

Interpretation

In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise specifies or requires:

- A. "Act" means the *Corporations Act*, Revised Statutes of Ontario, 1980, c. 95 as from time to time amended, and every statute that may be substituted therefore and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- B. "Board" means the Board of Directors of the Corporation;
- C. "By-laws" means this by-law and all other by-laws and special by-laws of the Corporation from time to time in force and effect;
- D. "Corporation" means the Corporation incorporated by Letters Patent issued pursuant to the *Corporations Act* of the Province of Ontario and named: The Dufferin Club of Brantford;
- E. Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

1. The name of the Club shall be The Dufferin Club of Brantford.
2. The Head Office of the Corporation shall be in the City of Brantford in the Province of Ontario and at such location as the Directors may from time to time determine by resolution.
3. The Corporate Seal of the Club shall be kept at a location set by the Board.
4. The Club, as an incorporated body shall administer its own affairs in accordance with *The Corporations Act*.
5. The Club shall conform to the City of Brantford Municipal Alcohol and Smoking-Clean Air Policies.
6. The Club's fiscal year shall end on the 31st day of October.
7. The Club shall be operated for the purpose of enjoying and participating in the sports of lawn bowling and tennis and such other sports or activities as the Board of Directors may, from time to time deem suitable. Good fellowship and social activities shall be encouraged among its members at all times.

BOARD OF DIRECTORS

8. The Club's management shall be governed by an Executive Committee known as the Board of Directors which shall have the powers of and be deemed to be Directors within the meaning of "The Corporations Act" of Ontario.
9. Each Director shall:
 - a) Be an individual;
 - b) Be at least eighteen (18) years of age;
 - c) Be able to understand the roles and responsibilities of Board membership;
 - d) Not be an undischarged bankruptcy;
 - e) Not be a person who has been found under any Act to be incapable of managing property; and
 - f) Not a person who has been found to be incapable by any court in Canada or elsewhere.
10. The Board of Directors shall consist of nine individuals: a Chairman, Vice-Chairman, Secretary, Treasurer, Immediate Past Chairman, a Racquet Sports Activity Coordinator, a Lawn Games Activity Coordinator, Director Tax and Financial Reporting, and the appointed representative of the Board of Parks Management and Recreation Commission. All Directors shall be elected for two year terms, except the Chairman, who will serve an additional two years as Immediate Past Chairman. All Directors shall be eligible for re-election and

may not serve more than three consecutive terms, providing they remain qualified. Any Director having served the maximum three terms must remain off the board for a period of one year before they are eligible for re-election. All Directors, except the Director Tax and Financial Reporting, and the appointed representative of the Board of Parks Management and Recreation Commission must be paid up members of the Club. The Director of Tax and Financial Reporting and the appointed representative of the Board of Parks Management and Recreation Commission will serve as non-voting ex-officio members and as such do not constitute part of the quorum.

11. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:
 - a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
 - b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Club in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the Act.

PROTECTION OF DIRECTORS AND OFFICERS

12. Every director in exercising his power and discharging his duties to the Corporation shall:
 - 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.
13. A director is not liable and has complied with his duties if the director exercised the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, including reliance and good faith on:
 - a) Financial statements of the Corporation represented to him by a director of the Corporation or in a report of the auditor of the Corporation or of a person who conducted a review engagement of the Corporation to present fairly the financial position of the Corporation in accordance with generally accepted accounting principles;
 - b) An interim or other financial report of the Corporation represented to him by a director of the Corporation to present fairly the financial position of the Corporation in accordance with generally accepted accounting principles;
 - c) A report or advice from a director or employee of the Corporation, if it is reasonable in the circumstances to rely on the report or advice; or
 - d) A report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by them.
14. No Director or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited

or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) complied with the Act and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

CONFLICT OF INTEREST

15. A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

NOMINATIONS

16. The Nominating Committee shall be composed of the Past Chairman of the Board or an alternate appointed by the Board, plus two other members in good standing. The Past Chairman of the Board will act as Chairman of this committee.
17. Thirty days before the date of the Annual Meeting or Special Meeting for the election of officers, the Secretary shall mail a notice to all members advising them of the date of such a meeting, stating the number of Directors to be elected, listing the Directors remaining in office and inviting nominations to be sent to the Chairman of the Nominating Committee. Any such nominations must be in writing and be signed by the nominator and nominee.
18. The Nominating Committee Chairman shall submit the list of nominees to the Secretary no later than ten days before the date of the meeting.

