



Rideau Curling Club

715 Cooper Street
Ottawa, ON
K1R 5J5

RCC Bylaw Transition/Modernization

This package outlines the proposed changes to the Rideau Curling Club (RCC) By-laws under the transition to the new *Ontario Not-for-Profit Corporations Act (ONCA)*.

The goals of the transition/modernization are to:

1. Ensure our bylaws are compliant with the *Ontario Not-for-Profit Corporations Act (ONCA)* which became law on October 19th, 2021.
2. Model some of the best practices of other curling bodies with regards to board composition and term limits.
3. Simplify the rules under which the RCC operates.

The main changes proposed to the bylaws are TBD (add an executive summary of the changes).

The new by-laws are based on a new Template developed by the Ontario Curling Association (OCA) and have undergone internal and external legal review to ensure they are compliant with ONCA.

This document will show you the two documents with annotations so that you can easily see where changes have been made, and where the current bylaws map to the proposed new bylaws. Annotations and comments in the old by-laws will be highlighted in yellow for ease of reading. Any notes in blue in the new bylaw document DO NOT form part of the document and will be removed upon ratification. They are included for explanation and ease of mapping to the current By-Laws only.

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Rideau Curling Club (the “RCC”). *(New)*

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

- a. *Act* – the Ontario Not-for-Profit Corporations Act, 2010.
- b. *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- c. *Board* – the Board of Directors of the Corporation.
- d. *Corporation* – the Rideau Curling Club (the “RCC”)
- e. *Days* – days including weekends and holidays.
- f. *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.

NOTE: THE CURRENT BY-LAWS HAVE BEEN RE-ORDERED TO ALIGN AS BEST AS POSSIBLE WITH THE PROPOSED NEW BY-LAWS; HOWEVER ORIGINAL PARAGRAPH NUMBERING HAS BEEN RETAINED FOR EASE OF REFERENCE

CONSOLIDATED GENERAL BY-LAW

BY-LAW NUMBER 12

Being a By-law to repeal and replace all previous By-laws of the

RIDEAU CURLING CLUB

BE IT ENACTED AND IT IS HEREBY RE-ENACTED as a by-law of the

RIDEAU CURLING CLUB

(incorporated under the Ontario Companies Act on 29th June, 1956) hereinafter called the “Club” that:

Proposed New By-Laws	Current By-Laws
<p>g. <i>In Writing</i> – shall include both hard copy and electronic communication in a form determined appropriate by the Board.</p> <p>h. <i>Officer</i> – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.</p> <p>i. <i>Extraordinary Resolution</i> – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.</p> <p>j. <i>Ordinary Resolution</i> – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.</p> <p>k. <i>Special Resolution</i> – a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.</p> <p>l. <i>Provincial Sport Organization (“PSO”)</i> – a not-for profit organization formally recognized by the government as the governing body of a particular amateur sport for the province in which the member is based.</p> <p>(New)</p>	

Proposed New By-Laws	Current By-Laws
<p>1.3 <u>Registered Office</u> – The registered office of the Corporation will be located within the Province of Ontario. <i>(Current By-Laws para 1)</i></p> <p>1.4 <u>Corporate Seal</u> - The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board. <i>(Current By-Laws para 2)</i></p> <p>1.5 <u>Colours</u> – The colours of the club shall be determined by the Board.</p> <p>1.6 <u>No Gain for Members</u>– The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects. <i>(Contained in original Letters Patent incorporating the Rideau Curling Club)</i></p> <p>1.7 <u>Ruling on By-laws</u>– 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 objects of the Corporation. <i>(New – the objects are detailed in the original Letters Patent – “... to carry on and conduct a curling, recreation and social club and the game or pastime of curling;”)</i></p> <p>1.8 <u>Conduct of Meetings</u> – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition). <i>(New)</i></p>	<p><u>Head Office</u></p> <p>1. The Board of Directors (the Board) of the Club may determine the location of the Head Office of the Club in the City of Ottawa in the Province of Ontario pursuant to the Letters Patent incorporating the Club and as from time to time changed under the provisions of the Corporations Act. The Club may also have an office or offices at such other place or places as the Board may from time to time appoint or the business of the Club may require. <i>Proposed Article 1.3</i></p> <p><u>Seal</u></p> <p>2. The corporate seal of the Club shall have inscribed thereon the words RIDEAU CURLING CLUB—Incorporated—1956 and the seal appearing on the margin of these by-laws is hereby adopted as the corporate seal of the Club. <i>Proposed Article 1.4</i></p> <p><u>Colours</u></p> <p>3. The colours of the Club shall be determined by the Board. <i>Proposed Article 1.5</i></p>

Proposed New By-Laws	Current By-Laws
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1.9 Interpretation – Words importing the singular will include the plural and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

(Revised Current By-Laws para 63)

Interpretation

63. In all by-laws, resolutions, special resolutions and minutes of the Club where the context so requires or permits the singular shall include the plural and the plural the singular; words importing persons shall include companies, corporations, partnerships and any number or aggregate or persons; the masculine shall include the feminine and neuter genders; wherever reference is made to “The Companies Act” or the “Act”, it shall mean The Corporations Act, 1953 (Ontario) and every other act or statute incorporated therewith or amending the same, or any act or statute substituted therefor, and in the case of such substitution the reference in the by-laws and minutes of the Club to non-existing acts or statutes. *Proposed Article 1.9*

ARTICLE II MEMBERSHIP

2.1 Categories – The Corporation has the following category of Members, but only Members of the age of majority shall be entitled to notice of, be present at, and to vote at the meetings of the Club:

- a. Regulars Members are any individual who is a participant, coach, official, volunteer or administrator. They shall be accepted as provided in this by-law and shall be entitled to all privileges of membership in the Club upon becoming a Regular Member;
- b. Junior Members are any individuals under the age of twenty-one (21) on or before December 31st in the year of their acceptance. They shall be accepted as provided in this by-law and shall be entitled to such privilege of membership in the Club as the Board from time to time may determine;
- c. Little Rock Members are any individuals under the age of twelve (12) on or before December 31st in the year of their acceptance. They shall be accepted as provided in this by-law and shall be entitled to such privileges of membership in the Club as the Board from time to time may determine;
- d. Honorary Members are individuals elected for life or for a limited period by a vote of not less than two-thirds of the Members present and entitled to vote at any general or special meeting of the Club upon such proposed Honorary Members having been duly proposed and seconded by two Regular Members and the proposal

MEMBERS

Classes of Members

30. There shall be the following classes of membership in the Club but only Members of the age of majority shall be entitled to notice of, be present at and to vote at the meetings of the Club. The Board may limit from time to time the number of Members of any class or classes:

- II Regulars Members** shall be accepted as provided in this by-law and shall be entitled to all privileges of membership in the Club upon becoming a Regular Member;
- III Junior Members** shall be accepted as provided in this by-law and shall be entitled to such privilege of membership in the Club as the Board from time to time may determine. To be eligible for Junior Membership a person must be under the age of twenty-one (21) on or before December 31st in the year of his or her acceptance.
- IV Little Rock Members** shall be accepted as provided in this by-law and shall be entitled to such privileges of membership in the Club as the Board from time to time may determine. To be eligible for Little Rock Membership a person must be under the age of twelve (12) on or before December 31st in the year of his or her acceptance.
- V Honorary Members** shall be elected as such for life or for a limited period by a vote of not less than two-thirds of the Members present and entitled to vote at any general or special meeting of the Club upon such proposed Honorary Members having been duly proposed and seconded by two Regular Members and the proposal having been approved by the Board. Honorary Members shall enjoy all privileges of membership in the Club, without the payment of any fees. Such Honorary Membership may be conferred upon the Governor-General for the time being and his or her

