



NORTH BAY YOUTH VOLLEYBALL CLUB

CONSTITUTION & BY-LAWS

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A by-law relating generally to the affairs of
NORTH BAY YOUTH VOLLEYBALL CLUB
(hereinafter called the "Club")

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BE IT ENACTED as a by-law of the Club as follows:

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SECTION ONE
INTERPRETATION

1.01 Definitions

In the by-laws of the North Bay Youth Volleyball Club, unless the context suggests otherwise:

- a. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the North Bay Youth Volleyball Club;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Club" means the North Bay Youth Volleyball Club;
- h. "Letters patent" means the letters patent incorporating the Club, as from time to time amended and supplemented by supplementary letters patent;
- i. "Meeting of members" includes an annual meeting of members and a special meeting of members; and "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- j. "Member" means any person admitted to membership in the Club in accordance with this by-law; and,
- k. "Members" means the collective membership of the Corporation; and
- l. "Officer" means an officer of the Corporation.
- m. "Recorded address" means the person's latest address as recorded in the records of the Club.

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 Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation 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 Corporation to be a true copy thereof.

SECTION TWO

AFFAIRS OF THE CLUB

2.01 Head Office

The head office of the Club shall be in the City of North Bay, in the Province of Ontario, Canada.

2.02 Financial Year

The financial year end of the Corporation shall be December 31st in each year or on such other date as the board may from time to time by resolution determine.

2.03 Execution of Instruments

Contracts, documents or any other instruments in writing may be signed on behalf of the Club by any director or officer together with any other director or officer of the Club. The board has the power to appoint by resolution an officer or officers to sign specific contracts, documents or instruments in writing. When required, any signing officer may affix the corporate seal to any instrument.

2.04 Banking Arrangements

The Club shall deal with whichever banks; trust companies or other organizations the board of directors determine from time to time.

2.05 Auditors

If required, the voting members shall at each annual meeting appoint an auditor to audit the accounts of the Club. The auditor shall hold office until the next annual meeting. The directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the members or by the board of directors, if they are authorized to do so by the members.

2.06 Minutes

The minutes of the board and the minutes of the executive committee shall be available to the regular members of the Club.

2.07 Amendment of By-laws

Unless otherwise provided by the Act, any existing by-law of the Club may be repealed or amended by by-law passed by a majority of the directors and confirmed by at least 51% of the members at a duly constituted meeting, provided that the repeal or amendment shall not be enforced or acted upon until the approval of the Minister (as defined in the Act) has been obtained.

2.08 Rules and Regulations

The board may establish rules and regulations not inconsistent with these by-laws relating to the management and operation of the Club. Such rules and regulations shall be in force only until the next annual meeting of the members

of the Club. If at the annual meeting of members, the rules and regulations are not confirmed by the members, they shall then cease to have any force or effect.

SECTION THREE

BORROWING AND SECURITY

3.01 Borrowing Power

Without limiting the borrowing powers of the Club as set forth in the Act, but subject to the letters patent, the board may from time to time on behalf of the Club, without authorization from the members:

- a. borrow money upon the credit of the Club;
- b. issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Club, whether secured or unsecured;
- c. to the extent permitted by the Act, give directly or indirectly financial assistance to any persons by means of a loan, guarantee or otherwise on behalf of the Club to secure performance of any present or future indebtedness, liability or obligation of any person; and
- d. create a security interest in any property of the Club to secure any evidences or indebtedness or guarantee or any present or future indebtedness, liability or obligation of the Club.
- e. Nothing in this section limits or restricts the borrowing of money by the Club on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Club.

3.02 Delegation

The board may delegate to a committee of the board, a director or an officer of the Club, all or any of the powers conferred on the board by section 3.01 or by the Act.

SECTION FOUR

DIRECTORS

4.01 First Directors

The applicants for incorporation shall be the first directors of the Club. The term of office for such first directors shall be until the first meeting of members. At the first meeting of members, the board then elected shall replace the first directors named in the letters patent of the Club. At the first meeting of voting members, the board shall be elected by the members of the following terms of office:

- a. Four (4) directors for a term of one (1) year;
- b. Four (4) directors for a term of two (2) years, and
- c. Four (4) directors for a term of three (3) years.

4.02 Number of Directors

The board shall consist of a maximum of twelve (12) and minimum six (6) directors and can be changed from time to time.

4.03 Qualification

To qualify for election, directors must be individuals, at least eighteen (18) years of age, with power under law to contract, be a member in good standing of the club and be in possession of an acceptable criminal background check as determined by the OVA Screening Policy.

