

# TORONTO INLINE SKATING CLUB

## BY-LAWS

### ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of Toronto Inline Skating Club, a Canadian not-for-profit Club incorporation #959200 November 7 1991.

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

- a) *Act* – the Canada Corporations Act, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) *Annual Meeting* – the annual meeting of the Members;
- c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Club;
- d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual Meeting;
- e) *Board* – the Board of Directors of the Corporation;
- f) *Club* – Toronto Inline Skating Club;
- g) *Days* – days irrespective of weekends and holidays;
- h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- i) *Officer of the Club* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- j) *Ordinary Resolution* – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- k) *Member* - Any individual, who is an athlete, coach, official, administrator, volunteer, honorary member, registered with the Club and has agreed to abide by the Corporation's Bylaws, policies, procedures, rules and regulations;
- l) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
- m) *Special Resolution* – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.3 Registered Office – The registered office of the Corporation will be located in the Greater Toronto Area at such address as the Board may, by Ordinary Resolution, determine.

1.4 No Gain for Members – The Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its objectives.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Club.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to *Call to Order* by Herb Perry (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title or program will include any successor organizational name, title or program.

1.8 Language – These By-laws have been drafted in English and may in the future be in French text if required. In the case of conflicting interpretations, the English version will prevail.

### ARTICLE II: MEMBERSHIP

#### Membership Categories

2.1 Categories – The Corporation has one category of Membership:

- a) Member

2.2 Member – An individual is registered as a member of the Club and has agreed to abide by the Club’s Bylaws, policies, procedures, rules and regulations.

### **Admission of Members**

2.3 Admission of Members – Any person will be admitted as a Member if:

- a) The candidate makes an application for membership in a manner prescribed by the Corporation.
- b) The candidate member was at any time previously a Member and the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member has met the applicable definition listed in Section 2.2; and

2.4 Minimum Requirements – Members must comply with the following minimum requirements to secure membership within the Club:

- a) Register with the Club and submit the following information:
  - i. Designation (Athlete, Coach, Official, Administrator or Volunteer)
  - ii. Name
  - iii. Address
  - iv. Telephone number (if available)
  - v. E-mail address (if available)
  - vi. Date of Birth
  - vii. Sex
  - viii. Membership with Roller Sports Canada
- b) Submit to the Club any other information requested by the Club.

### **Transfer of Membership**

2.5 Transfer – Any membership in the Club is not transferable.

### **Duration**

2.6 Duration of Membership – Membership within the Club is upon an annual basis and will terminate on March 31<sup>st</sup>, subject to re-registration in accordance with these By-laws.

### **Membership Dues**

2.7 Dues – Membership dues for all categories of membership will be determined annually by the Board.

### **Withdrawal and Termination of Membership**

2.8 Withdrawal and Termination – Membership in the Club is terminated when:

- a) The Member fails to maintain any of the qualifications or conditions of membership described in Sections 2. 2 of these By-laws
- b) The Member resigns from the Club by giving written notice to the Board or Club official, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual withdrawal becomes effective; a refund will not be provided upon resignation;
- c) The Member fails to pay membership dues or monies owed to the Club by the deadline dates established;
- d) The Member fails to comply with Club registration policies or applicable policies, whereupon an Ordinary Resolution of the Board confirming such termination will be passed;
- e) The Member’s term of membership expires; or
- f) The Club is liquidated or dissolved under the Act.

2.9 May Not Resign – A Member may not resign from the Club if the Member is subject to disciplinary investigation or action.

2.10 Discipline – A Member or Registrant may be suspended or expelled from the Club in accordance with the Club policies and procedures relating to discipline.

### **Good Standing**

2.11 Definition – A Member of the Club will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;

- c) Has completed and remitted all documents as required by the Club;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Club;
- e) Is not subject to a disciplinary investigation or action by the Club, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Had paid all required membership dues or debts to the Club, if any.

2.12 Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

### **ARTICLE III: MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by the President, the Board of Directors or upon the written requisition of members who hold five percent (5%) of the votes of the Club. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date – The Club will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Club’s preceding financial year.

3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Club makes available such a communication facility.

3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Club makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.6 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
- c) By posting on the Club ‘s website not less than thirty (21-35) days prior to the date of the meeting.

3.7 Persons Entitled to Attend – All members, the Directors and the auditor of the Club and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Club are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the voting members.

3.8 Adjournment – Any meetings of the Club may be adjourned to any time and place as determined by the Board 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 will be required for any adjourned meeting.

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

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Reports
- h) Report of Auditors

- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.10 New Business – Any Member who wishes to have new business placed on the agenda of a meeting may come from the floor.