ELECTIONS

19. Ballots containing the names of those nominated shall be distributed at the Annual Meeting. Ballots will not be necessary if the number nominated does not exceed the number of Directors being elected. The Past Chairman will act as chief scrutineer and supervise the opening of the ballots. If necessary, he will appoint assistants to help.
20. Any tie shall be broken by the toss of a coin by the Chairman.
21. The chief scrutineer will report the results of the election to the meeting and destroy the ballots.

VACANCIES

22. If any vacancy occurs on the Board of Directors, the remaining Directors shall have the power to appoint an active member to fill such vacancy until the next Annual Meeting or until a successor is duly elected.
 - a) When an elected Director has been absent from two consecutive meetings of the Board of Directors, and the Board is satisfied that such absence is without adequate reason, the Board may remove such elected Director from office and declare a vacancy by resolution at a meeting of the Board. The Board may also remove any Director before expiry of his term of office and declare a vacancy in the event that the person's performance of their duties and obligations are considered by the Board to be either inconsistent with and/or harmful to the purposes of the Club and the performance of its undertakings.
 - b) If directors are not elected at a meeting of the members, the incumbent directors continue in office until their successors are elected.

- c) If a meeting of the members fails to elect the number or the minimum number of directors required, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum.
- d) A director ceases to hold office when the director dies, resigns, is removed in accordance with section 20(a).
- e) A resignation of a director becomes effective at the time the resignation is received by the corporation or at the time specified in the resignation, whichever is later.

REMOVAL OF DIRECTORS

23. The members of the Club may, by resolution passed by two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting elect any person in his stead for the remainder of his term.

MEETINGS

24. Meetings of the Board of Directors may be called at any time by the Chairman or in his absence, the Vice-Chairman or when a request in writing is made, by a majority of the Board. Notice of such meetings shall be delivered by any one of the following methods: Mail, telephone, facsimile or electronic mail to each director not less than seven days before the meeting shall take place. The declaration of the Secretary or Chairman that notice has been given shall be sufficient and conclusive evidence of giving such notice. If, in the opinion of the Chairman, urgent business arises, telephone notification will be sufficient.

Errors in Notice, Board of Directors

- a) No error or omission in giving such notice for a meeting of the directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat. Any director absent from a duly-called Board meeting because of error or omission of notice will have seven days from receiving of minutes to notify the Board in writing of their disagreement with any or all proceedings.
25. All questions, except those required by these by-laws to have a special majority, shall be decided by a majority vote. Each director has one vote. The Chairman shall be non-voting except in the case of a tie. In this case, the Chairman must cast the deciding vote.
26. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor or against such resolution. In the absence of the Chair his duties may be performed by the Vice-Chair, or such other director as the board may from time to time appoint for the purpose.
27. Four members of the Board shall constitute a quorum.

GENERAL POWER OF THE BOARD

28. The Board of Directors shall have the power to appoint such officers and committees as it may deem desirable and shall prescribe their duties; to fill vacancies that may occur in any office; to enforce penalties for the violation of these by-laws or any rules made by the Board or any of its committees; to call special meetings of

the Club; to make and execute contracts in the name of the Club or authorize its Officers or Committees to do so; to appoint or dismiss any officer or employee of the Club. It shall present at each Annual Meeting of the Club a properly audited financial statement showing the Club's resources and obligations and shall make such recommendations as it may deem proper for the welfare of the Club. It shall have the power to make Rules and Regulations and to do all the other things necessary for the proper operation, government and management of the Club.

SIGNATURES

29. All official documents, cheques, etc. on behalf of the Club shall be signed by any two of the following officers: Chairman, First Vice-Chairman, Secretary or Treasurer.

ELECTION OF OFFICERS

30. The Chairman of the Nominating Committee will present a suggested slate of officers for Board approval following the Annual Meeting. The following will be the officers of the Board: Past Chairman, Chairman, Vice-Chairman, Secretary and Treasurer.

GENERAL MEETING

31. A General Meeting must be called at any time by the Chairman of the Board of Directors at the request of any of the members of the Club. The request shall be in writing, accompanied by and together with the proper notice of motion, stating the purpose and signed by at least 15 members. At least 10 days' notice must be given.
32. Fifteen members shall constitute a quorum.

ANNUAL MEETINGS

33. The Annual Meeting shall be held in the third week of November. Any member, upon request, shall be provided, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the by-laws or articles.