Proposed New By-Laws	Current By-Laws
<p>having been approved by the Board. Honorary Members shall enjoy all privileges of membership in the Club, without the payment of any fees. Such Honorary Membership may be conferred upon the Governor-General for the time being and his or her spouse and any of their children who reside with them by the Board alone; and</p> <p>e. <u>Other Members</u>. The Board may authorize the acceptance of any other membership under the terms and conditions as it may from time to time prescribe.</p> <p><i>(Current By-Laws para 30 – do we need to add Spare Members, Social Members?)</i></p> <p>Registration of Members</p> <p>2.2 <u>Registration</u> – Each category of Member must register annually with the Corporation and agree to abide by the Corporation’s By-laws, policies, procedures, rules, and regulations.</p> <p><i>(New)</i></p> <p>Membership Authority</p> <p>2.3 <u>Membership Authority</u> – The Members of the Corporation will have the power:</p> <ol style="list-style-type: none"> a. To appoint the Auditor; b. To amend the By-laws; c. To elect Directors; and d. As provided in the Act and in these By-laws. <p><i>(New)</i></p> <p>Admission and Renewal of Members</p>	<p>spouse and any of their children who reside with them by the Board alone; and,</p> <p>VI Other Members The Board may authorize the acceptance of any other membership under the terms and conditions as it may from time to time prescribe.</p> <p><i>Proposed Article 2.1</i></p>

Proposed New By-Laws

Current By-Laws

2.4 Admission of Members– Any candidate will be admitted as a Member or renewed as a Member if:

- a. The candidate member makes an application for membership in a manner prescribed by the Corporation. The Secretary shall maintain a list of applications;
- b. The candidate member was at any time previously a Member in good standing at the time of ceasing to be a Member;
- c. The candidate member has paid fees as prescribed by the Board;
- d. The candidate member agrees to uphold and comply with the Corporation’s governing documents;
- e. The candidate member meets any other condition of membership determined by the Board;
- f. The candidate member has met the applicable definition listed in Article 2.1; The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board; and
- g. The number of Regular Members shall not, in total exceed, six hundred fifty (650), unless otherwise authorized by the Board. Notwithstanding the foregoing, the Board may refuse membership to any applicant. Members will be accepted in the order in which their names appear on the waiting list, except that in the case of application for Regular Membership, priority is to be given to the following in the order listed, except as otherwise prescribed by the Board:
 - i. Junior Members who apply for Regular Membership;

Acceptance of Members

31. Persons applying for membership must do so in the form and manner as prescribed by the Board and the Secretary shall maintain a list of their applications, which shall be approved upon payment of any initiation fees, annual membership fees, capital assessment fees and league fees, subject only to any vacancies which may occur in the class of membership to which they are applying in the order in which their names appear on the waiting list, except that in the case of application for Regular Membership, first priority is to be given to the following in the order listed, except as otherwise prescribed by the Board: a) Junior Members who apply for Regular Membership;

- b) Former Regular Members who resigned in good standing and are again applying for Regular Membership; and,
- c) Spouses, partners or children of Regular Members.

The number of Regular Members shall not, in total exceed, six hundred fifty (650), unless otherwise authorized by the Board. Notwithstanding the foregoing, the Board may refuse membership to any applicant.

Proposed Article 2.4

Proposed New By-Laws	Current By-Laws
<p>ii. Former Regular Members who resigned in good standing and are again applying for Regular Membership; and</p> <p>iii. Spouses, partners or children of Regular Members</p> <p>(Current By-Laws para 31 – do we need to add Social Members?)</p> <p>Membership Fees and Duration</p> <p>2.5 <u>Year</u> – Unless otherwise determined by the Board, the membership year of the Corporation will be 1 July to 30 June of the following year. (New)</p> <p>2.6 <u>Fees</u> – Membership fees will be determined annually by the Board. (Current By-Laws para 58)</p> <p>2.7 <u>Duration</u> – Membership duration is accorded on an annual basis and Members will re-apply for membership annually. Registration and payment of membership fees shall be considered re-application for membership. (New)</p> <p>2.8 <u>Deadline</u> – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation. (Current By-Laws para 59)</p>	<p>Dues</p> <p>58. The Board shall from time to time by resolution set all fees, dues and assessments for membership in the Club, including but not limited to initiation fees, annual membership fees, capital assessment fees and league fees. Proposed Article 2.6</p> <p>Default In Payment</p> <p>59. If any Member shall be in default of payment of any dues, subscription or indebtedness to the Club after the same shall become due, he or she shall be subject to a late payment charge in an amount as established by the Board and shall cease to be entitled to the privileges of the Club. If such default continues for a further period of one (1) month his or her membership shall be liable to termination by the Board.</p> <p>The Treasurer shall notify in writing any Member of his or her suspension and of the provision of this rule. Proposed Article 2.8</p>

Proposed New By-Laws

Current By-Laws

Transfer, Suspension, and Termination of Membership

2.9 Transfer – Membership in the Corporation is non-transferable. **(New)**

2.10 Termination – Membership in the Corporation will terminate immediately upon:

- a. The expiration of the Member’s annual membership, unless renewed in accordance with these By-laws; **(New)**
- b. The Member fails to maintain any of the qualifications or conditions of membership described in Article 2.1 of these By-laws; **(New)**
- c. Resignation by the Member by giving thirty (30) days written notice to the Corporation; **(New – see current By-Law para 32)**
- d. Dissolution of the Corporation; **(New)**
- e. The Member’s dissolution; or **(New)**
- f. By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination. **(New)**

Resignation

32. Members may resign by submitting a written resignation to the Secretary which shall be effective upon receipt thereof. If a Member's resignation is received on or before August 31st in any year he or she shall be entitled to a refund of the annual membership fees and league fees only. A Member shall be and shall remain liable for all assessments and other sums levied or which became payable by him or her to the Club prior to receipt of his or her resignation. A resigning Member shall be liable for any balance owing on initiation and capital assessment fees. A Member is deemed to have resigned from the Club if he or she does not reapply and pay applicable sums as prescribed in paragraph 31 in the next year.

Proposed Article 2.10c.

Proposed New By-Laws

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

(New)

2.12 Arrears – A Member will be expelled from the Corporation for failing to pay membership fees or monies owed to the Corporation by the deadline dates prescribed by the Corporation. Any fees, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

(New)

2.13 Discipline – A Member may be disciplined in accordance with the Corporation’s policies and procedures relating to the discipline of Members or, upon fifteen (15) days’ written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

(Revised Current By-Law para 57)

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

(New)

Conduct of Members

57.

- a) It shall be the duty of the Board if at any time they shall be of the opinion that the interests of the Club so require, to invite any Member by letter, which shall indicate the circumstances which the Board has had under consideration, to resign from membership in the Club within a time specified in such letter and in default of such resignation or a satisfactory explanation in writing within such specified time then the Board may expel him or her and he or she shall no longer be a Member of the Club. If such Member, within ten (10) days of notice to such Member of such expulsion requests the Board by notice in writing to the Secretary to submit the question of expulsion to a general meeting of Members, then the Board shall call such a meeting within three weeks of such notice of request. **Proposed Article 2.10f.** At such meeting the Member so expelled shall be entitled to offer an explanation verbally or in writing and if thereafter a majority of the Members present with the right to vote shall vote for cancellation of such expulsion such Member shall be reinstated as a Member of the Club. An expelled Member shall remain liable for all dues for the then current fiscal year of the Club and any balance owing on initiation fees and for all assessments and other sums levied or which became payable by him or her to the Club prior to the date of his or her expulsion. **Proposed Article 2.12** Such Member shall be excluded from the Club’s

Proposed New By-Laws

Current By-Laws

Good Standing

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

- a. Has not ceased to be a member;
(New)
- b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
(New)
- c. Has completed and remitted all documents as required by the Corporation;
(New)
- d. Has complied with the By-laws, policies, and rules of the Corporation;
(New)
- e. Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
(New)
- f. Has paid all required membership fees.
(New)

2.16 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:

premises and of all rights as a member from the date of the mailing of the invitation to resign until the matter of his or her expulsion has been determined as in this clause provided, except that he or she may attend the general meeting provided for in this clause. *Proposed Article 2.13*

- b) Notwithstanding the foregoing, the President or the Manager may suspend any Member, who in their opinion, is considered to be putting the health and safety of other Members or the well-being of the Club at risk and have him or her immediately expelled from the premises. Such Member is entitled subsequently to the due process outlined in part a) above. *Proposed Article 2.13*

