

**BY-LAW NO.**

A By-Law relating generally to the transaction of the affairs of

**THE EAST ELGIN SPORTSMEN'S ASSOCIATION**

TABLE OF CONTENTS

Article 1 Head Office

Article 2 Seal

Article 3 Board of Directors

Article 4 Vacancies, Board of Directors

Article 5 Quorum and Meetings, Board of Directors

Article 6 Errors in Notice, Board of Directors

Article 7 Voting, Board of Directors

Article 8 Powers

Article 9 Remuneration of Directors

Article 10 Officers of Association

Article 11 Duties of the President

Article 12 Duties of the Vice-President

Article 13 Duties of the Secretary

Article 14 Duties of the Treasurer

Article 15 Duties of Other Officers

Article 16 Execution of Documents

Article 17 Books and Records

Article 18 Membership

Article 19 Annual and Other Meetings of Members

Article 20 Error or Omission in Notice

Article 21 Adjournments

Article 22 Quorum of Members

Article 23 Voting of Members

Article 24 Financial Year

Article 25 Deposit of Securities for Safekeeping

Article 26 Notice

Article 27 Borrowing

Article 28 Interpretation

Article 29 Repeal

Article 30 Amendments

**BE IT ENACTED** as a By-Law of  
**THE EAST ELGIN SPORTSMEN'S ASSOCIATION**

## HEAD OFFICE

1. The Head Office of the Association shall be in the Township of Malahide, in the Province of Ontario or as the Directors may from time to time determine.

## SEAL

2. The Association may, but is not required to, adopt a seal as the corporate seal of the Association.

## BOARD OF DIRECTORS

3. The affairs of the Association shall be managed by a Board of Directors which shall consist of not fewer than eight (8) and not more than twelve (12). The number of Directors of the Association shall be fixed by a Resolution of the Board and may be changed from time to time by further resolutions of the Board.

Each Director must be a Member of the Association must remain a Member throughout his term of office.

Each Director shall hold office for a term of two years and such office shall expire at the next annual meeting of the Members following the two-year term. At each annual meeting of the Members the requisite number of Directors shall be elected by the Members to hold office for a term of two years and so on from year to year.

At the next annual meeting of Members following the enactment of this By-Law or at the next special meeting of Members called for the purpose of electing Directors following the enactment, the Members shall elect for terms of two (2) years the number of Directors required to replace those whose terms have expired and to replace any Director whose Directorship has been terminated during his term in order to bring the total number of Directors to that which has been fixed by Resolution of the Board of Directors.

The Members of the Association may, by resolution passed by a majority 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.

A Director may resign from office upon giving a written resignation to the Association and such resignation becomes effective when received by the Association or at the time specified in the resignation, whichever is later.

A Director ceases to hold office when he dies, resigns, is removed from office by the Members or becomes disqualified to serve as a Director.

#### VACANCIES. BOARD OF DIRECTORS

4. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Members of the Association, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### QUORUM AND MEETINGS. BOARD OF DIRECTORS

5. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction in writing of any two Directors. Notice of such meetings shall be delivered, telephoned or e-mailed to each Director not less than *two (2) days* before the meeting is to take place or shall be mailed to each Director not less than *three (3) days* before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Members. The Directors may consider or transact any business, either special or general, at any meeting of the Board. Meetings of the Directors may be held by way of electronic means provided the required quorum of Directors participates in the meeting.

#### ERRORS IN NOTICE. BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and 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.

## VOTING. BOARD OF DIRECTORS

7. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall not have a second or casting vote. All votes at 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 Chairman 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 favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose. Voting by the Directors may be by way of electronic means provided all other requirements of this By-Law have been satisfied and all Directors consent to such means.

## POWERS

8. The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

## REMUNERATION OF DIRECTORS

9. The Directors shall receive no remuneration for acting as such.

## OFFICERS OF ASSOCIATION

10. There shall be a President, a Vice-President, a Secretary, and a Treasurer and such other Officers as the Board of Directors may determine from time to time. Each Officer shall be appointed by the Board from among their number at the first meeting of the Board after the annual meeting of Members.

### DUTIES OF THE PRESIDENT

11. The President shall, when present, preside at all meetings of the Members of the Association and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Association. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

### DUTIES OF THE VICE-PRESIDENT

12. During the absence or inability to act of the President, the duties and powers of the office may be exercised by the Vice-President. The Vice-President shall also perform the other duties from time to time prescribed by the Board or incident to the office.

### DUTIES OF THE SECRETARY

13. The Secretary shall attend all meetings of the Board of Directors and Members and shall record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to the Members and to the Directors. He shall be the custodian of the seal of the Association, if any, and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

### DUTIES OF THE TREASURER

14. The Treasurer shall be responsible for the preparation and presentation of budgets, Financial Statements, and books of account for the Association, the banking and disbursement of funds of the Association under the direction of the Board, the rendering to the Board of an account of all transactions as Treasurer and of the financial position of the Association, cooperating with the auditors of the Association during any audit of the accounts of the Association and shall also be responsible for such other duties as may be prescribed by the Board from time to time or incident to the office.

### DUTIES OF OTHER OFFICERS

15. The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## EXECUTION OF DOCUMENTS

16. Deeds, transfers, licences, contracts, engagements, cheques and negotiable instruments shall be signed any two (2) of the President, Vice-President, Secretary, or Treasurer.

Notwithstanding the foregoing, the Board of Directors may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract, or obligation of the Association may or shall be executed.