4.04 Election and Term

Directors originally elected by the voting members shall be replaced upon the expiry of the director's term in office by the voting members at each annual meeting of members. The election shall be by resolution. The number of directors to be elected at each annual meeting shall be the number of directors then in office unless the directors otherwise determine. If an election of directors is not held at the proper time, the directors then in office shall continue in office until their successors are elected.

No director can hold a position for more than 5 consecutive years. In the event that a director position remains unfilled, then a retiring director, who has already served five consecutive terms, may be vote into that position by the current Executive.

4.05 Removal of Directors

The members may by resolution passed at a meeting of members specially called for such purpose, remove any director from office. The vacancy created by such a removal may either be filled at the same meeting or later filled by a majority vote of the board.

4.06 Vacation of Office

A director automatically ceases to hold office when:

- a. the director dies;
- b. at a meeting of members, a resolution is passed by two-thirds (2/3) of the voting members present to remove the director from office;
- c. the director ceases to qualify for election as a director;
- d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e. the director sends or delivers a written resignation to the secretary of the Club; or,
- f. the director fails to attend four (4) successive meetings of the board of directors, unless the director has been specifically excused by resolution of the directors; or,
- g. the director has failed to meet the minimum standards set by the OVA Screening Policy.

4.07 Vacancies

A quorum of the board may, by majority vote, appoint a qualified individual to fill a vacancy on the board. In the absence of a quorum of the board or if the vacancy has arisen from a failure by the members to elect the minimum number of directors, the board shall immediately call a special meeting of members to fill the vacancy. A director elected in accordance with the provisions of this section shall serve for the remainder of the person's term that the director was elected to replace.

4.08 Action by the Board

The board shall manage the business and affairs of the Club. The powers given to the Club by its letters patent or otherwise may be exercised by the board at any meeting (subject to section 4.09) at which a quorum is present. A resolution in writing, signed by all the directors entitled to vote on the resolution at a meeting of the board, is as valid as if it had been passed at a meeting of the board. Where there is a vacancy on the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

4.09 Meeting by Telecommunications

If all the directors of the Club consent, a director may participate in a meeting of the board or of a committee of the board by a telecommunications conference, online communication platform or other communications facility, provided that the means used allows all persons participating in the meeting to hear each other. A director participating in such a meeting is deemed to be present at the meeting. Consent to such a meeting shall be effective whether given before or after the meeting to which it relates.

4.10 Place of Meetings

Meetings of the board may be held at any place, either in or outside Canada.

4.11 Calling of Meetings

Meetings of the board shall be held at whatever time and place the board determines.

4.12 Notice of Meeting

Notice of the time and place of each meeting of the board shall be given in the manner provided in Section Ten to each director not less than seven (7) days before the time that the meeting is to be held. Notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, a proposal to:

- a. fill a vacancy among the directors or in the office of the auditor;
- b. approve any annual financial statements; or
- c. adopt, amend or repeal the by-laws.

4.13 First Meeting of New Board

Provided a quorum of directors is present, each newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which it is elected.

4.14 Adjourned Meeting

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.15 Regular Meetings

The board may fix a specific day to hold regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director immediately after being passed, but no other notice shall be required for a regular meeting except where the Act requires the meeting's purpose or its business to be specified.

4.16 Chairperson

The chairperson of any meeting of the board shall be the president, or in the president's absence, the vice-president. If neither the president nor the vice-president is present, the directors present shall choose one of their number to chair the meeting.

4.17 Quorum

A quorum for the transaction of business at any meeting of the board shall consist of 50% plus one directors of the full board

4.18 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting shall be entitled to a tie-breaking vote.

4.19 Remuneration and Expenses

The directors shall serve without remuneration for their services. No director shall directly or indirectly receive any profit from his or her position. The directors shall only be reimbursed for travelling and other expenses properly incurred by them in the performance of their duties. Nothing in these by-laws shall preclude any director from serving the Club in any other capacity and receiving reasonable remuneration for his or her services.

SECTION FIVE

COMMITTEES

5.01 Committees of the Board

The board may appoint one or more committees of the board. Committees may be delegated any of the powers of the board (subject to any regulations imposed from time to time by the board) except those powers that pertain to items which, under the Act, a committee of the board has no authority to exercise. Committee members shall serve without remuneration; however, committee members shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in the performance of their duties. The board may, by resolution, remove a committee member and shall fill the vacancy created by such a removal by appointment. The Board may dissolve any committee by resolution at any time.