Proposed New By-Laws	Current By-Laws
<ul style="list-style-type: none"> a. To attend, participate, and vote at meetings of the Members; <i>(New)</i> b. To participate in the Corporation’s activities; and <i>(New)</i> c. To participate in other events associated with the Corporation. <i>(New)</i> <p>2.17 <u>Cease to be in Good Standing</u> - Members that cease to be in good standing, as determined by the Board (or designate) 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. <i>(New)</i></p>	

ARTICLE III MEETINGS OF MEMBERS

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

(Revision of current By-Laws – para 33 and para 34)

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 percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

(Revision of current By-Laws – para 35)

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

MEMBERS' MEETING**Annual General Meeting**

33. An Annual General Meeting of the Members shall be held at such place within Ontario, or such other place as may be authorized by The Corporations Act or the Letters Patent on such day in each year commencing in 2010 as the Board by resolution or in the absence of such resolution as the President may so determine, and if no other place or time is so prescribed, then at the head office of the Club on the third Tuesday in the month of October each year commencing in 2010. At each Annual General Meeting the Directors and Auditors (if any) shall present their reports for the past year, the Treasurer shall present the Budget and all other business of the Club shall be transacted that may properly come before the meeting. *Proposed Article 3.1*

Annual Spring Meeting

34. An Annual Spring Meeting of the Members shall be held at such place within Ontario, or such other place as may be authorized by The Corporations Act or the Letters Patent on such day in each year commencing in 2010 as the Board by resolution or in the absence of such resolution as the President may so determine, and if no other place or time is so prescribed, then at the head office of the Club on the fourth Wednesday in the month of April each year commencing in 2010. At each Annual Spring Meeting Directors shall be elected and appointed for the ensuing years, the Director of the Curling Program will report and all other business of the Club

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entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

(New)

3.4 Notice - Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

(Current By-Laws – para 37a)

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

(Update of Current By-Laws – para 37b)

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

(Current By-Laws – para 38)

3.7 New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board twenty-eight (28) days prior to the meeting of

shall be transacted that may properly come before the meeting.

Proposed Article 3.1/3.2

Other Meetings

35. Other meetings of the Members, whether special or general, may be called for at any time and place specified in the notice calling the meeting by order of the President or of the Board or by any **fifteen (15) Regular Members** of the Club by written requisition signed by them specifying the purpose for which such meeting is required.

Proposed Article 3.2

Notice of Meetings

37.

- a) Not less than ten (10) clear days before the date of every meeting of Members, a written notice shall be sent by post, facsimile transmission, electronic communication or delivery in person stating the day, hour and place of meeting and the general nature of the business to be transacted. Such notice shall be given to the Club’s auditor and to each Member of record, who is entered in the books of the Club as a Member with the right to vote at the meeting, at the close of business on the day on which the notice is given. *Proposed Article 3.4*
- b) Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member or person entitled to notice. No public advertisement of notice of Members’ meetings, annual or special, shall be required. *Proposed Article 3.5*

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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.

(Revision of current By-Laws – para 45. The OCA Template proposes 60 days while the current By-Laws say 5 days. 28 days is proposed so that the secretary has sufficient time to distribute the documentation 21 days in advance of the meeting iaw with proposed new By-Law 3.1)

3.8 Quorum – Twenty (20) 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.

(Current By-Laws – para 40)

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

(New)

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

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

Omission of Notice

38. The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or person shall not invalidate any resolution passed or any proceedings taken at any meeting. *Proposed Article 3.6*

Attendance

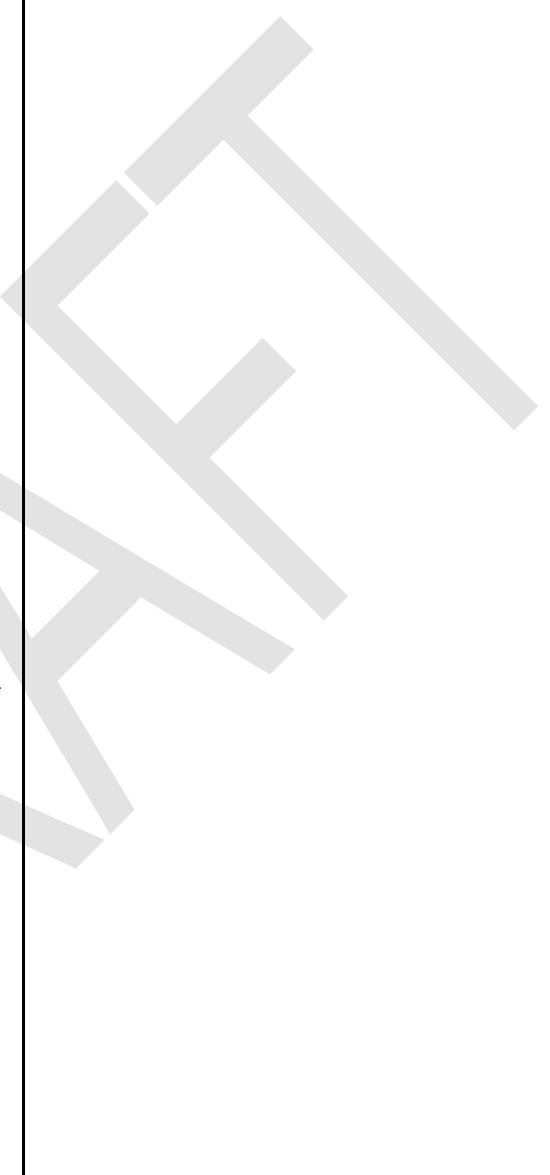
39. The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat and those who, although not entitled to vote, are entitled under the provisions of The Corporations Act or of the By-laws of the Club to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting, or if he or she is a class of Member other than Regular Member and the Board has authorized the attendance of such class or classes of Member at such a meeting.

Proposed Article 3.3, 3.9 and 3.13

Quorum

40. A quorum for any meeting (unless a greater number of Members are required to be represented by The Corporations Act or by the Letters Patent or any other By-law) shall be twenty (20) Members enjoying voting rights at such meeting. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of the meeting. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum. *Proposed*

Article 3.8

Proposed New By-Laws	Current By-Laws
<p>i. Election of new Directors</p> <p>j. Adjournment <i>(New)</i></p> <p>3.11 <u>Scrutineers</u> – 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. <i>(New)</i></p> <p>3.12 <u>Adjournments</u> - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. <i>(Current By-Laws – para 46)</i></p> <p>3.13 <u>Attendance</u> - The only persons entitled to attend a meeting of the Members are the Members, individuals possessing a proxy, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting. <i>(Revision of Current By-Laws – para 39)</i></p>	

Proposed New By-Laws

Current By-Laws

Voting at Meetings of Members

3.14 Voting Rights - Individual Members of the age of majority will have one vote each.

(Current By-Laws – para 41)

3.15 Voting Powers – Each voting Member may vote on every issue.

(New)

3.16 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate(s) to represent the Member. Delegates must be at least 18 years of age, of sound mind, and be acting as the Member’s representative. Delegates have only one vote. Unless otherwise specified, each Member’s Delegate will be presumed to be the President of the Member.

(New)

3.17 Record Date for Voting Eligibility – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

(New)

3.18 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or

Right to Vote

41. At all meetings of the Members of the Club each Member of the age of majority shall be entitled to one vote in person and no Member shall vote by proxy.

Act provides right to vote by Proxy. Proposed Articles 3.14 and 3.16

Voting at Meetings

42. Except for election of Directors, every question submitted to any meeting of Members shall be decided in the first instance by a show of hands unless the Chair requires a poll. After a show of hands the Chair may require, or any five (5) or more Members present and entitled to vote may demand, a poll. Unless a poll be so required or demanded a declaration by the Chair of the meeting that a resolution has been carried or carried by a particular majority, or not carried and any entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. A demand for a poll may be withdrawn at any time prior to the taking of the poll. *Proposed Articles 3.17, 3.18 and 3.19*

Polls at Meetings

43. If a poll be required by the Chair of the meeting or be duly demanded by five (5) or more Members and the demand not be withdrawn, then a poll on the question shall be taken in such manner and at such time as the Chair of the meeting shall direct. The result of the poll on the question shall be the

Proposed New By-Laws

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more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:

- a. Be signed by the Member;
- b. Be in a form that complies with the Act;
- c. Comply with the format stipulated by the Corporation; and
- d. Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members.

