

By-Law # 2

A by-law relating generally to the transaction of the affairs of Maple Leaf Marksmen Rifle and Revolver Club ("the Corporation"), **a corporation without share capital incorporated under the Ontario Corporations Act.**

HEAD OFFICE

1. **The Board of Directors ("the Board") may from time to time by resolution fix the location of the head office of the Corporation within the place designated as such by the Letters Patent or by a special by-law of the Corporation.**

FISCAL YEAR

2. The fiscal year of the Corporation shall begin on January 1 of each year and shall end on December 31 of each year.

SEAL

3. The Corporation shall have a seal which shall be adopted and may be changed by resolution of the directors.

MEMBERS

4. **Individuals who support the objects and activities of the Corporation and who apply to the Board for admission and who pay the membership fee shall be eligible to apply for membership in the Corporation.**
5. **Individuals who apply for membership shall complete such application form and other process as has been prescribed by the Board.**
6. **Upon acceptance as a member, the membership fee prescribed by the Corporation shall be paid.**
7. **Annual membership fees shall be established by the Board from time to time.**
8. **If membership fees are not paid when required, membership in the Corporation shall be suspended until the requisite fees have been paid.**
9. **Every member in good standing and who has paid the applicable annual membership fee for that year is entitled:**
 - a) **to attend any general meeting of the Corporation;**
 - b) **to vote at any general meeting of the Corporation; and,**
 - c) **to hold any office of the Corporation if qualified.**

10. At any general meeting, each member is entitled to one vote on any given motion.

11. Membership shall cease:

- a) upon the death of a member;**
- b) if the member has not renewed his or her membership and paid the applicable annual membership fee;**
- c) if the member resigns by written notice given to the Secretary;**
- d) if the member no longer qualifies for membership in accordance with the by-laws or otherwise by law; or,**
- e) if the membership has been terminated by a vote of at least two-thirds of the members of the Board, at a meeting duly called for that purpose. Notice of the meeting shall be served on the member and shall set out the grounds for the proposed termination of his or her membership.**

12. Total membership of the Corporation may be limited to such numbers and for such period of time as the Board might determine from time to time.

MEETINGS

13. The annual general meeting of the members shall be held at such place within Ontario at such time and on such day in each year as the Board may from time to time determine provided that such annual meeting shall be held not later than 15 months after the last annual general meeting in subsequent years. The following business shall be conducted at the annual general meeting:

- a) reading of financial reports;**
- b) election of the officers and directors;**
- c) appointment of auditors, if required;**
- d) confirm and ratify all motions and resolutions made by the Board from and after the last annual general meeting; and,**
- e) any other business that may properly be brought before the meeting.**

14. The Board may from time to time, call a general meeting of the members of the Corporation. The phrase "meeting of members" includes an annual general meeting and a general meeting of members.

15. A general meeting of the members shall be called if at least 10 percent of the members of the Corporation request that a general meeting be called.

- 16. Notice of the annual general meeting or of a general meeting shall be given to the members by the Secretary at least ten (10) days before the date of the meeting.**
- 17. Any notice required to be given under the Act, the Letters Patent, the by-laws or otherwise to a member, director, officer or auditor, shall be deemed to have been given if it is:**
- a) delivered personally to the person to whom it is to be given;**
 - b) delivered to the person's address as recorded in the Corporation's records by prepaid ordinary mail; or**
 - c) sent to the person's address as recorded in the Corporation's records by any means of prepaid transmittal, delivery or recorded communication. Without limiting the generality of the foregoing, service addressed to the e-mail address shown on the Corporation's records shall constitute effective service**
- 18. The notice shall specify the business to be attended to at the annual general meeting, the general meeting or the meeting.**
- 19. Quorum for the annual general meeting or for a general meeting of the Corporation shall be ten (10) persons present in person provided that at least two (2) members, other than directors, are present in person at the meeting.**
- 20. At each meeting of members one or more scrutineers may be appointed by a resolution of the meeting or by the chairman with the consent of the meeting to serve at the meeting.**
- 21. At all meetings of the members every question, except the election of the officers and directors, shall be decided by a show of hands unless a poll thereon be required by the chairman or be demanded by any member present in person and entitled to vote.**
- 22. At all meetings of members every question shall, unless otherwise required by the Letters Patent or by-laws of the Corporation, be decided by a majority of the votes cast on the question.**
- 23. The chairperson of the meeting is entitled to a casting vote in the event a tie of votes on any matter before that meeting that has been voted upon by the members.**
24. Whenever a vote by a show of hands shall have been taken upon a question, unless a poll thereon has been demanded or is required, a declaration by the chairperson of the meeting that the vote has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prime facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other