## BOOKS AND RECORDS

17. The Directors shall see that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable statute or law are regularly and properly kept.

## MEMBERSHIP

18. The Membership shall initially consist of the applicants for incorporation of the Association and thereafter shall consist of such other individuals who meet the qualification requirements established by the Board of Directors from time to time and who are admitted as Members by the Board of Directors.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

Each Member shall promptly be informed by the Secretary of his admission as a Member.

Persons who wish to be admitted as Members must be of good character and must be nominated by two Members of the Association.

Members shall be required to pay such annual dues as may be prescribed from time to time by the Board of Directors and the dues so prescribed may vary depending on the class of Membership. The annual dues shall be payable on or before the 31st day of December in each year.

Memberships are not transferable and terminate upon the resignation in writing or on the death of a Member or in the event of the failure of a Member to pay any dues when required. Memberships may also be terminated by resolution of the Board of Directors. Upon the termination of a Membership the Member's name shall be removed from the register of Members. Any person whose Membership is terminated may reapply for Membership in the Association.

All persons who are admitted as Members by the Board of Directors shall, initially, become Probationary Members and, as such:

- a. Shall pay all prescribed dues;
- b. Shall attest, in writing, that they have read the Association's Letters Patent, Supplementary Letters Patent, By-Laws, Policies, and all other rules of the Association and agree to abide by the provisions thereof

The probation period of each Probationary Member shall be 90 days. Upon satisfactory completion of the probation period the Probationary Member shall be eligible for full Membership in the Association and may apply for such Membership.

There shall be three classes of Membership called Class "A", Class "B", and Class "M" Memberships.

A Class "A" Member must be at least 18 years old and shall have full voting privileges.

A Class "B" Member must also be at least 18 years old but shall not have any voting privileges.

A Class "M" Member shall be a person who has not attained the age of 18 years but whose parent or guardian is a Class "A" Member and the Class "M" Member shall be supervised by such parent or guardian at all times while the Member is on the premises of the Association or attending an activity or event conducted by the Association.

A Class "M" Member shall have no voting privileges.

Any Member may apply to the Board of Directors to change his class of Membership to any other class of Membership provided such Member meets the qualification requirements, pays any difference in the prescribed annual dues, and pays any required administrative fee.

The rights and privileges of each class of Membership shall be those which are established from time to time by the Board of Directors.

### ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other general meeting of the Members shall be held at the head office of the Association or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the Financial Statements and the report of the auditors shall be presented, Directors shall be elected in accordance with this By-Law and auditors shall be appointed for the ensuing year. The Members may consider and transact any

business, either special or general, without any notice thereof at any meeting of the Members. The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the Members of the Association. No public notice nor advertisement of Members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by prepaid mail, facsimile transmission, or e-mail ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of Members may be held at any time and place without such notice if all of the Members of the Association are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Association at annual or general meetings may transact.

Meetings of the Members may be held by way of a telephone conference call provided the required quorum of Members participates in the call.

#### ERROR OR OMISSION IN NOTICE

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be his last address recorded on the books of the Association.

#### ADJOURNMENTS

21. Any meetings of the Members or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

#### QUORUM OF MEMBERS

22. A quorum for the transaction of business at any meeting of Members shall be 5% of the membership (as of January 1<sup>st</sup> of each year) entitled to vote at the meeting present in person.

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.

## VOTING OF MEMBERS

23. Subject to the provisions, if any, contained in the Letters Patent of the Association, each Class "A" Member of the Association shall at all meetings of Members be entitled to one (1) vote and he may vote by proxy. Such proxy need not himself be a Member but before voting shall produce and deposit with the Secretary sufficient confirmation of his appointment in writing from his constituent or constituents.

At all meetings of Members every question shall be decided by a majority of the votes of the Class "A" Members present in person or represented by proxy unless otherwise required by the By-Laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any voting Member. Upon a show of hands, every Class "A" Member shall have one (1) vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Class "A" Members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall not be entitled to a second or casting vote.

Voting by the Members may be way of e-mail provided all other requirements of this Bylaw have been satisfied.

## FINANCIAL YEAR

24. The fiscal year of the Association shall terminate on the 31st day of December in each year. Annual financial statements shall be made available to the membership a minimum of 21 days prior to the annual membership meeting.

## DEPOSIT OF SECURITIES FOR SAFEKEEPING

25. The securities of the Association shall be deposited for safekeeping with one (1) or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Officer or Officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the

directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### NOTICE

26. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, By-Laws or otherwise to a Member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepared transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice 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 transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer or auditor in accordance with any information believed by him to be reliable.

### BORROWING

27. The Directors may from time to time

- (a) borrow money on the credit of the Association; or
- (b) issue, sell or pledge securities of the Association; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

From time to time the Directors may authorize any Director, Officer or employee of the Association or any other person 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 Association as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

### INTERPRETATION

28. In these By-Laws and in all other By-Laws of the Association hereafter passed, unless the context otherwise requires, 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 Associations.

### REPEAL

29. Upon this By-Law coming into force all previous By-Laws of the Association shall be repealed provided that the repeal of such By-Laws shall not affect the prior operation of the By-Laws so repealed or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-Law prior to its repeal.

### AMENDMENTS

30. The By-Laws of the Association may be amended from time to time by a majority vote of class "A" members through electronic voting. A notice of motion shall be delivered to every member not less than 14 days prior to a vote called for this purpose.