(New)

3.19 Proxy Holder – A proxy holder will only hold a maximum of two (2) proxies.

(New)

3.20 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, unless a secret or recorded ballot is requested by a Member.

(Current By-Laws – paras 42 and 43)

3.21 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 (or designate) shall cast the deciding vote.

(Current By-Laws – para 44)

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

(New)

decision of the Club in annual, annual general or special general meetings, as the case may be. **No proposed Article covers this – still needed?**

Casting Vote

44. In case of an equality of votes at any meeting of Members, either upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to a second or casting vote. **Proposed Article 3.20**

Business at Meetings

45. No Member without the consent of the meeting may move a resolution at a meeting of Members relating to special business unless written notice thereof was given to the Secretary at least five (5) clear days before the date of such meeting. Special business shall be deemed to exclude business arising out of minutes, out of reports presented by Officers, committees and the auditor and out of any matters brought before the meeting by the Chair thereof. **Proposed Article 3.7**

Adjournment

46. The Chair may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members except when a meeting is adjourned for thirty (30) clear days or more when notice of the adjourned meeting shall be given as in the case of an ordinary meeting. The only business that may be brought before or dealt with at any adjourned meeting is business which might have been brought before or dealt with at the original meeting

Proposed New By-Laws

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in accordance with the notice calling such original meeting.
Proposed Article 3.12

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ARTICLE IV GOVERNANCE**Composition of the Board**

4.1 Directors - The Board will consist of eleven (11) Directors.
(Amended Current By-Laws – para 4)

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

- a. Five (5) Executive Directors (Officers of the Corporation):
 - i. President;
 - ii. Vice-President;
 - iii. Treasurer;
 - iv. Secretary; and
 - v. Immediate Past President (*ex officio*); and
- b. Six (6) Directors-at-Large

(New)

Eligibility of Directors

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

- a. Be a Member in good standing of the Corporation at the time of election or appointment, and throughout the remainder of their term of office;
- b. Be eighteen (18) years of age or older;
- c. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;

DIRECTORS**Number and Quorum**

4. The affairs of the Club shall be managed by a Board of ten (10) Directors *Proposed Article 4.1* of which six (6), provided that two (2) are members of the Executive Committee, shall constitute a quorum for the transaction of business at any meeting of the Board. Notwithstanding vacancies the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. *Proposed Article 4.21*

Powers

5. The Board shall have full power and authority to manage and control the affairs and business of the Club. *Proposed Articles 4.29 and 4.30*

Qualifications

6.
 - a) The qualification of a Director shall be a Regular Membership in good standing in the Club at the time of his or her election or appointment and throughout the remainder of his or her term of office.
 - b) Despite 6 a), no Director shall be a paid employee or contractor of the Club.

Proposed Article 4.3

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<p>d. Have the power under law to contract; e. Have not been declared incapable by a court in Canada or in another country; and f. Not have the status of bankrupt.</p> <p>(Revision of Current By-Laws – para 6)</p> <p>Election of Directors</p> <p>4.4 <u>Nominations Committee</u> – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors. (Revision of Current By-Laws – para 7)</p> <p>4.5 <u>Nomination</u> - Any nomination of an individual for election as a Director will:</p> <ul style="list-style-type: none"> a. Include the written consent of the nominee by signed or electronic signature; b. Comply with the procedures established by the Nominations Committee (if appointed); and c. Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board. <p>(New)</p> <p>4.6 <u>Nominations from the Floor</u> – An individual may be nominated from the floor of the meeting of the Members in accordance with the Act. (New)</p>	<p><u>Nomination, Election, Appointment and Term</u></p> <p>7.</p> <ul style="list-style-type: none"> a) The members of the Board shall be elected, except as this by-law otherwise provides, at the Annual Spring Meeting of Members (or, in default of election at such meeting, then at a special general meeting of Members called for the purpose). b) Four (4) Directors shall be elected as President, Vice President, Treasurer and Secretary for a period of two (2) years. c) Five (5) additional Directors shall be elected for a period of two (2) years. d) In addition to the nine (9) elected Directors, the Immediate Past President shall be an <i>ex officio</i> Director for a period of two (2) years. e) Subject to the provisions of this By-law, nothing in this paragraph shall prevent a Director elected or appointed to the Board pursuant to this paragraph or paragraph 9 from standing for election to the Board following the expiration of any such term. <p><u>Proposed Article 4.4 to 4.10</u></p> <p><u>Annual Elections</u></p> <p>36.</p> <ul style="list-style-type: none"> a) All annual elections of Directors and designation of Officers shall be held and done at the Annual Spring Meeting of Members and not at the Annual General Meeting of Members
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Proposed New By-Laws	Current By-Laws
<p>4.7 <u>Circulation of Nominations</u> - Valid nominations will be circulated to Members fourteen (14) days prior to the elections. (New)</p> <p>4.8 <u>Election</u> – The members of the Board shall be elected, except as this by-law otherwise provides, at the Annual Spring Meeting of Members (or, in default of election at such meeting, then at a special general meeting of Members called for the purpose). At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director’s term is expiring and/or any Director position that is vacant:</p> <ul style="list-style-type: none"> a. Four (4) Executive Directors shall be elected as President, Vice President, Treasurer and Secretary for a period of two (2) years; b. Six (6) additional Directors shall be elected for a period of two (2) years at alternative Annual Spring Meeting of Members to the Executive Directors elected at sub-paragraph a); c. In addition to the ten (10) elected Directors, the Immediate Past President shall be an ex officio Director for a period of two (2) years. <p>(Revision of Current By-Laws – paras 7.a-7.d)</p> <p>4.9 <u>Director Elections</u> – Elections for Director positions will be decided by Ordinary Resolution of the Members in accordance with the following:</p> <ul style="list-style-type: none"> a) <u>One Valid Nomination</u> – Winner declared by ordinary resolution. b) <u>Two or More Valid Nominations</u> – The nominee(s) receiving the greatest number of votes and an ordinary resolution 	<p>and except with the unanimous consent of the meeting shall be by ballot.</p> <ul style="list-style-type: none"> b) Subject to section 7, each year, at least twenty-five (25) clear days prior to the Annual Spring Meeting, the Nominations and Recognition and Awards Committee shall convene and by a majority vote shall make nominations of four Regular Members for election to the Board and shall deliver the same to the Secretary at least fifteen (15) clear days prior to such Annual Spring Meeting. Every second year the Committee, in addition, shall make nominations of four Regular Members for election to the Board and include by way of designation who shall be the President, Vice-President, Secretary and Treasurer. c) At least ten (10) clear days prior to such Annual Spring Meeting the Secretary shall post in the Club’s premises a list of those Members nominated by the Committee including the respective office to which they have been nominated by way of designation. d) Nominations shall then be open to the Members including those to be designated for office. Such nominations shall be in writing, shall be signed by two (2) Regular Members and shall be delivered to the Secretary at least four (4) clear days before such meeting with a signed statement by each nominee that he or she is willing to act if elected. At the end of the fourth clear day before such meeting the Secretary shall post a list of any such additional nominations with the names of those who nominated them, and except for a vacancy on the Board where no nomination has been made and except for a designation of office where no nomination has been made, nominations shall be closed at the end of such fourth clear day. e) When more persons are nominated to the office of Director than there are vacancies on the Board then any Member who is nominated for the office of Director and who is the only person nominated as designated for the office of President, Vice- President, Secretary or Treasurer shall be elected by

Proposed New By-Laws	Current By-Laws
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will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

(New)

4.10 **Post-Election Eligibility** – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Corporation.

(New)

4.11 **Terms** - Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. Subject to the provisions of this By-law, nothing in this paragraph shall prevent a Director elected or appointed to the Board pursuant to this paragraph or article 4.12 from standing for election to the Board following the expiration of any such term.

(Revision of Current By-Laws – para 7.e)

Resignation and Removal of Directors

4.12 **Resignation** - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When

acclamation as a Director and the remaining Directors shall be elected from the other nominees.

