

KWSSSC Constitution

THE KITCHENER-WATERLOO SERTOMA SPEED SKATING CLUB BY-LAW #2

A by-law relating generally to the transaction of the affairs of THE KITCHENER-WATERLOO SERTOMA SPEED SKATING CLUB

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THE KITCHENER-WATERLOO SERTOMA SPEED SKATING CLUB BY-LAW #2 A by-law relating generally to the transaction of the affairs of THE KITCHENER-WATERLOO SERTOMA SPEED SKATING CLUB

BE IT ENACTED as a by-law of THE KITCHENER-WATERLOO SERTOMA SPEED SKATING CLUB (hereinafter "the Corporation") as follows:

PURPOSE OF BY-LAW

1. This by-law is intended to replace and revoke all previous by-laws of the Corporation, and any and all resolutions thereof which might be inconsistent with the content hereof.
2. If any of the provisions contained in this by-law are inconsistent with those contained in the Letters Patent, the provisions in the Letters Patent shall prevail.

HEAD OFFICE

3. The Head Office of the Corporation shall be in the Regional Municipality of Waterloo, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

4. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

BOARD OF DIRECTORS - MANAGEMENT OF AFFAIRS

5. The affairs of the Corporation shall be managed by a board of directors.

BOARD OF DIRECTORS - MANAGEMENT OF AFFAIRS - MEMBER APPROVAL REQUIRED

6. In addition to any other instance referred to herein or in the Letters Patent, resolutions by the board of directors in respect of the amendment of by-laws shall only become effective once ratified by a majority of members entitled to vote actually attending in person or by proxy at a meeting called for that purpose.

BOARD OF DIRECTORS - COMPOSITION, TERM

7. The board of directors shall consist of ten directors, one of whom shall be, ex officio, the immediate past president of the Corporation, who shall remain a director until replaced by a new past president. Each director, at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation, and at least 18 years of age. Each director except for the immediate past president, shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole board of directors, except for the immediate past president, shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified.

BOARD OF DIRECTORS - NOMINATION & ELECTION

8. If, at any annual general meeting, more than nine members have been nominated to serve on the board of directors for the coming year, the President shall direct that an election be held by a show of hands or, if requested by any member, by secret ballot of those members present in person and entitled to vote.

Each member shall vote once and the nine nominees garnering the largest number of votes shall be deemed elected.

BOARD OF DIRECTORS - REMOVAL, REPLACEMENT OF DIRECTOR

9. A director shall cease to be a director upon his or her:

- a. death;
- b. resignation in writing; or
- c. removal by a vote of the members.

10. A director may submit his resignation to the board of directors. The resignation must be in writing and must be submitted to the board of directors at least 15 days prior to the next monthly meeting. Failure to submit a resignation in writing may require the board of directors to remove the director pursuant to paragraph 11 herein.

11. The members may, by resolution passed by at least two-thirds of the votes cast by means of a secret ballot at a general meeting of which 30 days notice specifying the intention to pass such resolution and the grounds for the proposed removal has been given, remove any director before the expiration of his term of office. Any director so notified may be given the opportunity to answer the grounds given for the proposed removal. The members may, by a majority of the votes cast by a secret-ballot at that meeting to remove a director, elect any person in his stead for the remainder of his term.

BOARD OF DIRECTORS - VACANCIES

12. Vacancies on the board of directors, arising through circumstances other than removal of a director under paragraph 11, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, 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.

BOARD OF DIRECTORS - QUORUM, MEETINGS

13. A quorum for the transaction of business by the board of directors shall consist of five directors. Except as otherwise required bylaw, 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. The board of director's meetings may be formally called by the President or first Vice-President or by the Secretary on direction of the President or First Vice-President, or by the Secretary on direction in writing of two directors.

14. Notice of such meetings shall be delivered, telephoned, faxed or emailed to each director not less than two days before the meeting is to take place, or shall be mailed to each director not less than five 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 of directors 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 board of director's meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The board of directors may consider or transact any business either special or general at any meeting of the board of directors.

15. No error or omission in the manner of giving or form of 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.

BOARD OF DIRECTORS - VOTING

16. Except as may be otherwise specifically provided for herein, questions arising at any meeting of the board of directors shall be decided by a majority of votes, each director, excluding the President, having a single vote. In case of an equality of votes, the President shall have the deciding vote. 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 President that a resolution has been carried and any 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 of directors may from time to time appoint for the purpose.

BOARD OF DIRECTORS - POWERS

17. In addition to the powers granted under The Corporations Act, R.S.O. 1990 the directors of the Corporation may administer the affairs of the Corporation in all things, and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorised to exercise and do. Without in any way derogating from the forgoing, 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 properties moveable or immovable, real or personal, or any right or interest owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.
18. The board of directors may not, at any time, invest funds into any stocks, bonds or shares, that are determined to be of such a risk that the financial well-being of the Corporation may be in jeopardy.