5.02 Action by Committees

The powers of a committee of the board may be exercised at any meeting at which a quorum is present. A resolution in writing, signed by all committee members entitled to vote on the resolution at a meeting of the board, is as valid as if it had been passed at a meeting of the board.

5.03 Advisory Bodies

The board may appoint advisory bodies as required.

5.04 Quorum

A quorum for the transaction of business at any meeting or a committee of the board, including the executive committee (if any), shall consist of a majority of members of the committee.

5.05 Notice of Meeting

Board committee meetings shall be held at whatever time and place is determined by the members of the committee. Meetings may be held any place in or outside Canada. Notice of the time and place of each meeting shall be given in the manner provided in Section Ten to each member of the committee not less than seven (7) days before the time that the meeting is to be held. The notice does not have to specify the purpose of the meeting.

5.06 Procedure

Unless otherwise determined by the board, each committee and advisory body has the power to elect its chairperson and to regulate its procedure.

5.07 Nominating Committee.

The Nominating Committee shall be composed of the Vice President and any two (2) duly appointed members of the Club's board.

- a. Meetings
 - i. The Nominating Committee shall meet at least once a year to recommend directors to the Board as contemplated by paragraph 4.04 and shall meet at such other times as the Board may determine.
- b. Procedure of Meetings
 - i. Procedure for meetings of the Nominating Committee shall be determined by the Nominating Committee.
- c. Quorum
 - i. A majority of members of the Nominating Committee, present in person or by their appointed representatives, shall constitute a quorum of the Nominating Committee.
- d. Chair
 - i. The Vice-President shall, if present, be the chair of all meetings of the Nominating Committee, but if he or she is not present, the meeting shall appoint another person as chair.

5.08 Executive Committee.

An Executive Committee may be established by resolution of the board and shall be composed of the President, Treasurer and such other members of the board as the board may annually appoint.

- a. Meetings
 - i. Meetings of the Executive Committee shall be held at such time and place as may be determined by the Executive Committee, the Chair or Vice Chair, or any two (2) members of the Executive Committee. Four (4) clear days notice of such meeting shall be given in writing to each member of the Executive Committee.
- b. Procedure of Meetings
 - i. Procedure for meetings of the Executive Committee shall be determined by the Executive Committee.
- c. Quorum
 - i. A majority of members of the Executive Committee, present in person, shall constitute a quorum; provided that a quorum shall not be less than two (2) members present in person.

SECTION SIX

OFFICERS

6.01 Appointment

The board shall appoint by resolution of the board of directors a president, a vice-president, a secretary, a treasurer and such other officers the board may by law determine. Officers shall be appointed at the first meeting of the board following the annual meeting of members. The board may specify the duties of any officers so appointed. The board may also delegate to any officers so appointed the power to manage the business and affairs of the Club, in accordance with this by-law and subject to the Act. Subject to sections 6.02 and 6.03, an officer may but need not be a director. One person may hold more than one office.

6.02 President

The president shall, subject to the authority of the board, have general supervision of the affairs of the Club. The president shall have such other powers and duties the board specifies. The president shall be a director of the Club.

6.03 Vice-President

The vice-president shall, during the absence or disability of the president, have the powers and duties of that office. The vice-president shall have such other powers and duties the board specifies. The vice-president shall be a director of the Club.

6.04 Secretary

The secretary shall attend and be the secretary of all meetings of the board, members and committees. The secretary shall record all votes and minutes of all proceedings. When asked, the secretary shall give notice of meetings to members, directors, officers, auditors and committee members. The secretary shall be the custodian of the Club's seal and of all books, records and instruments belonging to the Club, unless some other officer or agent has been appointed for any of these purposes. The secretary shall have such other powers and duties the board specifies.

6.05 Treasurer

The treasurer shall keep proper accounting records of the financial activities of the Club and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Club. When required, the treasurer shall give to the board an account of all of his or her transactions and a statement of the financial position of the Club. The treasurer shall have such other powers and duties the board specifies. If a treasurer is not appointed, the duties of the treasurer shall be carried out by the secretary or another officer, as determined by the board.

6.06 Powers and Duties of Officers

All other officers shall have such powers and duties the board specifies or the terms of their engagement require. The board may, subject to the Act, vary, add to or limit the powers and duties of any officer.

6.07 Term of Office

The board, in its discretion, may remove any officer of the Club. Otherwise, each officer appointed by the board shall hold office until either the officer's successor is appointed or the officer resigns.

