limited to:

- i. Membership
- ii. Leagues
- iii. Technology/Communication
- iv. Facility Management including bar, kitchen, lounges, etc.
- v. Ice Management
- vi. Fundraising
- vii. Marketing/Advertising
- viii. Ontario Curling Association Representation

4.5 Eligibility of Directors — To be eligible for election as a Director, an individual must:

- i. Be a Full Member in good standing;
- ii. Not be a Junior or Social member
- iii. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- iv. Have the power under law to contract;
- v. Have not been declared incapable by a court in Canada or in another country;
- vi. Not have the status of bankruptcy; and
- vii. Not be a paid employee of the Club or contractor

4.6 Nomination

4.6.1 Nomination of candidates for a specific position on the Board may be made by any member of the Nominating Committee in advance of the AGM or Special Meeting called to elect Directors under section 4.8.

4.6.2 The Nomination Committee shall be selected at least 30 days prior to the AGM by the Board. The Nomination Committee shall be comprised of the current Vice President and at least one other Full Member.

- 4.6.3 The Nomination Committee shall communicate the nominations to the membership along with the notice of the Annual Meeting.
- 4.6.4 Nominations for candidates attending the AGM meeting or Special Meeting may be nominated at that time or if absent, has given written consent and agreement to stand for election.
- 4.6.5 Any candidate for the position of President must have served at least one year as a Director prior to being nominated for the position.
- 4.6.6 For a nomination to be accepted:
 - (i) the nomination must be seconded by another Member in good standing;
 - (ii) the candidate must be qualified under section 4.5;
 - (iii) the candidate must indicate their willingness to stand.

4.7 Election

- 4.7.1 In the event that more than one nomination is received for the President or Vice President, those positions shall be elected from those candidates nominated in accordance with section 4.6 by majority vote conducted by secret ballot at an AGM or Special Meeting called for that purpose.
- 4.7.2 For the remaining open Board positions, if more nominees than positions, the nominee(s) receiving the greatest number of votes from the membership will be elected.
- 4.7.3 All other positions will be decided by the Board at the first Board meeting following the AGM.
- 4.7.4 An election can be called by the board under the following conditions:
 - (i) The immediate vacancy of the current President
 - (ii) The current Vice President does not want to fill the role of Acting President

4.8 Vacancies

- 4.8.1 The Directors shall fill vacancies on the Board, however caused, by appointment, subject to section. 4.6.2, 4.6.3 and 4.6.4, Members qualified under section 4.5, provided that a quorum of the Board remains in office. In the event there is not a quorum, the remaining members of the Board, or failing them, any member of the Club shall forthwith call a Special Meeting of the membership of the Club for the purpose of electing Directors.
- 4.8.2 Any Director elected or appointed under section 4.8 shall serve for the balance of the term of the previous incumbent of that position.

- 4.8.3 Upon the vacancy of the President, the Vice-President immediately assumes the role of Acting President until the next election
- 4.8.4 Upon the vacancy of the Vice-President, the board by majority vote can appoint an Acting Vice-President until the next election

4.9 Resignation and Removal of Directors

- 4.9.1 A Director may resign at any time by notice to the Secretary or President
- 4.9.2 A Director shall be deemed to have resigned if they no longer meet the qualification requirements as set out in section 4.5.
- 4.9.3 A Director may be removed at any time by a resolution passed by a two-thirds (2/3) majority of the voting Members present at a Special Meeting called for that purpose or at an AGM.
- 4.9.4 A Director may be removed by a majority decision by the Board in the event that the Director is absent from two consecutive Board meetings or is absent from fifty percent (50%) Board meetings in any twelve (12) month period, without providing an explanation satisfactory to the Board.

4.10 Term of Office

All Directors shall be elected to hold office for 2 years before requiring re-election.

4.11 Meetings of the Board

- 4.11.1 Schedule of Meetings - The Board shall routinely meet on a monthly basis at a time and place as determined by the Board.
- 4.11.2 Additional Meeting - An additional meeting of the Board will be held at any time and place as determined by the President, or at the request of a Director.
- 4.11.3 Chair - The President will be the Chair of all Board meetings unless designated by the President. In the absence of the President, the Vice President (or designate) will be the Chair of the meeting.
- 4.11.4 Notice - Written notice, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.11.5 Board Meeting with New Directors - 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).