Proposed Article 4.8, 4.9 and 4.11

Proposed New By-Laws	Current By-Laws
<p>a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.</p> <p>(Revision of Current By-Law – paras 9.d)</p> <p>4.13 <u>Vacate Office</u> - The office of any Director will be vacated upon expiration of the term for which that Director was most recently elected or appointed to the Board, or automatically if the Director:</p> <ul style="list-style-type: none"> a. resigns; b. is found to be incapable of managing property by a court under Ontario law; c. is found by a court to be of unsound mind; d. becomes bankrupt; e. ceases to be a member of the Corporation; f. fails to attend any four consecutive meetings or six of any twelve consecutive meetings of the Board without the consent of the Board; or g. dies. <p>(Revision of Current By-Law – para 9)</p> <p>4.14 <u>Removal</u> – An elected Director may be removed by Special Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.</p> <p>(Revision of Current By-Law – paras 8 – change from two-thirds to 50%+1)</p> <p>Filling a Vacancy on the Board</p>	<p><u>Removal</u></p> <p>8. The Members of the Club, by resolution passed by at least two-thirds of the votes cast at a general meeting of Members of which notice specifying the intention to pass such resolution has been given, may remove any elected Director before the expiration of that Director's term of office, and by a majority of the votes cast at that meeting or any subsequent meeting of Members may elect any qualified person in that Director's stead for the remainder of his or her term. Proposed Article 4.14</p> <p><u>Vacancies</u></p> <p>9. The office of Director shall <i>ipso facto</i> be vacated:</p> <ul style="list-style-type: none"> a) if he or she becomes bankrupt; b) if he or she is found to be a mentally incompetent person or becomes of unsound mind; c) if he or she ceases to be a member of the Club; d) if by notice in writing delivered to the Club he or she resigns the office of Director; e) if he or she fails to attend any four consecutive meetings or six of any twelve consecutive meetings of the Board without the consent of the Board; OR f) upon expiration of the term for which that Director was most recently elected or appointed to the Board. <p>Proposed Article 4.13</p> <p>So long as a quorum of Directors remains in office, any vacancies from time to time occurring by reason of the above, or by reason of any increase in the number of the Board under the provisions of the Corporations Act, of death, of removal by resolution at a meeting of Members without election by them of a</p>

Proposed New By-Laws	Current By-Laws
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<p>4.15 <u>Vacancy</u>- When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting.</p> <p><i>(Revision of Current By-Law – para 8 and para 9)</i></p>	<p>replacement, or otherwise, may be filled by such Directors as remain in office. If no such quorum remains in office then vacancies shall be filled at the next annual or special general meeting of Members. A person so appointed or elected to fill a vacancy in the Board shall hold office (subject to the Letters Patent and bylaws) for the balance of the unexpired term of the vacating Director. <i>Proposed Article 4.15</i></p>
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Proposed New By-Laws

Current By-Laws

Meetings of the Board

4.16 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

(Revision of Current By-Law – paras 10.a and 10.b)

4.17 Chair – The President of the corporation will be the Chair of all Board meetings unless they otherwise designate. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

(New)

4.18 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

(Revision of Current By-Law – para 10.c)

4.19 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) if a quorum of Directors is present. Any resolution passed or action taken at such meeting shall be as valid and effectual as if it had been passed or taken at a meeting duly called and constituted.

(Revision of Current By-Law – para 10.c)

Meetings of Directors

10.

a) Place and Time Subject to any restrictions in the Corporations Act or the Letters Patent, meetings of the Board may be held either in person or electronically. Meetings held in person shall be held at such place as the Directors may from time to time by resolution decide or as the person or persons convening the meeting may direct, and Directors may participate in such meetings either in person, by teleconference or by videoconference. Meetings held electronically maybe held through such means and in such manner as the Directors may from time to time determine, so long as each of the Directors is able to communicate with each of the other Directors simultaneously. *Proposed Article 4.16*

b) Convening The President or Vice-President or any two Directors may at any time and the Secretary by direction of the President or Vice-President or any two Directors shall convene a meeting of Directors. *Proposed Article 4.16*

c) Notice Notice of meetings of the Board to be held in person or electronically shall be given to each Director not less than four (4) clear days before the meeting is to take place. Notice shall be deemed to have been given to each Director if it is given personally to such Director or if it is given by such electronic means as the Directors may from time to time approve. *Proposed Article 4.18*

However, meetings of the Board to be held in person may be held at any time without formal notice being given if all the Directors are present, or if a quorum is present and

Proposed New By-Laws	Current By-Laws
<p>4.20 <u>Number of Meetings</u> – The Board will hold at least four (4) meetings per year. The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed but not less than two days before the first regular meeting is to take place (exclusive of the day on which the copy is given, but inclusive of the day on which the first regular meeting is to take place) and thereafter no other notice shall be required for any such regular meeting. <i>(Revision of Current By-Law – para 10.c)</i></p> <p>4.21 <u>Quorum</u> – At any meeting of the Board, a quorum will be six (6) Directors, provided that two (2) are Executive Officers, for the transaction of business at any meeting of the Board. Notwithstanding vacancies the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. <i>(Current By-Law – para 4)</i></p> <p>4.22 <u>Voting</u> – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. All votes at any such meeting held electronically shall be decided by such means as the Directors may from time to time determine. Resolutions will be passed by Ordinary Resolution. In the event of a tie, the Chair of the meeting shall have a second or casting vote in addition to their original vote. <i>(Current By-Law – para 14)</i></p>	<p>those Directors who are absent either before or after the meeting signify their consent either in writing or by any form of transmitted recorded message, to the holding of the meeting in their absence. Any resolution passed or action taken at such meeting shall be as valid and effectual as if it had been passed or taken at a meeting duly called and constituted. <i>Proposed Article 4.18</i></p> <p>Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director. <i>Proposed Article 4.18</i></p> <p>In the case of the first meeting of the Board to be held immediately following the election of Directors at a general meeting of Members, or in the case of the meeting at which a Director is elected or appointed to fill a vacancy on the Board, no notice of such meeting shall be necessary to the newly elected Directors or Director in order to legally constitute the meeting, provided a quorum of Directors be present. <i>Proposed Article 4.19</i></p> <p>The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed but not less than two days before the first regular meeting is to take place (exclusive of the day on which the copy is given, but inclusive of the day on which the first regular meeting is to take place) and thereafter no other notice shall be required for any such regular meeting. <i>Proposed Article 4.20</i></p>

Proposed New By-Laws

Current By-Laws

4.23 No Alternate Directors - No person shall act for an absent Director at a meeting of directors.

(New)

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

(New)

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

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

(New)

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

(Current By-Laws para 10.d)

4.27 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the

d) Attendance The only persons entitled to attend or participate in a meeting of Directors shall be the Directors and any person on the invitation of the Chair of the meeting or with the consent of the meeting. *Proposed Article 4.26*

e) Minutes Any minutes of any meeting of the Directors passed by resolution of the Directors shall be conclusively deemed to be true and correct minutes of a meeting duly called and held. *Does not map to proposed Articles of OCA Template- recommend deletion.*

Acts of Directors

11. No act or proceeding of any Director or of the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Directors. *Does not map to proposed Articles of OCA Template- recommend deletion.*

Acting on Auditor's Reports

12. Directors may rely upon the accuracy of any statement or report prepared by the Club’s auditors and shall not be responsible or held liable for any loss or damage resulting from the paying of any moneys or otherwise when acting upon such statement or report, provided the Directors have exercised an appropriate level of fiduciary responsibility in the review of such statements or reports. *Proposed Articles 4.28 and 11.1 and 11.2*

Proposed New By-Laws

Current By-Laws

Board, a Director may, if all the Directors of the Corporation consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

(New)

Duties of Directors

4.28 Standard of Care – Every Director will:

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

(New)

Powers of the Board

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

(New – Revision of Current By-Laws para 5)

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

- a. Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;