6.08 Agents and Attorneys

The board may appoint agents or attorneys for the Club in or outside Canada. The board may give to such agents and attorneys whatever powers it determines are necessary.

SECTION SEVEN

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Limitation of Liability

Every director and officer of the Club in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interest of the Club and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for any other matter permitted or performed by the director or officer in executing the duties of his or her office. However, nothing in these by-laws shall relieve any director or officer from the duty to act in accordance with the Act and the regulations, or from any liability arising from a breach of such a duty.

7.02 Indemnity

Subject to the Act, the Club shall indemnify a director or officer; a former director or officer; or a person who acts or acted at the Club's request as a director or officer of another corporation of which the Club is or was a stakeholder or creditor; and the person's heirs and legal representatives, against all expenses reasonably incurred by the director or officer in respect of any action or proceeding to which the officer or director is made a party by reason of being or having been a director or officer of the Club if:

- a. the director or officer acted honestly and in good faith with a view to the best interests of the Club; and,
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that his or her conduct was lawful.

Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

SECTION EIGHT

MEMBERS

8.01 Members

Membership in the Club may be granted to individuals who shall agree to abide by and comply with this By-law and all policies, rules, regulations and guidelines of the Club in force and effect from time to time.

8.02 Classes of Members

Active Membership — includes all elected or appointed Directors; all conveners, coaches, managers and trainers appointed for the current season and all registered players who are at least eighteen (18) years of age. Members in this classification shall be entitled to one (1) vote per person and may attend Membership meetings.

- a. Parent/Guardian Membership — includes one (1) parent or one (1) legal guardian per registered player under the age of eighteen (18) years whose registration fees have been paid and such player is in good standing. Where there is more than one (1) registered player under the age of eighteen (18) years in a family, then the parents of such players shall each be entitled to one (1) vote per player. Where there are more than two (2) registered players under the age of eighteen (18) years in a family, the parents and/or legal guardians shall be restricted to a maximum total of two (2) votes per family. A parent and/or guardian may attend Members' meetings and, by invitation, meetings of the Board and Committees of the Club.
- b. Honourary Lifetime Membership — includes membership granted to an individual who has rendered extraordinary and distinguished service to the Club and has been expressly named by a unanimously passed resolution of the Board. Membership shall be limited to individuals who have rendered extraordinary and distinguished service to the Club as well as all Past Presidents. Honourary Lifetime Members shall have no vote but may attend member's meetings and, by invitation, meetings of the board and of committees of the Club.
- c. Volunteer Membership — includes such individuals who do not otherwise qualify as members, who are at least eighteen (18) years of age, and who have met the minimum requirement of ten (10) hours of volunteer service time provided to the Club in any one (1) year. Members of this class of membership shall be allowed one (1) vote per person and may attend membership meetings.

One Person — One Class of Membership — although it is possible for a member to be qualified for more than one (1) class of membership in the Club, no person shall hold membership in more than one (1) class of membership. It is, therefore, mandatory that each member shall declare himself/herself prior to the start of any meetings of the membership and advise the chairperson of the membership the class he/she wishes to be part of. Once the meeting is called to order, the member must remain in

that class of membership and may not change to another category or class of membership for the duration of the meeting.

8.03 Qualifications and Rights

Any person who has complied with the requirements of this Section Eight may be admitted to membership. Each member shall be entitled to receive notice of and to attend all meetings of members and shall be entitled to one vote on any vote taken at any meeting of members.

8.04 Term of Membership

The interest of a member in the Club ceases to exist upon death or when the member ceases to be a member. Unless otherwise determined by the board, the membership period of the Club will be September 1st to August 31st in any year.

8.05 Membership Fees

Unless changed by the board, a notice of the fees payable shall be sent to each member by the secretary or such other duly appointed member promptly before the due date if applicable.

8.06 Resignation

Members may resign at any time by delivering to the Club and giving to the secretary a written resignation. The effective date of a member's resignation shall be as stated on the written resignation. A member shall remain liable for payment of any sum which became payable by the member to the Club prior to the member's resignation.

8.07 Termination for Non-payment

If membership fees are levied by the Board, the membership of any member who is in arrears may be terminated by the board if the arrears of fees are not paid within a designated time. If the arrears are not paid by the designated time, the board may pass a resolution authorizing the removal of the member from the register of members of the Club. Any member that is so removed shall cease to be a member of the Club. Any such member may re-apply for membership in the Club.

8.08 Removal

Upon thirty (30) days' notice in writing to a member of the Club, a member may be required to resign by a vote of two-thirds of the voting members in attendance. The member must first be given an opportunity to be heard. Any member that is so removed shall cease to be a member of the Club.