- 4.11.6 Voting - Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. The President will only vote in the event of a tie.
- 4.11.7 Conflict of Interest - Any Director who has a conflict of interest must abstain from voting on all motions pertaining to that conflicted interest.
- 4.11.8 No Alternate Directors - No non-board member shall act for an absent Director at a meeting of directors.
- 4.11.9 Written Resolutions - A resolution may be executed in writing in cases that are emergent and time sensitive. A resolution executed in writing signed by a Quorum of the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.11.10 In-Camera Meetings - The Board may, by Ordinary Resolution, consider business in-camera if necessary.
- 4.11.11 Closed Meetings - Meetings of the Board will be closed to members of the public except by invitation of the Board. Members of the Club may attend a Meeting of the Board if a request has been made and approved by the Board.
- 4.11.12 Meetings by Telecommunications - A meeting of the Board may be held by conference call. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

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

Powers of the Board

- 4.13 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.
- 4.14 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. Determine registration procedures, recommend membership dues, and determine other registration requirements;
- f. Enable the Club to receive donations, grants, and benefits for the purpose of furthering the objectives and purposes of the Club as well as to improve the infrastructure of the current and future Club;
- g. Make expenditures for the purpose of furthering the objectives and purposes of the Club; Borrow money upon the credit of the Club as it deems necessary in accordance with these By-Laws; and
- h. Perform any other duties from time to time as may be in the best interests of the Club.

ARTICLE V: OFFICERS

5.1 Duties - The duties of Officers are as follows:

- a. The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Club and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Club, and will perform such other duties as may from time to time be established by the Board.
- b. The Vice President will, in the absence 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 Board.
- c. The Secretary will be responsible for the documentation of all amendments to the Club's By-Laws and policies, record the minutes of all meetings, give due notice to all Members of Meetings, and will perform such other duties as may from time to time be established by the Board.
- d. The Treasurer shall receive in a chartered bank or financial institution approved by the Board, all monies due to and received by the Club, shall keep books of account in accordance with recognized bookkeeping and accounting principles and practices, and pay all accounts approved and ordered to be paid by the Directors during their regular or Special Meetings,

and will perform such other duties as may from time to time be established by the Board.

- 5.2 Delegation of Duties - 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.

ARTICLE VI: COMMITTEES

- 6.1 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Club. The Board may:
- a. Appoint members of committees or provide for the election of members of committees;
 - i. A minimum of two Full Members shall be appointed or elected to each committee
 - b. Prescribe the duties and terms of reference of committees; and
 - c. Delegate to any Committee any of its powers, duties, and functions.
- 6.2 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.
- 6.3 Board Ex-officio - The Board will appoint any Board Member to be an ex-officio non-voting member of all Committees of the Club.
- 6.4 Removal - The Board may remove any member of any Committee for violating the terms of any Club policy.
- 6.5 Debts - No Committee will have the authority to incur debts in the name of the Club.
- 6.6 Budget & Financial Statements - Should a committee require a budget to execute their affairs, the budget shall be agreed upon between the Board and the Committee prior any expenses being incurred. Additionally, a financial statement summarizing the expenses and revenue shall be prepared and submitted to the Board.
- 6.7 Dissolution - All committees are dissolved at fiscal year end. The Board can re-establish any committees at the start of the following fiscal year.

ARTICLE VII: FINANCE AND MANAGEMENT

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

- 7.2 Audit and/or Review Engagement - An audit, review engagement or notice to reader of the club's financial statements will occur prior to the year ending of the club and approved by the board. The audit/review engagement will not be conducted by:
1. Employee of the club
 2. Director of the club
- 7.3 Annual Financial Statements - The financial statements from the last fiscal year will be presented to the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member at the annual meeting. The Financial Statements will include:
- a. The financial statements
 - b. The auditor's report/review engagement report
 - c. Any further information respecting the financial position of the Club
 - d. Financial Statements will be published by the Club as part of the AGM documentation
- 7.4 Books and Records - The necessary books and records of the Club 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 Club's policies and By-Laws;
 - b. The resolutions of the Members and of any committee of Members;
 - c. The minutes of meetings of the Directors or any committee of Directors;
 - d. The resolutions of the Directors and of any committee of Directors;
 - e. A register of Directors and Officers;
 - f. A register of Employees;
 - g. A register of Members; and
 - h. Account records adequate to enable the Directors to ascertain the financial position of the Club on a monthly basis.
- 7.5 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 Club will be executed by at least two (2) of the Executive Directors or other individuals, as designated by the Board, as long as there is no conflict of interest.
- 7.6 Capital Expenditures - The Board of Directors shall not make any new capital expenditures exceeding \$10,000.00 in the aggregate per capital project without the

approval of the General Membership. Capital Equipment would be classified as Furniture and Equipment forming part of the building or facility.

