ERINDALE BADMINTON CLUB

BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of Erindale Badminton Club

MISSIONSTATEMENT

Objects of Erindale Badminton Club: The mission of Erindale Badminton Club is to offer a venue or venues where Members and their registered guests are afforded an opportunity to play badminton, get exercise and socialize in a respectful and hospitable environment.

ARTICLE 1
INTERPRETATION

1.1 Definitions: In this By-law, unless the context otherwise specifies, or requires:

(a) "Act" means the Canada Corporations Act, R.S.C. 1970, c. C-32 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Club to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

(b) "Appropriate Conduct Agreement" means the agreement appended to the Club Membership Form (as periodically amended) and referred to in Article 12(2) of this By-law which denotes the rules defining appropriate conduct at the Club;

(c) "Board of Directors" means the Board of Directors of the Club;

(d) "By-law" means any By-law of the Club from time to time in force and effect;

(e) "Club" means the corporation incorporated under Part II of the Act under the name "Erindale Badminton Club";

(f) "Member" means a member of the Club;

(g) "Members" and "Membership" means the collective membership of the Club; and

(h) "Good Standing" refers to a Member who is current in the payment of any and all Club-related dues payable by him and who is not in contravention of any of the provisions of the Appropriate Conduct Agreement or any other rules and regulations of the Club as enacted from time to time;

1.2 Interpretation: In this By-law and in all other By-laws of the Club hereafter passes, 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 corporations.

ARTICLE 2
ORGANIZATION

2.1 Head Office. Until changed in accordance with the Act, the head office of the Club shall be located in the City of Mississauga.

2.2 Financial Year: Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Club shall be the 30th day of June in each year.

2.3 Auditor: The Members shall at each annual meeting appoint an auditor to audit the accounts of the Club for report to Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided, however, the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor may not be a Director, Officer or employee of the Corporation.

2.4 Books and Records: The Board of Directors shall be responsible for ensuring that all necessary books and records of the Club required by the By-laws of the Club or by any applicable statute or law are regularly and properly kept. The books and records of the Club are to be available for review by any Member upon request and shall be provided within a reasonable period of time.

2.5 Annual Financial Statements: Annual financial statements and minutes of meetings of the Board of Directors shall be published and made available for review to any member of the Club no less than 21 days before the annual general meeting..

2.6 **Borrowing Powers**: Board members and Directors are not permitted to borrow and/or grant security on property of the club.

2.7 **Communication:** All communication to members can either be in the form:

- By mail;
- By telephone;
- Electronic or other communication facility.

ARTICLE 3
MEMBERSHIP

3.1 Conditions of Membership: Membership shall be limited to persons interested in furthering the objects of the club who have signed a membership application evidencing agreement with the provisions in the Letters Patent, By-laws, policies and rules of the Club and who have paid the current year's membership dues. Membership shall be complete upon the written application receiving the approval of the Board of Directors as evidenced by the signature of a member of the Board of Directors, provided that approval may not be arbitrarily withheld. Members must be at least 18 years of age at the time of signing the application for membership. Members in good standing from the immediately preceding year are deemed accepted for membership upon signing a current year's membership application and paying the current year's membership dues by the last play day of the previous season.

3.2 Termination of Membership: Subject to the Act, the interest of a Member in the Club is non-transferable and lapses and ceases to exist upon the earlier of the Member's term of Membership expiring, the Member's resignation, death or removal in accordance with this By-law or in the event of the dissolution of the Club.

3.3 Resignation: Any Member may resign as a Member by delivering a written resignation to the president or Chairperson of the Board of Directors of the Club. A resignation shall be effective from the date specified in the resignation.

3.4 Removal: Notwithstanding Section 4.6, a quorum of two-thirds (2/3) of the Membership is required to constitute a validly held special meeting under this section. A Member may be removed as a Member of the Club if at a special meeting of Members called for that purpose, a resolution is passed to remove the Member by at least four-fifths (4/5) of the votes cast at the special meeting of Members. A Member can only be removed for cause.

3.5 Membership Dues: Membership dues shall be as determined, from time to time, by the Board of Directors. Members shall be notified of the membership dues within one (1) calendar month of the Membership renewal date.

3.6 Membership List: Any Member making a written request to the Board of Directors for a Membership List in regards to Club business shall within ten (10) days be provided with an alphabetical list of current Members consisting of their names and respective mailing addresses as they appear in the Club's records.

ARTICLE 4
MEMBERS'MEETINGS

4.1 Meeting of Members: A "meeting of Members" or "Members' meeting" shall include annual meeting of Members and special meeting of Members.