BOARD OF DIRECTORS - REMUNERATION OF DIRECTORS

19. The directors shall receive no remuneration for acting as such except that a director may be reimbursed for reasonable out of pocket expenses properly incurred for the benefit of the Corporation upon approval of the board of directors.

OFFICERS OF CORPORATION

20. There shall be a President and a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President.

OFFICERS OF CORPORATION - ELECTION

21. The President and Vice-President shall be elected by the board of directors from among their number at the first meeting of the board of directors after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board of directors, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board of directors and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board of directors.
22. The Secretary and the Treasurer or the Secretary-Treasurer shall be appointed by the directors at the first meeting of the board of directors following the Annual General Meeting of the members.

OFFICERS OF CORPORATION - DUTIES OF PRESIDENT AND FIRST VICE-PRESIDENT

23. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operation of the Corporation. The President with the Secretary or other officer appointed by the board of directors for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice- President, or any such other director as the board of directors may appoint. If the Vice-President, or such other director as the board of directors 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.
24. The President, or during th absence or inability of the President the Vice-President, or any such other director as the board of directors may appoint, shall attend all meetings of the Ontario Speed Skating Association (O.S.S.A.) and Speed Skating Canada (S.S.C.) or any successor organization, and shall be the primary contact with those organizations, and is authorized to make unilateral decisions for the well- being of the Corporation in conjunction with the O.S.S.A. and S.S.C. or any successor organization. The President will report all information received at such meetings to the board of directors.

OFFICERS OF CORPORATION - DUTIES OF SECRETARY

25. The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall send out minutes of the previous meeting and an agenda for any forthcoming meeting no less than five (5) days prior to the next meeting. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation 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.

OFFICERS OF CORPORATION - DUTIES OF TREASURER

26. The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account in full of his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

OFFICERS OF CORPORATION - DUTIES OF OTHER OFFICERS

27. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTION OF DOCUMENTS

28. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

29. The President or Vice-President, and the Secretary, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.

30. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, 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 obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

31. The board of directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP - QUALIFICATION

32. Any person or corporation may apply to the board of directors to become a member by completing such application form as may be prescribed by resolution of the board of directors.
33. The board of directors may reject an application for membership only on the basis that there are strong grounds for belief that admission of the proposed member would lead to a danger to or cause serious insecurity on the part of any other member of the Corporation.
34. The board of directors may not reject an applicant for membership on the basis of race, religion, creed, nationality or any other basis irrelevant to safety, the good order and operation of the Corporation and the enjoyment thereof by the existing membership.
35. Each member shall promptly be informed by the Secretary of his admission as a member and, upon receipt of his membership dues, his name shall be entered in the register of members.
36. Each member in good standing shall be entitled to one (1) vote on any matter arising at any special or general meeting of the members.

MEMBERSHIP - RESIGNATION

37. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors. Upon a member's resignation becoming effective, the Secretary shall remove his name from the register of members. In case of resignation, a member shall remain liable for payment of any debts owing by him to the Corporation or its agents or servants in connection with the provision of goods or services to him prior to acceptance of his resignation.

MEMBERSHIP - EXPULSION

38. The board of directors may suspend or revoke the membership of any member who has been found by the board of directors to be unacceptable. In such a case, any unused annual dues paid by the member shall be immediately refunded.
39. The board of directors may find a member to be unacceptable if:
 - a. the member is reasonably believed, on a balance of probabilities, to have:
 - i. wilfully violated the by-laws;
 - ii. wilfully violated the Procedures and Regulations of the Corporation;
 - iii. conducted himself in a manner in which the opinion of the board of directors is detrimental to the interests or reputation of the Corporation; and
 - b. the board of directors has given the member in question advance notice of the basis upon which the expulsion of the member has been proposed and a fair and reasonable opportunity to contest the same.

MEMBERSHIP - DUES

40. All dues and membership fees will be set annually by the board of directors.

41. The Treasurer shall be responsible for collecting dues. In order to do this the Treasurer shall send notices of dues and fees to members as soon as possible, on a date to be determined by the board of directors stating that these amounts are due and payable thirty days from the date of mailing of the notice, unless a member submits his resignation in writing to the board of directors.
42. Each member who pays the assigned dues and fees on or before the due date will remain a member in good standing. No member will be entitled to vote on any matter arising at any special or general meeting so long as any dues or fees remain unpaid and owing to the Corporation.
43. The board of directors shall, from time to time, by resolution, determine or change procedures to be followed in respect of collection of fees from members in default of payment of membership dues.
44. Failure to pay will constitute a default of the membership, but any such member may upon payment of all unpaid dues or fees, be reinstated by unanimous vote of the board of directors.
45. The board of directors may, from time to time, by resolution, prescribe and change methods of payment of dues.