proceeding in respect of the said question. The result of the vote shall be the decision of the Corporation in the meeting upon the question.

25. (1) If a poll is required by the chairperson of the meeting or has been demanded by any member present at the meeting and the demand has not been withdrawn before the poll has been taken, the question shall be taken in such manner as the chairperson of the meeting shall direct.

(2) Upon a poll, each member present at the meeting shall be entitled to one vote and the result of the poll shall be the decision of the Corporation on the question.

26. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

27. Any meeting of the Corporation may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

DIRECTORS

28. The affairs of the Corporation shall be managed by the Board which will consist of 15 persons who meet the qualifications set out in this by-law.

29. The directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent or otherwise unless the directors are restricted by law or by the Letters Patent from exercising those powers. These powers include, but are not limited to, the power:

- a) to enter into contracts or agreements;**
- b) to make banking and financial arrangements;**
- c) to execute documents;**
- d) to direct the way another person or persons may enter into contracts or agreements on behalf of the Corporation;**
- e) to purchase, lease or otherwise acquire, sell, exchange, or otherwise dispose of real or personal property, securities or interests for such consideration and upon such terms and conditions as the directors may consider advisable;**
- f) to borrow on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation's real or personal property; and,**

- g) to purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its members, directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation.

30. The Board may:

- a) borrow money on the credit of the Corporation;
- b) issue, sell or pledge securities of the Corporation;
- 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;
- d) delegate the powers under this clause to an officer or officers of the Corporation as the Board considers appropriate

31. Each director shall be a member of the Corporation at the time of his or her election or appointment and shall remain a member throughout his or her term of office. A director shall be at least 18 years of age. A director may not be a mentally incompetent person.

32. A person may stand for election as a director if he or she has been a paid-up member of the Corporation for at least two (2) years prior to the nomination and, if elected, must remain a member in good standing throughout his or her term.

33. No director shall be elected or appointed to hold office at a meeting of members, or, where a vacancy exists on the Board, by the remaining directors, unless such person was present at the meeting when he or she was elected or appointed and did not refuse at the meeting to act as a director or, where he or she was not present at the meeting when he or she was elected or appointed, he or she consented to act as a director in writing before his or her election or appointment or within ten (10) days after his or her election or appointment.

34. (1) Except as provided in subsection (3) of this section, one-third of the members of the Board shall be elected at each annual meeting.

(2) Except as provided in subsection (3) of this subsection, all directors whose terms have expired shall retire but, if otherwise qualified, are eligible for re-election for a three (3) year term.

(3) From and after the fiscal year 2020, a director who is not an officer and who is in the third year of his or her term as a director, may be elected as an officer and, only in these circumstances

- a) the term of that director will be extended for one (1) additional year; and,
 - b) such director shall, at the end of the one additional year described in (a) be added to that group of the one-third of the directors who must retire at the end of their term as a director
- provided that, if otherwise qualified, such director is eligible for a three (3) year term as a director.

35. The election of directors shall be by secret ballot.

36. Vacancies on the Board or of any member of the Executive Committee may be filled for the remainder of the term of office of the vacating director or officer either by members at a meeting called for that purpose or, by the remaining directors if there is a quorum of directors. If either of the foregoing processes is not followed, the vacancy shall be filled by the members at the next annual meeting of the Corporation at which directors for the ensuing year are elected.

37. The members may, by resolution passed by the majority of the votes cast at a meeting of members of which notice specifying the intention of to pass such a resolution has been given, remove any director before the expiration of his or her term of office and may, by a majority of the votes cast at such meeting, elect any qualified person in his or her stead for the remainder of his or her term.