Absent Directors

~~13. Any Director of the Club who may be resident temporarily out of the Province of Ontario or Quebec may file with the Secretary of the Club a written waiver of notice of any meeting of the Directors being sent to him or her and may at any time withdraw such waiver and, until such waiver is withdrawn, no notice of meetings of Directors need be sent to such Director. Any and all meetings of the Directors of the Club, notice of which not having been given to such Director and providing that a quorum of the Directors be present, shall be valid and decisions taken thereat shall be binding upon the Club.~~ **Does not map to proposed Articles of OCA Template- recommend deletion.**

Voting

14. All matters and questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes the Chair of the meeting shall have a second or casting vote in addition to his or her original vote. All votes at any such meeting held in person shall be decided by a show of hands unless any Director demands a ballot in which case the vote shall be by secret ballot. All votes at any such meeting held electronically shall be decided by such means as the Directors may from time to time determine. **Proposed Article 4.22**

Liability of Directors

15. No Director or Officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property

Proposed New By-Laws	Current By-Laws
<ul style="list-style-type: none"> b. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures; c. Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures; d. Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation; e. Determine registration procedures, recommend membership dues, and determine other registration requirements; f. Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation; g. Make expenditures for the purpose of furthering the objects and purposes of the Corporation; h. Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and i. Manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation; j. Create named portfolios and assign Directors to head such portfolios; and k. Perform any other duties from time to time as may be in <i>the best interests of the Corporation.</i> <p>(New – Revision of Current By-Laws para 5)</p>	<p>acquired by order of the Directors for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Club shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own dishonesty or be occasioned by his or her own willful neglect or default. <i>Proposed Articles 4.28 and 11.1 and 11.2</i></p>

ARTICLE V OFFICERS

5.1 Composition – The Officers of the Corporation will be comprised of the President, Vice President, Secretary, and Treasurer. **(New)**

5.2 Election – At the annual election of Directors at a meeting of Members of the Club the meeting shall designate which Director shall be the President, which Director shall be the Vice- President, which Director shall be the Secretary and which Director shall be the Treasurer, and at the first meeting of the Board after their election the Board shall appoint these persons to their respective office so designated. **(Current By-Laws para 18)**

5.3 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 Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board. The President shall have general charge and control of the business and affairs of the Club and shall be an *ex officio* member of all committees and subcommittees. **(Current By-Law para 21)**
- b. The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may

Officers

18. At the annual election of Directors at a meeting of Members of the Club the meeting shall designate which Director shall be the President, which Director shall be the Vice- President, which Director shall be the Secretary and which Director shall be the Treasurer and at the first meeting of the Board after their election the Board shall appoint these persons to their respective office so designated. **Proposed Articles 5.1 and 5.2**

Other Officers

19. The Board may appoint Managers, Officers, agents or attorneys as may be necessary, including one or more assistants to any of the Officers elected or appointed pursuant to this by-law and may combine any of the offices so appointed. Any Officer so appointed must be a Director and may hold more than one office. All Officers so appointed shall hold office for such time as specified by the Board. **Proposed Article 5.8**

Duties of the President

21. Subject to the control of the Board, the President shall have general charge and control of the business and affairs of the Club and shall be an *ex officio* member of all committees and subcommittees. **Proposed Article 5.3a.**

Duties of the Vice President

22. In the absence or inability of the President the Vice-President shall exercise the authority and perform all the duties and have all the authority vested in the President by the By-laws of the Club and the Corporations Act and if the Vice-

Proposed New By-Laws	Current By-Laws
<p>from time to time be established by the Board. <i>(Simplified current By-Law para 22)</i></p> <p>c. <u>The Secretary</u> will be custodian of the seal of the Corporation; will be responsible for the documentation of all amendments to the Corporation's By-laws; will ensure that all official documents and records of the Corporation are properly kept; cause to be recorded the minutes of all Meetings; will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings; will give due notice to all Members of the Meeting of the Members of the Corporation; will perform such other duties as may from time to time be established by the Board; will conduct the correspondence of the Corporation; will keep informed as to the activities of the various committees of the Corporation, and assist in the coordination of the work of these committees; and will keep or cause to be kept a set of books and records as follows:</p> <ol style="list-style-type: none"> i. A copy of the Letters Patent (Articles of Incorporation) incorporating the Corporation and any Supplementary Letters Patent issued to the Corporation and of all By-Laws of the Corporation; ii. The names of all persons who are or have been Members of the Corporation and the address of every such person while a Member, as far as can be ascertained; iii. The names of all persons who are or have been Directors of the Corporation and the address of every such person while a Director with the 	<p>President exercises any such authorities or performs any such duties, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may delegate from time to time and as the Board may prescribe. <i>Proposed Article 5.3b.</i></p> <p><u>Presiding Officer</u></p> <p>23. The President, or at the President's option while he or she is present the President's nominee shall preside at all meetings of the Members and of the Board, and in the absence of the President from any such meeting, the Vice-President shall preside, and in the absence of the President and the Vice President, a Director designated by the meeting shall preside. <i>Proposed Article 5.3a.</i></p> <p><u>Duties of Secretary</u></p> <p>24. The Secretary, or in the Secretary's absence, an Assistant-Secretary shall be custodian of the seal of the Club; shall issue all notices and call all meetings under the direction of the Officers or the Board as in this By-law provided; shall attend and act as secretary of all meetings of the Directors and of the Members and record all facts and minutes of all proceedings thereat; shall conduct the correspondence of the Club; shall keep informed as to the activities of the various committees of the Club and assist in the coordination of the work of these committees; shall perform such other duties as may be prescribed from time to time by the Board; and shall keep or cause to be kept a set of books and records wherein shall be recorded:</p>

Proposed New By-Laws	Current By-Laws
<p>several dates at which each person became or ceased to be a Director; and,</p> <p>iv. The minutes of all proceedings at meetings of the Board and of the Members.</p> <p>(Revised current By-Law para 24)</p> <p>d. <u>The Treasurer</u> will, subject to the powers and duties of the Board: keep proper accounting records as required by the Act; will cause to be deposited all monies received by the Corporation in the Corporation's bank account; will supervise the management and the disbursement of funds of the Corporation; when required will provide the Board with an account of financial transactions and the financial position of the Corporation; will prepare annual budgets, will oversee and supervise office staff; render to the Board whenever required, an account of all the transactions as Treasurer and of the financial position of the Corporation and submit the accounts to the Board and membership, as well as to the auditor, and forthwith after the conclusion of each fiscal year furnish a detailed statement of the accounts for such year and at such other times as the Board may require; and will perform such other duties as may from time to time be established by the Board.</p> <p>(Revised current By-Law para 25)</p> <p>5.4 <u>Delegation of Duties</u> – 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 Corporation.</p> <p>(Revised current By-Law paras 27 and 29)</p>	<p>i. A copy of the Letters Patent incorporating the Club and any Supplementary Letters Patent issued to the Club and of all by-laws of the Club;</p> <p>ii. The names of all persons who are or have been Members of the Club and the address of every such person while a Member, as far as can be ascertained;</p> <p>iii. The names of all persons who are or have been Directors of the Club and the address of every such person while a Director with the several dates at which each person became or ceased to be a Director; and,</p> <p>iv. The minutes of all proceedings at meetings of the Board and of the Members.</p> <p>Proposed Article 5.3c</p> <p><u>Duties of Treasurer</u></p> <p>25. The Treasurer shall keep or cause to be kept full and accurate accounts of all the receipts and disbursements of the Club in proper books of account and shall deposit all moneys and other valuable effects in the name and to the credit of the Club in such bank or trust company as may from time to time be designated by the Board. The Treasurer shall direct the disbursement of the funds of the Club under the direction of the Board and shall render to the Board whenever required, an account of all the transactions as Treasurer and of the financial position of the Club and shall submit the accounts to the Club's Board and membership, as well as to the auditor, and forthwith after the conclusion of each fiscal year furnish a detailed statement of the accounts for such year and at such other times as the Board may require. The Treasurer shall prepare an annual budget for presentation to the membership. He or she shall perform such other duties as may from time to</p>