SECTION NINE

MEETINGS OF MEMBERS

9.01 Annual Meetings

The annual meeting of members shall be held at whatever time in each year and, subject to section 9.03, at whatever place the Board determines. 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's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The board shall call a special meeting of members on written requisition of not less than twenty percent (20%) of the voting members. The board or president has the power to call a special meeting of members at any time.

9.03 Place of Meetings

Meetings of members shall be held at any place in Ontario that the board determines. Provided that all the members entitled to vote at the meeting agree, a particular meeting of members may be held outside of Ontario.

9.04 Notice of Meetings

Notice of the time and place of each meeting of members shall be given in the manner provided in Section Ten not less than fourteen (14) days before the date of the meeting to each director, to the auditor, and to each member. Notice of any meeting of members where special business will be transacted shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment and shall state the text of any special resolution to be submitted to the meeting.

9.05 List of Members Entitled to Notice

For every meeting of members, the Club shall prepare a list of members entitled to receive notice of the meeting. The list shall be available for examination by any

member during usual business hours at the registered office of the Club and at the meeting for which the list was prepared. Only those members entered in the register of members of the Club as of the day prior to the day on which notice of the meeting is given, are entitled to receive notice.

9.06 Meetings Without Notice

A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote are either present in person, or if those not present consent to such meeting being held, and (b) if the auditors and the directors are present or consent to such meeting being held. At such a meeting any business may be transacted which the Club at a meeting of members may transact. If the meeting is held at a place outside Ontario, members not present, but who have otherwise consented to the meeting, shall also be deemed to have consented to the meeting being held.

9.07 Chairperson and Secretary

The chairperson of any meeting of members shall be the president, or in the president's absence, the vice-president. If neither the president nor the vice-president is present within 15 minutes from the time fixed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson. If the secretary of the Club is absent, the chairperson shall appoint a member to act as secretary of the meeting.

9.08 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those members entitled to vote, the directors and auditor of the Club and others who, although not entitled to vote, are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

9.09 Quorum

A quorum for the transaction of business at any meeting (10%) of members shall be a majority of members present in person. If a quorum is present at the opening of any meeting of members, the members present or represented may proceed with the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.

9.10 Right to Vote

Each voting member present at a meeting shall have the right to exercise one vote.

9.11 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the Act, the letters patent or the by-laws, be determined by a majority of votes. In

case of an equality of votes, the chairperson of the meeting shall be entitled to a second vote.

9.12 Show of Hands

Any question at a meeting of members shall be decided by a show of hands. Whenever a vote by show of hands is taken, a declaration by the chairperson of the meeting that the vote has been carried or not carried and an entry in the minutes of the meeting to that effect shall be sufficient proof of the result.

9.13 Ballots

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken, the chairperson may require a ballot. Alternatively, a person who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in whatever manner the chairperson directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

9.14 Adjournment

The chairperson at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall again be given.

9.15 Action in Writing by Members

A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members.

SECTION TEN

NOTICES

10.01 Method of Giving Notices

Any notice shall be sufficiently given if:

- a. delivered personally to the person to whom it is to be given;
- b. delivered to his or her recorded address;
- c. delivered to his or her recorded email address;
- d. delivered to his or her recorded facsimile number;
- e. mailed to his or her recorded address by prepaid ordinary or air mail;

- f. sent to his or her recorded address by any means of prepaid, transmitted, or recorded communication; or,
- g. posted on the club website or club's social media accounts

A notice delivered personally to either the person or the person's recorded address shall be deemed to have been given when it is delivered. Mailed notice shall be deemed to have been given when deposited in a post office or public letter box. Notice sent by any means of digital, transmitted or recorded communication shall be deemed to have been given when dispatched or delivered. The secretary may change the recorded address of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed to be reliable.

10.02 Computation of Time

In computing the date when notice must be given, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

10.03 Undelivered Notices

If any notice given to a member pursuant to section 10.01 is returned because the member cannot be found, the Club shall not be required to give any further notices.

10.04 Omissions and Errors

No error or omission in giving notice shall invalidate any action taken at any meeting held pursuant to such notice.

10.05 Waiver of Notice

Any member or other person may at any time waive his or her right to notice. Any such waiver shall be in writing except a waiver of notice of a meeting of members, the board or a committee of the board which may be given in any manner.

SECTION ELEVEN

EFFECTIVE DATE

11.01 Effective Date

This by-law shall come into force when confirmed by the members in accordance with the Act.