(a) Replacement of the operating equipment (e.g.: ice equipment) is excluded from the above paragraph.

- 7.7 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.

Notwithstanding the foregoing any disposition exceeding a value of \$25,000.00 requires the approval of the membership

- 7.8 Borrowing - The Board may from time to time:

- a. Borrow money on the credit of the Club;
- b. Issue, reissue, sell or pledge debt obligations including bonds, debentures, notes or other like liabilities (whether secured or unsecured) of the Club, upon approval of the members of the Club at a Special or Annual General Meeting.
- c. Give a guarantee on behalf of the Club 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 Club, including book debts, rights, powers, franchises, and undertakings, to secure any debt or liability of the Club.

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

- 7.10 No Remuneration - All Directors, Officers and members of 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 Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Club under contract or for purchase. Any Director or member of a Committee will disclose any conflict/potential conflict of interest in accordance with these By-Laws.

Exception remuneration – After serving one year as a Director, Directors shall receive a discount on their next annual league fee, as follows:

- a. President, Treasurer & Membership Director – 50% discount
- b. All Other Directors/Officers – 25% discount

The Board has the authority to present at the AGM, changes for remuneration for Directors.

Conflict of Interest

- 7.11 Conflict of Interest - A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Club will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting 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. This includes authorizing payments to individuals residing in the same household or to any family members.
- 7.12 The Board of Directors shall maintain internally restricted funds for equipment improvements or replacements. The funds are to have a minimum balance of \$25,000 at all times and the board of Directors has the objective of adding to the restricted fund each year.

ARTICLE VIII: AMENDMENT OF BY-LAWS

- 8.1 The Bylaws of the Club may be amended at any Annual General Meeting or at any Special Meeting provided that Notice of Motion to amend the Bylaws is communicated to the members. The Notice of Motion to amend the Bylaws should include the number of the Bylaw to be amended and should state the text of the Bylaw as it will appear if the amendment is approved. Notice of Motion to Amend the Bylaws must be submitted to the secretary by April 15th in order to be presented at the Annual Meeting.
- 8.2 A simple majority of those present at the meeting shall be sufficient to pass an amendment.
- 8.3 Effective Date - By-Law's 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, email, 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 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.

ARTICLE X: DISSOLUTION

- 10.1 Dissolution - The Club may be dissolved in accordance with the Act.

ARTICLE XI: INDEMNIFICATION

- 11.1 The Club shall indemnify to the fullest extent permitted by law any person who is or was a director, officer, employee, volunteer of the Club, their heirs, executors and administrators against any and all expenses (including legal fees), liabilities, judgments, fines, and amounts paid in settlement incurred by such person in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which such person is or was a party, or is threatened to be made a party, by reason of such person's status or conduct in such capacity. Such indemnification shall not apply in cases of gross negligence, willful misconduct, or breach of fiduciary duty, unless:

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

Insurance - The Club shall, at all times, maintain a current Directors' and Officers' Liability Insurance policy providing appropriate coverage for the Club's directors, officers, employees, and volunteers. The Board of Directors shall ensure that such policy remains in force and provides coverage that is adequate for the protection of the Club's leadership. Evidence of such insurance coverage shall be made available to any director, officer, employee, or volunteer of the Club upon request.

Also the Club shall, at all times, maintain a current Property and General 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 Club at a meeting of Members duly called and held on June 24, 2025

- 12.2 Repeal of Prior By-Laws - In ratifying these By-Laws, the Members of the Club repeal all prior By-Laws of the Club provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.
- 12.3 Review and Update - These By-Laws shall be reviewed and updated by the Board every two years.

APPENDIX

Revision Record

Date	Version	Revision Description