Proposed New By-Laws	Current By-Laws
<p>5.5 <u>Multiple Positions</u> – A Director may not hold multiple Officer positions. <i>(New)</i></p> <p>5.6 <u>Removal</u> – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated. <i>(New)</i></p> <p>5.7 <u>Vacancy</u> – Where the position of an Officer, excluding the President, 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 for the remainder of the vacant position’s term of office. If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors. <i>(Revised current By-Law para 28)</i></p> <p>5.8 <u>Other Officers</u> – The Board may determine other Officer positions, associate duties, and appoint individuals to fill those positions. Other Officers need not be Directors. <i>(Revised current By-Law paras 8 and 26)</i></p>	<p>time be assigned by the President or the Board. <i>Proposed Article 5.3d.</i></p> <p><u>Duties of Other Officers</u></p> <p>26. All other Officers of the Club shall perform such duties as are incident to their respective office and such other duties as shall from time to time be assigned to them by the President or the Board. <i>Proposed Article 5.8</i></p> <p><u>Duties of Assistants</u></p> <p>27. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by any assistant to such Officer unless the Board otherwise directs. <i>Proposed Article 5.4</i></p> <p><u>Vacancies</u></p> <p>28. If any office open to election or appointment by the Board shall be or become vacant, the Board by resolution may elect or appoint any qualified person to fill such vacancy or vacancies. <i>Proposed Article 5.7</i></p> <p><u>Delegation of Duties</u></p> <p>29. In case of the absence or inability to act of any elected or appointed Officer of the Club or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being. <i>Proposed Article 5.4</i></p>

ARTICLE VI COMMITTEES

6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

(Revision of Current By-Laws para 47)

6.2 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

(Revised current By-Law para 47)

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

(New)

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

(New)

COMMITTEES

Standing Committees

47.

a) There shall be the following Standing Committees of the Club, the Chairs of which shall be appointed by the Board from its Directors immediately after the meeting of Members of the Club at which the Board is elected and the members of which shall be appointed by the Executive Committee in consultation with each respective Chair. The Chairs of the Standing Committees shall hold office until their terms of office expire or until their successors are elected or appointed. Subject to the approval of the Board, each Chair of a Standing Committee may appoint from its members a Secretary and may appoint a ViceChair thereof. The same Director shall not be Chair of more than one of the Standing Committees.

I Curling Program Committee This committee is responsible for all curling activities, except bonspiels and special events, of the Club. Persons belonging to each league may organize and administer the social activities of that league and establish an executive and name or elect officers in such manner at such time as they consider appropriate.

II Food and Beverage Operations Committee This committee is responsible for the operation of the food and beverage service and carrying out any social entertainment and hospitality extended to visitors and outside clubs, except as otherwise provided by the by-laws or the Board.

Proposed New By-Laws	Current By-Laws
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<p style="font-size: 48px; opacity: 0.2; transform: rotate(-45deg);">DRAFT</p>	<p>III Facilities Management Committee This committee is responsible for all assets of the Club and the control and supervision of the Club's premises.</p> <p>IV Ice Operations Committee This committee is responsible for ice making operations and all on ice activities and ensuring quality ice for Members. The Ice Committee shall make such recommendations as it shall deem expedient to the Board respecting the employment of ice makers, mechanics and other employees and their respective duties.</p> <p>V Executive Committee This committee, which shall consist of the President, VicePresident, Treasurer, Secretary and the Past President, is responsible for ensuring all committees are staffed, monitoring the progress on all action items and providing guidance to the President.</p> <p>VI Nominations and Recognition and Awards Committee This committee is responsible for securing a slate of candidates for Officers and Directors for the Club and for making recommendations to the Board respecting any awards to Members.</p> <p>b) The Board may by resolution, create such other committees as it may from time to time deem advisable or necessary in the interests of the Club, including but not bound by nor limited to a Personnel Committee, Communications and Public Relations Committee, Sponsorship and Special Funding Committee, Strategic and Financial Planning Committee, Member Recruitment and Business Promotion Committee and a Bonspiels and Special Events Committee. The Board shall appoint from its Directors or from the Members in general, Chairs of</p>
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Proposed New By-Laws

Current By-Laws

such committees and the members of each shall be appointed by the Executive Committee in consultation with each respective Chair. The Chairs shall hold office until their terms of office expire or their successors are elected or appointed.

- c) The Board by resolution shall approve terms of reference for all committees.

Do we need to retain these standing committees or is the sufficient to leave the Board to decide what is appropriate??

Proposed New By-Laws	Current By-Laws
<p>ARTICLE VI FINANCE AND MANAGEMENT</p> <p>7.1 <u>Fiscal Year</u> – Unless otherwise determined by the Board, the fiscal year of the Corporation will be July 1 to June 30. <i>(Current By-Laws para 52)</i></p> <p>7.2 <u>Bank</u> - The banking business of the Corporation will be conducted at such financial institutions as the Board may determine. <i>(New)</i></p> <p>7.3 <u>Auditors</u> - At each Annual General Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts, and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the <i>Public Accounting Act, 2004</i>, as amended. <i>(New)</i></p>	<p><u>Fiscal Year</u></p> <p>51. The fiscal year of the Club shall terminate on the 30th day of June in each year. <i>Proposed Article 7.1</i></p>

Proposed New By-Laws

Current By-Laws

7.4 Annual Financial Statements– The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. *(Current By-Laws para 56)* The Financial Statements will include:

- a. The financial statements;
- b. The auditor’s report or review engagement (if any); and
- c. Any further information respecting the financial position of the Corporation.

(New)

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

- a. The Corporation’s articles and By-laws;
- b. The minutes of meetings of the Members and of any committee of Members;
- c. The resolutions of the Members and of any committee of
- d. Members;
- e. The minutes of meetings of the Directors or any committee of Directors;
- f. The resolutions of the Directors and of any committee of

Inspection of Books by Members

56. The Board may from time to time determine to what extent and at what time and place and under what conditions or regulations the accounts, books and records of the Club or any of them shall be open to the inspection of Members, and no Member shall have any right to inspect any account or book or document of the Club except as conferred by statute or authorized by the Board or by a resolution of the Members at a general meeting. *Proposed Article 7.4*

Documents Under Seal

48. All deeds or other documents to which the seal of the Club may be affixed shall be signed by the President, the Vice-President or any Director and by the Secretary or the Treasurer or any other Director and when so signed and sealed with the seal of the Club and delivered shall be received as the act of the Club. *Proposed Article 7.6*

Copies of By-laws, etc.

49. Copies of by-laws, resolutions or other proceedings of the Board or Members of the Club may be certified under the seal of the Club by the President, Secretary or other Officer of the Club. *Proposed Article 7.5*

Other Documents

50. All other contracts, agreements, engagements or instruments, bills, notes, acceptances and orders for the payment of money shall be signed by such person or persons and in such manner as the Board may from time to time by resolution provide. *Proposed Article 7.6*

Proposed New By-Laws	Current By-Laws
<p>g. Directors;</p> <p>h. A register of Directors;</p> <p>i. A register of Officers;</p> <p>j. A register of Members; and</p> <p>k. Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.</p> <p>(New)</p> <p>7.6 <u>Signing Authority</u> – The signing authority of the Corporation shall be vested in the President, Vice President and Treasurer of the Corporation and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two of these Officers or persons shall be required on any financial instrument of the Corporation.</p> <p>(New)</p> <p>7.7 <u>Property</u> - The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members.</p> <p>(Revised current By-Law para 53)</p> <p>7.8 <u>Borrowing</u> - The Board may from time to time:</p> <p>a. Borrow money on the credit of the Corporation;</p>	<p><u>General</u></p> <p>52. The Board shall have power from time to time by resolution to appoint any other Officer or Officers or any person or persons on behalf of the Club either to sign instruments in writing generally or to sign specific instruments in writing both under seal of the Club and otherwise. Proposed Article 7.6</p> <p><u>Investments</u></p> <p>53. The Treasurer and any other Director or such other person or persons as the Board may authorize from time to time by resolution shall have the authority on behalf of the Club to invest and deal with the moneys of the Club and to sell, assign, transfer, exchange, convert, convey or realize any and all shares, stocks, bonds, debentures, rights, warrants, securities, notes, mortgages, investment certificates and other investments owned by or registered in the name of the Club and to sign and execute all assignments, transfers, conveyances, powers of attorney, and other instruments that may be necessary for the purposes of selling, assigning, transferring, exchanging, converting, conveying or realizing the same. Proposed Article 7.7</p> <p><u>Voting – Other Companies</u></p> <p>53. All of the shares or securities carrying voting rights of any other company or companies held from time to time by the Club may be voted at any and all meetings of shareholders, bondholders, debenture holders, debenture stockholders or holders of other securities (as the case may be) of such other company or companies and in such manner and by such person or persons as the Board shall from time to time determine. In</p>