MEMBERSHIP - ANNUAL AND OTHER MEETINGS OF MEMBERS

46. The annual general meeting of the members shall be held within sixty days of the end of the Corporation's financial year at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.
47. At every annual meeting, in addition to any other business that may be transacted, the report of the board of directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.
48. 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 Corporation. 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 or by actual delivery or by fax or by email thirty (30) 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 the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.
49. A general meeting of members shall be called by the Secretary on the written request of not less than one-tenth of the members, using the procedure set out in Part VIII of The Corporations Act, R.S.O. 1990.

MEETINGS OF MEMBERS - ERROR OR OMISSION IN NOTICE

50. No error or omission in the method of giving or form of notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall

invalidate such meeting or make void any proceedings taken thereat and any member may at anytime waive notice of any such meeting and may ratify approve and confirm any or all proceedings 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, fax number or email address recorded on the books of the Corporation. It shall be the responsibility of all members to advise the Corporation in writing of any change in contact information, including mailing address, name change, telephone number and email address.

MEETINGS OF MEMBERS - ADJOURNMENTS

51. Any meetings of the Corporation or of the board of 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. Such adjournment may be made notwithstanding that no quorum is present.

MEETINGS OF MEMBERS - QUORUM OF MEMBERS

52. A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) percent plus one (1) members present in person.

MEETINGS OF MEMBERS - VOTING OF MEMBERS

53. Subject to the provisions, if any, contained in the Letters Patent and by-laws of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one (1) vote and, if the meeting is called in respect of a proposed change to the Letters Patent or by-laws or the board of directors otherwise indicates by the resolution calling for a special meeting, members may vote by proxy. Such proxy must himself be a member and before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents.

54. At all meetings of members every question shall be decided by a majority vote of the members unless otherwise required by the by-laws of the Corporation, the Letters Patent or by-law.

55. Every question shall first be decided by a show of hands, unless a poll be demanded by any member.

56. At all meetings of members, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation 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.

57. In the case of an equality of votes at any meeting of the members the President shall be entitled to cast the deciding vote.

FINANCIAL YEAR

58. Unless otherwise fixed by the board of directors by resolution, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

CHEQUES, ETC.

59. All cheques, bills of exchange or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the

Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

60. The securities of the Corporation shall be deposited for safe-keeping with one 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 Corporation signed by such officer or officers, agent or agents of the Corporation, 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.

NOTICE

61. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, unless otherwise specified elsewhere herein such notice may be given either personally or by mail or by fax or by email addressed to the director, officer or member at his address as the same appears on the books of the Corporation. A notice or other document so sent by mail shall be held to be delivered to the addressee two days after the date of mailing, or if faxed or emailed shall be held to be delivered on the day following the day of transmission.

BORROWING

62. The board of directors may from time to time:

- a. borrow money on the credit of the Corporation; or
- b. issue, sell or pledge securities of the Corporation; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, 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 Corporation.

63. From time to time the board of directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed in order to carry out the intentions of the board of directors as aforesaid.

DISSOLUTION OF THE CORPORATION

64. Any property remaining after the payment of all debts upon the dissolution of the Corporation shall be distributed or disposed of to an organization or organizations to be decided by the board of the directors in their absolute discretion.

BY-LAWS AND AMENDMENTS, ETC.

65. Changes to the Letters Patent or the by-laws of the Corporation shall be submitted in writing to the board of directors sixty (60) days prior to the Annual General Meeting for approval in principal. The Secretary must circulate the said amendments to the members of the corporation for viewing at least thirty (30) days prior to the Annual General Meeting.
66. By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted only upon the approval of at least sixty-seven (67%) percent of the members present or represented by proxy and entitled to vote at such a meeting duly called for that purpose.

INTERPRETATION

67. In this by-law and in all other by-laws of the Corporation 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 and members shall include firms and corporations.

EFFECTIVE DATE

68. This by-law shall come into force without further formality upon its enactment.

Enacted as By-law No. 4 and signed by the directors of the Corporation pursuant to the Corporations Act, R.S.O. 1990, on the day of , 2007.

President Secretary

I hereby certify this to be a true copy of the By-Law passed by the Board of Directors of the Corporation and approved by at least sixty-seven (67%) percent of Members entitled to vote at a general meeting of the members duly called for that purpose on the day of , 2007.

Dated this day of , 20xx