4.2 Place of Meetings: Meetings of Members may be held at any place within Mississauga as the Board may determine or outside Mississauga if a majority of the Members so agree.

4.3 Annual Meetings: Subject to the By-laws, the Board shall call, at such date and time as it determines, an annual meeting of Members for the purpose of considering the audited financial statements and reports of the Club pursuant to the Act, electing Directors, appointing the auditor and transacting such other business as may properly be brought before the meeting, provided that the annual meeting of Members shall be held within fifteen (15) months from the holding of the last annual meeting of Members.

4.4 Special Meetings: The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special general meeting of Members on receiving written requisition of at least **5%** of the Members in Good Standing.

4.5 Special Business: All business transacted at a special meeting or an annual meeting of Members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor's report, election of Directors and reappointment of the incumbent auditor, constitutes special business.

4.6 Quorum: A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act or another section of these By-laws) shall be thirty-three per cent (33%) of the Membership of the Club. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.7 Notice of Meetings: Notice of the time and place of a meeting of Members shall be provided in the manner provided in Section 4.8 of this By-law to the following:

(a) each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act):
(b) each Director; and
(c) the auditor of the Club

not less than twenty-one (21) calendar days, including the first and last day, before the meeting is to take place.

Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any resolution or By-law to be submitted to the meeting.

4.8 Method of Giving Notices: Any notice, communication or other document required to be given by the Club to a Member, Director, Officer, or auditor of the Club pursuant to the Act, the Letters Patent or By-laws or otherwise shall be sufficiently given to such person if:

(a) delivered personally, in which case it shall be deemed to have been given when so delivered,
(b) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box,
(c) to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification, or
(d) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered at such person's latest address as shown in the records of the Club and to the auditor at its business address, or if no address is given therein then to the last address of such Member or Director known to the Secretary.

4.9 Computation of Time: Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

4.10 Waiving Notice: A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.11 Persons Entitled to be Present: The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the auditor of the Club and such other persons who are entitled or required under any provision of the Act, Letters Patent or 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.

4.12 Electronic participation and electronic meeting of members are not permitted.

4.13 Chairperson of the Meeting: The chairperson of Members' meetings shall be the President or the Vice-President if the President is absent or unable to act. The President or Vice-President shall be entitled to delegate a member in Good Standing to be the chairperson in their stead.

4.14 Rights of Members: A Member in Good Standing of the Club shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote for each resolution being decided at all meetings of Members.

4.15 Votes to Govern: At all meetings of Members, every question shall be determined on a show of hands by a majority of votes cast unless otherwise specifically provided by the Act or by this By-law.

4.16 Ballots: For any resolution proposed for consideration at a special meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the resolution shall be determined by the result of such ballot.

4.17 Electronic voting by members are not permitted

4.18 Declaration by Chairperson: At any meeting, a declaration by the chair of the meeting as to whether or not the resolution or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof, provided that upon the request of any member attending the meeting the number or proportion of the votes recorded in favour of or against the motion shall be recorded.

4.19 Omissions and Errors: The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice, provided that no member objects in writing to the president of such omission or irregularity within thirty (30) days after the date of such meeting.

4.20 Adjournment: The chairperson of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. 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.

4.21 Rules of Order: Any questions of procedures at or for any meeting of Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting with reference to Robert's Rules of Order.

ARTICLE 5
BOARDOFDIRECTORS

5.1 Powers: Subject to the Act, the Letters Patent and the Members, the Board shall manage or supervise the management of the day-to-day activities and affairs of the Club.

5.2 Obligation to Account: The Board of Directors shall cause to be kept a complete record of all its acts and proceedings and present a full statement showing the condition of affairs, financial and otherwise, of the Club at each annual general meeting of Members.

5.3 Authorization of Expenditures: The Board of Directors shall have power to authorize routine expenditures on behalf of the Club from time to time.

5.4 Number: There shall be a minimum of three (3) and a maximum of ten (10) Directors. The precise number of Directors of the Club from time to time shall be determined by the Membership at a meeting of Members.

5.5 Qualifications: Each Director shall be an individual who is not less than eighteen (18) years of age and have the power under law to contract. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a Director. A Director must be in full agreement with the governing documents of the Club. A Director shall at the time of his election and during the term of office as a Director be a member of the Club in Good Standing.

5.6 Election and Term:

(a) Subject to the provisions of this By-law, Directors shall be elected by the Members at an annual meeting.