Proposed New By-Laws	Current By-Laws
<p>b. Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;</p> <p>c. Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and</p> <p>d. Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.</p> <p>(Revised current By-Law para 55)</p> <p>7.9 <u>Borrowing Restriction</u> - The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting. (New)</p> <p>Remuneration</p> <p>7.10 <u>No Remuneration</u> - 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 Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws. (Current By-Laws paras 17 and 20)</p>	<p>the absence of action by the Board, the certificate of which signed by the President or Secretary or by any two Directors under the seal of the Club shall be conclusive evidence thereof, the proper signing officers of the Club may from time to time execute and deliver for and on behalf of the Club instruments of proxy and arrange for the issuance of voting certificates and other evidence of right to vote in such name or names as they may determine.</p> <p>Does not map to proposed Articles of OCA Template-recommend deletion.</p> <p><u>Borrowing Powers</u></p> <p>55. The Directors of the Club may from time to time:</p> <p>a) Borrow money or otherwise obtain credit upon the credit of the Club in such amounts and upon such terms as may be considered advisable;</p> <p>b) Issue, reissue, sell or pledge debt obligations of the Club, including without limitation, bonds, debentures, debenture stock, notes or other securities or obligations of the Club, whether secured or unsecured for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;</p> <p>c) Charge, mortgage, hypothecate, pledge, assign, transfer or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Club, including among other things, book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or other liability of the Club;</p> <p>d) Authorize any Director or Officer or employee of the Club, or other person or persons, whether connected with</p>

Proposed New By-Laws

Current By-Laws

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 Corporation 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 or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

(New)

the Club or not, to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Club as the Directors of the Club may authorize, and generally to manage, transact and settle the borrowing of money by the Club and the banking business of the Club, and the deposit for safekeeping of the securities of the Club and the withdrawal thereof; AND

- e) Authorize any Director or Officer or employee of the Club or other person or persons, whether connected with the Club or not, to sign, execute and give on behalf of the Club all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments, and the same and all renewals thereof or substitutions therefor so signed shall be binding upon the Club.

The powers conferred pursuant to this section shall be deemed to be in supplement to, and not in substitution for, any powers to borrow money for the purpose of the Club possessed by its Directors or Officers independently of a borrowing by-law.

Proposed Article 7.8

Remuneration of Directors

17. The Directors shall not be paid any remuneration for their services as Directors of the Club. The Directors shall be paid such sums in respect of their out-of-pocket expenses incurred

Proposed New By-Laws	Current By-Laws
	<p>in respect of the performance by them of their duties as the Board may from time to time determine. No confirmation by the Members of the Club of any such payments shall be required. <i>Proposed Article 7.10</i></p> <p><u>Remuneration</u></p> <p>20. The Board may fix the remuneration to be paid to agents, attorneys and senior employees of the Club. In all other cases, the Manager may fix the remuneration for all employees, subject to guidelines set by the Board. <i>Proposed Article 7.10</i></p>

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – Subject to Article XII (when applicable), these By-laws may only be amended, revised, repealed, or added to by:

- a. Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b. A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days’ notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject, or amend the By-laws by Ordinary Resolution.

(Current By-Laws para 64)

Amendments

64. The Board may repeal, amend or re-enact this by-law, but such repeal, amendment or re-enactment shall only be effective until the next annual or Annual General Meeting of Members, whichever first occurs, unless confirmed thereat by at least two thirds of the votes cast thereat on a motion for confirmation and in default of such confirmation thereat shall cease to have effect at and from the time of such meeting and in that case no new by-law of the same or like substance shall have any effect until confirmed at a general meeting of the Members by at least two thirds of the votes cast thereat on a motion for confirmation. The notice calling any meeting of Members at which any such confirmation is to be moved must specify the nature of the proposed changes. *Proposed Article 8.1*

ARTICLE IX NOTICE

9.1 Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer, or Member (as applicable) to provide a current address for notification under this provision to the Board.

(Current By-Laws para 60)

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 postmarked

(New)

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.

(Current By-Laws para 38)

NOTICE**Method of Giving Notice**

60. Any notice, copy of resolution or other document to be given by the Club to a Member or Director of the Club or to any person shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last address as recorded in the books of the Club or if mailed in a sealed envelope addressed to his or her last address as recorded in the books of the Club or if no address is recorded then at the last address of such Member or Director or person known to the Secretary or if no address is recorded or known to the Secretary to “General Delivery”, Ottawa or if sent by any means of electronic communication or any other form of transmitted or recorded message addressed to him or her at such address. A notice or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of electronic communication or any other form of transmitted or recorded message shall be deemed to have been given when sent via the appropriate communication vehicle. The Secretary may change the address on the books of the Club of any Member, Director or person in accordance with any information believed by him or her to be reliable. The accidental omission to give any notice to any Member, Director or person or the non-receipt of any notice by any Member, Director or person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon. *Proposed Article 9.1 and 9.3*

Proposed New By-Laws

Current By-Laws

Proof of Service

~~61. A certificate of the Secretary or other duly authorized officer of the Club in office at the time of the making of the certificate or of any agent of the Club as to facts in relation to the mailing or delivery or sending of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director or person as the case may be.~~

*Does not map to proposed Articles of OCA Template-
recommend deletion.*

Waiver

~~62. Any Member, Director or person may waive any notice required to be given under any provision of the Letters Patent, the by laws of the Club or of The Corporations Act. Proposed~~

*Does not map to proposed Articles of OCA Template-
recommend deletion.*

ARTICLE X DISSOLUTION

10.1 Dissolution – The Corporation may be dissolved in accordance with the Act. Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed as per the original Letters Patent (Articles of Incorporation) of the Corporation or as appropriately amended.

(New)

ARTICLE XI INDEMNIFICATION

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

(Current By-Laws para 16)

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

Indemnity of Directors and Officers

16. Every Director and Officer of the Club and his or her heirs, executors and administrators and estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Club from and against:

- a) All costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of his or her office or alleged so to be except such costs, charges or expenses as are occasioned by his own willful default or neglect; and
- b) All other costs, charges and expenses which such Director or Officer sustains or incurs in or about or in relation to the affairs of the Club, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Proposed Article 11.1

Proposed New By-Laws	Current By-Laws
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<p>a. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and</p> <p>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.</p> <p>(New)</p> <p>11.3 <u>Insurance</u> - The Corporation will always maintain in force such Directors and Officers liability insurance.</p> <p>(New)</p>	<p></p>
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ARTICLE XII FUNDAMENTAL CHANGES

12.1 Fundamental Changes – A Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Corporation.

Fundamental Changes are defined as follows:

- a. change to the Corporations name;
- b. add, change or remove restriction on the activities that the Corporation may carry on;
- c. create a new category of Member;
- d. change a condition required for being a Member;
- e. change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f. divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g. add, change or remove a provision respecting the transfer of a membership;
- h. increase or decrease the number of, or the minimum or maximum number of Directors;
- i. change the purpose of the Corporation;
- j. change to whom the property remaining on liquidation after the discharge any liabilities of the Corporation is to be distributed;
- k. change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l. change the manner of giving notice to Members not in attendance at a meeting of Members; or

Proposed New By-Laws

Current By-Laws

- m. add, change or remove any other provision that is permitted by the Act.

(New)

DRAFT

Proposed New By-Laws

Current By-Laws

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on April XX, 2024. This date shall be considered the date these by-laws were first formally adopted.

(New)

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

(New)

Coming Into Force

65. This by-law shall come into force on the day on which it is enacted by the Directors of the Club, subject to sanction at a general meeting of Members or confirmed by the consent in writing of all Members. *Proposed Article 13.1*