3.11 Quorum – A minimum of five (5) voting Members will constitute a quorum.

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

### **Voting at Meetings of Members**

3.13 Voting Privileges – Members will have the following voting rights at all meetings of Members: To be eligible to vote, members will be required to be minimum 18 years of age.

- a) Members will be entitled to one (1) vote.

3.14 Proxy Voting – Members may vote by proxy if:

- a) The proxy is designated to a voting Member.
- b) The Member notified the Club in writing prior to the Members meeting of an appointment of a proxy holder who is also a voting Member;
- c) The proxy is received by the Club prior to the start of the meeting;
- d) The proxy clearly states the date of the specific meeting; and
- e) The proxy clearly states to whom the proxy is given.

3.15 Maximum Number of Proxies – No Member will hold more than one (1) proxy vote.

3.16 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.17 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a voting Member.

3.18 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes and proxy votes cast will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV: GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of five (5) Directors as follows:

- a) President
- b) Treasurer
- c) Secretary
- d) Director at Large
- e) Director at Large

### **Eligibility of Directors**

4.2 Eligibility – Any individual, who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.

### **Election of Directors**

4.3 Nomination – Any nomination of an individual for election as a Director will:

- a) Be a member of the Club
- b) Comply with the procedures established by the Club; and
- c) Nominations for elections of a Director will only be accepted from the floor.

4.4 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual Meeting prior to the elections.

4.5 Election and Term – The election of directors will take place at each Annual Meeting of members.

4.6 Decision – Elections will be decided by the voting Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided coin flip.

4.7 Terms – Elected Directors will hold office for a term of one (1) year and will hold office until their successors has been duly appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

#### **Appointment of Directors at Large**

4.8 Appointment – The Board of Directors will appoint up to a maximum of one (1) Director at Large, who meet the skills and characteristics defined in Section 4.11, upon Ordinary Resolution of the Board of Directors after the Corporation’s Annual Meeting on an annual basis. An appointed Director will serve a term of one (1) year and the number of appointed Directors cannot exceed more than one-third (1/3) of the elected Directors on an annual basis.

4.9 Skills and Characteristics – Potential appointed Directors at Large will have one or more of the following skills and/or attributes:

##### *Attributes*

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- b) Knowledge about roles and responsibilities of a Director, Board and Staff
- c) Good communications skills
- d) Experience in formulating policy
- e) Experience in thinking strategically and be an integrative thinker
- f) Knowledge about the roller sports community
- g) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- h) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- i) Strategic connectivity to key clients
- j) Ethical and values based behavior
- k) Other attributes valued by the Board of Directors

##### *Skills*

- l) Accounting designation (CA, CMA, CGA)
- m) Legal designation (LL.B)
- n) Professional qualifications (MD, PhD, MBA, Sport Science)
- o) Personnel Management (Human Resource Professional designation)
- p) Media/Marketing/Public Relations contacts/experience
- q) Fundraising and funding source contacts
- r) Grant writing, proposal writing experience
- s) Administration/Management experience
- t) Communications
- u) Government relations/contacts
- v) Organizational development/Strategic Planning experience
- w) Project Management experience
- x) Knowledge of roller sport programs from Learn to Skate to High Performance
- y) Sport Organization experience at multiple levels (local, provincial, national and international)
- z) Other skills valued by the Board of Directors

4.10 Vacancy of Appointed Director at Large - Where the position of an appointed Director at Large becomes vacant for whatever reason, the Board of Directors will appoint a qualified individual to fill the vacancy for the remainder of the term until such time as a new Director at Large is appointed in accordance with these Bylaws.

### **Suspension, Resignation and Removal of Directors**

4.11 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Club resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.12 Vacate Office – The office of any Director will be vacated automatically if the Director:

- a) Is found by a court to be of unsound mind;
- b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
- c) Is charged and/or convicted of any criminal offence related to the position;
- d) Changes their permanent residence outside of Canada; or
- e) Upon the Director's death.

4.13 Removal – A Director may be removed by Ordinary Resolution of the voting Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his position as an Officer.

4.14 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Club's policies related to discipline, by Special Resolution of the Board at a Board meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

### **Filling a Vacancy on the Board**

4.15 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy until the next Annual Meeting of Members, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles. No more than one-third (1/3) of the total number of Directors elected at the previous Annual Meeting can be appointed pursuant to this Section.

### **Meetings of the Board**

4.16 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.

4.17 Notice – Notice of Board meetings will be given to all Directors at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.18 Number of Meetings – The Board will hold at least four (4) meetings per fiscal year.

4.19 Quorum – At any meeting of the Board, quorum will consist of four (4) Directors.

4.20 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the Chairman will declare that the resolution has not been decided and will set a date for further deliberation. After further deliberation, if the vote remains tied, the resolution is defeated.