(b) The Directors' term of office shall be one year calculated from the date of the meeting at which they were elected until the annual meeting next following or until their successors are elected.

(c) The whole Board shall retire at the annual meeting at which the election of Directors is to be made but subject to the provisions of the By-laws, shall be eligible for re-election.

(d) There is no maximum term of office for a Director and as such, a Director will be eligible for re-election to the Board at the end of his term on a consecutive basis thereafter provided that such Director continues to meet the qualification requirements to be a Director.

5.7 Vacation of Office: A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, becomes disqualified to serve as Director, acquires the status of a bankrupt, becomes mentally incompetent or is convicted of any criminal offence. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer and/or a committee member, as applicable.

5.8 Resignation: A Director may resign from office by giving a written resignation to the Club and said resignation becomes effective when received by the Club or at the time specified by the resignation, whichever is later.

5.9 Removal from Office: Notwithstanding Section 4.6, a quorum of two-thirds (2/3) of the Membership is required to constitute a validly held special meeting under this section. Subject to the Act, a Director may be removed as a Director of the Club if at a special meeting of Members called for that purpose, a resolution is passed to remove the Director by at least four-fifths (4/5) of the votes cast at the special meeting of Members and Members may elect a qualified (in accordance with Section 5.5) individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. The removed Director may not be reappointed by the Board.

5.10 Filling Vacancies: Subject to Section 5.9 above, and to the provisions of the Act, a vacancy on the Board may be filled for the remainder of its term by a qualified (pursuant to Section 5.5 above) individual by resolution of a quorum of the Board. If there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any meeting of Members, the Directors then in office shall forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

5.11 Remuneration of Directors: 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 Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

5.12 Rules of Order: Any questions of procedures at or for any meeting of the Board of Directors, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting with reference to Robert's Rules of Order.

ARTICLE 6
DIRECTORS'MEETINGS

6.1 Place of Meetings: Meetings of the Board may be held at the head office of the Club or at any other place within or outside of Canada, as the Board may determine.

6.2 Calling of Meetings: Meetings of the Board may be called by the president, the vice- president or any two (2) Directors at any time.

6.3 Notice of Meetings: Unless sent by mail, seventy-two (72) hours notice of a meeting of the Board shall be given to each Director. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 4.8 of this By-law not less than twenty-one (21) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place. Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.4 First Meeting of New Board: Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

6.5 Regular Meetings: The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour as specified. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.

6.6 Quorum: A majority of the Directors in office shall form a quorum for the transaction of business provided that vacancies on the Board of Directors shall not be included when establishing the requisite quorum.

6.7 Chairperson of the Meeting: The Chairperson of Board meetings shall be the president or the vice-president if the president is absent or unable to act. In the event that the president and the vice- president are absent, the Directors who are present shall choose one of their numbers to chair the meeting.

6.8 Votes to Govern: Each Director is authorized to exercise one (1) vote for each resolution being decided. At all meetings of the Board, every resolution shall be decided by a majority of the votes cast on the resolution unless otherwise specifically provided by the Act or by this By-law.

6.9 Committees: Subject to the Act and Section 5.1 of these By-laws, the Board may, with the consent of the Members, from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by resolution of the Members. Unless otherwise determined by the Members, a committee shall have the power to fix its quorum at not less than a majority of its members and to elect its chairperson. Committee members shall receive no remuneration for acting as such save for reasonable expenses incurred in the performance of their duties.

ARTICLE 7
INDEMNITIESTODIRECTORSANDOTHERS

7.1 For the Protection of Directors and Officers: Except as otherwise provided in the Act, no director or officer for the time being of the Club shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Club where the insufficiency or deficiency of title to any property acquired by the Club or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person including any person with whom or which any monies, securities or affects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Club or for any loss, damage, or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

7.2 Indemnity of Directors and Officers: Subject to the Act, the Club shall indemnify a Director or Officer of the Club, a former Director or Officer of the Club or another individual who acts or acted at the Club's request as a Director or Officer and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Club if,

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

The Club shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted or required by the Act or the law except such costs, charges or expenses as are occasioned by their own wilful neglect or default. Nothing in this By-law shall limit the rights of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

7.3 Insurance: The Club may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Club pursuant to the immediately preceding Section.

ARTICLE 8
OFFICERS

8.1 Appointment and Election: The Membership may designate the offices of the Club, elect or appoint Officers on an annual basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Club. An Officer may, but need not be, a Director unless this By-law otherwise provides. Subject to Section 5.6, Directors shall at the time of election as a Director specify which office, if any, they will occupy if elected as a Director. A Director is deemed appointed by the Members to the office specified when elected.