Notice

- a) Not less than 10 and not more than 50 days written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the member of the right to vote by proxy.
34. Fifteen members shall constitute a quorum.
 35. The order of business at all meetings shall be as follows:
 - a) Reading notice of calling meeting
 - b) Report verifying quorum
 - c) Reading minutes of preceding annual or general meeting and confirming same
 - d) Confirmation of any by-laws or resolution passed by the Board of Directors
 - e) Reception of reports
 - f) Ratification of acts of Board of Directors during the year
 - g) Election of Board of Directors
 - h) Appointment of Auditors

- i) Unfinished business
- j) New business

VOTING OF MEMBERS

36. Every member 18 years of age and older that has paid his annual membership fee shall have one vote on each question arising at any special, general or annual meeting. At all meetings every question shall be decided by a simple majority of votes of the members present in person or represented by proxy, unless otherwise required by the by-laws of the Club. Every question shall be decided in the first instance by a show of hands, unless a poll be demanded, a declaration by the Chairman that a motion or resolution has been carried or not carried and duly recorded in the minutes shall be proof of the status of the question. The demand for a poll may be withdrawn, but if it is not, then the question shall be decided, with a count taken, by a majority of voters (in person or by proxy). The result of the poll shall be deemed to be the decision of the Club in general meeting upon the question. In case of a tie at any meeting of the members, the chairman of the meeting shall cast the deciding vote.

PROXY VOTES

37. Such vote may be made by duly authorized proxy, which shall be deposited with the Secretary of the Club before the meeting begins.

AMEMNDMENTS OF BY-LAWS

38. The Board of Directors may by a majority of those present at a regular or special meeting of the Board, repeal, vary or rescind any article or Section of these by-laws or enact new sections, but any such change unless in the meantime confirmed by a two-thirds vote of the members present at a Special or General Meeting, shall have force only until the next Annual General Meeting and if not then confirmed by a two-thirds vote of the members present shall from that time cease to be in force.
39. Any change of use of the present property must be presented to the general membership for approval at an Annual Meeting and does not become effective until passed at the succeeding Annual Meeting.
40. Notice in writing of any change in the by-laws of the Club to be proposed at the Annual Meeting must be given to the Secretary at least 45 days prior to the date. Notice of the proposed meeting must be received by the members at least 30 days prior to the meeting and a copy of the proposed change shall be enclosed with the notice.
41. No change shall be made in the by-laws of the Club other that as herein provided.

MEMBERSHIP

42. The membership year is from May 1 to April 30 of each year.
43. Membership fees determined and approved by the Board of Directors each year.
44. Members shall automatically cease to be member of the Club if fees are not paid by the timelines prescribed by the board. The members in default shall lose their benefits and privileges of membership, but the Board of Directors may on payment of all unpaid dues or fees reinstate any such members.

DUTIES OF OFFICERS

Chairman

45. It shall be the duty of the Chairman:
- a) to preside at all meetings of the Board and of its members
 - b) to sign, with the Secretary all legal documents
 - c) to appoint all committees not otherwise provided for
 - d) to be an ex-officio member of all standing committees
46. In his absence, his duties shall be exercised by the First Vice-Chairman who shall also be an ex-officio member of all standing committees.

Secretary

47. It shall be the duty of the Secretary:
- a) to convene all meetings of the Club and the Board of Directors
 - b) to attend and keep a record of all matters transacted at the meetings of the Directors

Treasurer

48. It shall be the duty of the Treasurer:
- a) to supervise the collection of all fees, dues, subscriptions and moneys due the Club and deposit these to the credit of the Club with its bankers as herein provided
 - b) to keep the books of the Club, a regular account of the transactions, funds, finances, assets and liabilities of the Club, subject to examination by the Board of Directors and he shall have the custody of and be responsible for the books, documents, securities and valuables of the Club
 - c) to present to the Board of Directors, when required, a general synopsis of the affairs of the Club

DUTIES OF OTHER OFFICERS AND DIRECTORS

Activity Coordinators

49. It shall be the duty of each activity coordinator to:
- a) liaise with members
 - b) work with the other coordinator to plan events or activities that involve the entire club when appropriate
 - c) to organize and run various activities such as programs, scheduled play, socials and tournaments
 - d) recruit volunteers to help with various activities as needed
 - e) to present to the Board of Directors, when required, a general synopsis of information related to activities
 - f) to perform such other duties as may be, from time to time, assigned to him by the Board of Directors
50. The duties of all officers and directors of the Club shall be such as the terms of their engagement call for or the Board of Directors requires of them.

APPLICATION OF BY-LAWS

51. In the practical application of the by-laws or any hereafter made, the construction put upon them by the Board of Directors shall be final and conclusive; every word in the singular number and masculine gender shall be applicable to the plural and feminine gender unless there is something in the subject matter or context contrary to such construction.
52. All former by-laws and amendments to such are hereby repealed. The by-laws contained herein shall become effective immediately following their adoption by a two-thirds vote of the members of the Dufferin Club

present at a meeting called for the purpose and when so adopted shall cancel, void and supersede all previous by-laws and amendments thereto.