4.21 Absentee Voting – There will be no absentee or proxy voting by Directors.

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

4.23 Meetings by Telecommunications – A meeting of the Board may take place by teleconference upon the consent of the Directors.

4.24 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and for recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.25 Meetings by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

#### **Powers and Responsibilities of the Board**

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

4.27 Empowered – Notwithstanding Section 4.26, the Board will be empowered to:

- a) Make policies and procedures or manage the affairs of the Club in accordance with the Act and these By-laws.
- b) Make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- c) Make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
- e) Determine registration procedures and membership fees, dues, assessments, charges and other registration requirements.
- f) Borrow money upon the credit of the Club as it deems necessary in accordance with these Bylaws.
- g) Perform any other duties from time to time as may be in the best interests of the Club.
- h) Promote, improve, encourage and advance the recreational and competitive sport of Roller and Inline Speed Skating and hold roller and inline speed skating competitions, exhibitions and tests.

#### **ARTICLE V: OFFICERS**

5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary, Treasurer, and Director(s) at Large.

5.2 Duties – The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Club, will preside at the Annual and Special Meetings of the Club and at meetings of the Board, will be the official spokesman of the Club, and will perform such other duties as may from time to time be established by the Board.
- b) The Secretary will be responsible for the documentation of all amendments to the Club's constitution and By-laws, will ensure that all official documents and records of the Club are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Members Meeting and other meetings a report of all activities since the previous Members Meeting or other meetings, will give due notice to all voting Members of the Members Meetings of the Club, and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Club in the Club's bank account, will supervise the management and the disbursement of funds of the Club, when required will provide the

Board with an account of financial transactions and the financial position of the Club, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.3 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote. If the Officer is removed, their position as a Director will automatically and simultaneously be terminated.

5.4 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

### **Remuneration**

5.5 Remuneration – The Officers will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that they may be paid reasonable expenses incurred by them in the performance of their duties.

### **ARTICLE VI: CONFLICT OF INTEREST**

6.1 Conflict of Interest – A Director, Officer, or member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Club will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

### **ARTICLE VII: FINANCE AND MANAGEMENT**

7.1 Fiscal Year – The fiscal year of the Club will be January 1<sup>st</sup> to December 31<sup>st</sup>, or such other period as the Board may from time to time determine.

7.2 Bank – The banking business of the Club will be conducted at such financial institution as the Board may designate.

7.3 Auditor – At each Annual General Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual General Meeting. The auditor will not be an employee or a Director of the Club but shall have remuneration fixed by the Directors.

7.4 Books and Records – The necessary books and records of the Club required by these By-laws or by applicable law will be necessarily and properly kept. The Board of Directors minutes and records of the Club will not be available to the general membership of the Club but will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the head office of the Club in accordance with the Act.

7.5 Signing Authority – Contracts, agreements, deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Club will be executed by at least two of the Officers or other individual, as designated by the Board. In addition, the Board may from time to time direct a manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.

7.6 Property – The Club may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.7 Borrowing - The Board may borrow money upon the credit of the Club, after ascertaining consent from the voting members by way of Ordinary Resolution, as it deems necessary,;



- a) From any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) To limit or increase the amount to be borrowed;
- c) To issue or cause to be issued bonds, debentures or other securities of the Club and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Club, and the undertaking and rights of the Club.

7.8 Remuneration – All Directors and Officers will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors or Officers may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall be construed to preclude any Director or Officers from serving the Association in any other capacity and receiving compensation therefor.

#### **ARTICLE VIII: AMENDMENT OF BY-LAWS**

8.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately upon acceptance by the Club Directorate of Industry Canada, or any successor or replacement agency.

#### **ARTICLE IX: NOTICE**

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered, posted on the Club 's website or provided by mail, fax, electronic mail or courier to the address of record of the Club, Director or Member, as the case may be.

9.2 Date of Notice – Date of notice will be the date the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

9.3 Error in Notice – The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

#### **ARTICLE X: DISSOLUTION**

10.1 Dissolution – Upon the dissolution of the Club, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

#### **ARTICLE XI: INDEMNIFICATION**

11.1 Will Indemnify – The Club will indemnify and hold harmless out of the funds of the Club each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

11.2 Will Not Indemnify – the Club will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

11.3 Insurance – the Club will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

#### **ARTICLE XII: ADOPTION OF THESE BY-LAWS**

12.1 Ratification – These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Club entitled to vote at a Meeting of Members duly called and held on March XX, 20XX.

12.2 Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members of the Club repeal all prior Bylaws of the Club provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

12.3 Enactment – These Bylaws are hereby enacted and will come into force upon its acceptance by the Club Directorate of Industry Canada or a successor or replacement agency.