8.2 Term of Office: The officers of the Club shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.

8.3 Remuneration: Officers shall receive no remuneration for acting as such except for reasonable expenses incurred in the performance of their duties.

8.4 Vacancy in Office: An Officer shall hold office until the earlier of:

(a) the expiry of the then current term of office;
(b) the Officer's resignation;
(c) such Officer ceasing to be a Director;
(d) such Officer's death; or
(e) the Officer has been removed as a director pursuant to Section 5.9,

whichever shall occur first. If any office of the Club shall become vacant, the Board of Directors may, by resolution, appoint a Member to fill such vacancy, provided that such appointment shall only be effective until the next general meeting of the Club unless such appointment is confirmed by a majority vote of the Membership

ARTICLE 9
DUTIESOFOFFICERS

9.1 Description of Offices: Unless otherwise designated by the Membership (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Club, if designated and if Officers are elected or appointed thereto, shall have the following duties and powers associated therewith:

(a) PRESIDENT - The President, shall be a Director. The President shall have the general and active management of the affairs of the Club. The President shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.

(b) VICE-PRESIDENT - The Vice-President shall be a Director. The Vice-President shall assist the President in the general and active management of the affairs of the Club. If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.

(c) SECRETARY - The Secretary shall be a Director. The Secretary shall be the secretary of all meetings of the Board, Members, and committees of the Board and, whether or not the Secretary attends, the Secretary shall enter or cause to be entered in the Club's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees; the Secretary shall be the custodian of the corporate seal, if any, all books, papers, records, documents and other instruments belonging to the Club, with the exception of the accounting and financial records.

(d) TREASURER - The Treasurer shall be a Director. The Treasurer shall be responsible to keep proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Club; whenever required, the Treasurer shall render to the Board and the Members a statement of all transactions and a statement of financial position of the Club.

(e) EQUIPMENT MANAGER - The Equipment Manager shall be a Director. The Equipment Manager shall be responsible for the direct and actual supervision and charge over all equipment used and owned by the Club.

9.2 General: The duties of all other officers of the Club shall be such as the terms of their engagement call for or the Board of Directors requires of them.

ARTICLE 10
EXECUTIONOFDOCUMENTS

10.1 Execution of Instruments in Writing: Contracts, documents or any instruments in writing requiring the signature of the Club, shall be signed by any two officers, one of whom must be the President, except in the case of cheques where they must be signed by the Treasurer and one of either the President or the Vice-President, and all contracts, documents and instruments in writing so signed shall be binding upon the Club; provided however, that no two signing officers from the same family shall execute the same contract, document or instrument in writing and no officer can sign a cheque that is payable to himself. For example, a cheque payable to the Treasurer must be signed by the President and the Vice-President.

ARTICLE 11
MINUTESOFMEETINGS

11.1 General: The minutes of meetings of the Board of Directors, committees of the Board, if any, Officers, and Members shall be available to the Membership of the Club within seven (7) days of receiving the request.

ARTICLE 12
AMENDMENTOFBY-LAWSANDRULESANDREGULATIONS

12.1 By-laws: The By-laws of the Club not embodied in the letters patent may be repealed or amended by By-law, or a new By-law relating to the requirements of subsection 155(2) of the Act, may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said By-law.

12.2 Rules and Regulations: The Board of Directors may prescribe such rules and regulations, including an Appropriate Conduct Agreement, not inconsistent with these By-laws relating to the management and operation of the Club as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Club when they shall be confirmed, and failing such confirmation at such annual meeting of Members, shall at and from that time cease to have any force and effect.

12.3 Amendment of Letters Patent: Notwithstanding the Act, the Letters Patent of the Club may only be amended by seventy-five percent (75%) of the votes cast at a Board meeting called for that purpose and sanctioned by an affirmative seventy-five percent (75%) of the votes cast at a special Members' meeting duly called for the purpose of considering the said amendment, provided that notice of such Members' meeting shall be given at least thirty (30) days prior to such Members' meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

ARTICLE 13
DISSOLUTION

13.1 General: As part of the dissolution process, all Club liabilities shall be settled and any remaining assets shall be disbursed according to the wishes of the majority of the Membership.

CERTIFIED to be By-Law No. 1 of the Club as approved, recommended and enacted by the Directors of the Club this May 26 day of 2014 , ________.

________________ President

________________ Secretary

CONFIRMED and enacted by the Members of the Club this 26 day of May 2014

____
Secretary