MEETINGS OF DIRECTORS

38. A quorum for a meeting of the Board shall be eight (8).

39. The Board may hold its meetings at any place in Ontario as it may from time to time determine.

40. Meetings of the Board may be called by the President, the Vice-President, the Secretary or any two (2) members of the Board and the Secretary shall call meetings when directed or authorized by the foregoing.

41. Notice of every meeting shall be given to each director not less than forty-eight (48) hours before the meeting is to be held and such notice shall specify the general nature of any business to be transacted but no notice of a meeting is required if all elected members are present or if those absent have indicated their consent to the meeting being held in their absence.

42. No error or omission with respect to notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at the meeting.

43. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of directors may also take place

without notice immediately after an annual general meeting or a general meeting to transact any business.

- 44. The directors, except the chairperson, shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie, the chairperson of the meeting shall have a casting vote.**
- 45. A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible as prime facie proof of the number or proportion of the votes recorded in favour of or against any resolution.**
- 46. The income and property of the Corporation shall be applied solely towards the promotion of the objects of the Corporation as set forth in the Letters Patent and no portion shall be transferred directly or indirectly by way of salary, dividend, bonus or otherwise by way of any profit to any of the directors, officers or members of the Corporation.**
- 47. Resignations from the Board must be forwarded to the Secretary in writing and be presented at the next regular meeting of the Board.**
- 48. (1) The Board may appoint any agents or attorneys that it considers necessary. The persons appointed shall have the authority and shall perform the duties prescribed by the Board.**
- (2) The remuneration for any agents or attorneys shall be fixed by the Board by resolution. The resolution shall be effective on the date set out in the resolution until the next general meeting of the members, at which time it shall be confirmed by resolution of the members. If the members fail to confirm the resolution, the remuneration, payments to agents or attorneys shall cease to be made.**

CONFLICT OF INTEREST

- 49. Every director shall declare his or her interest, direct or indirect, in any contract, arrangement or proposed contract or arrangement with the Corporation, in the manner and at the time required by the Act and refrain from voting in respect to the contract or arrangement or proposed contract or arrangement prohibited by the Act.**
- 50. Every director who has any direct or indirect interest in a contract or proposed contract with the Corporation shall:**
 - a) declare his or her interest at the first meeting of the directors after which he or she became interested or aware of any such interest;**

- b) request that his or her declaration be recorded in the minutes of the meeting; and,
- c) not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.

OFFICERS

51. (1) At the annual general meeting for the fiscal year 2020 and in alternating even numbered fiscal years thereafter, the members shall elect the following officers of the Corporation for a two (2) year term: President, Treasurer, and Recording Secretary.
- (2) At the annual general meeting for the fiscal year 2020, the members shall elect the following officers for a one (1) year term: Vice-President, Secretary and Chairperson of the Membership Committee.
- (3) At the annual general meeting for the fiscal year 2021 and in alternating odd numbered fiscal years thereafter, the members shall elect the following officers for a two (2) year term: Vice President, Secretary and Chairperson of the Membership Committee.
52. The election of the officers shall be by secret ballot.
53. The President, Vice-President, Secretary, Treasurer, Recording Secretary and Chairperson of the Membership Committee shall comprise the Executive Committee.
54. An officer may but need not be a director but if a member who is not a member of the Board is elected, that officer becomes a member of the Board.
55. The Executive Committee shall have and may exercise all the powers of the Board in the management and conduct of the affairs of the Corporation in accordance with any direction or restriction provided in the Board's resolution.
56. The officers shall have the following duties:
 - a) President - chair all meetings of the Corporation and the Board, when present in person and able; have general supervision of the affairs of the Corporation; sign all by-laws and execute any documents with the Secretary; and, perform any other duties which the Board may, from time to time, assign;
 - b) Vice-President - exercise any or all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties; and perform any other duties which the Board may, from time to time, assign;

- c) **Secretary – keep and maintain the records and books of the Corporation including the registry of officers and directors, the registry of members (in conjunction with the Chairperson of the Membership Committee), the minutes of the annual general meeting, general meetings and meetings of the Board, the by-laws and resolutions; have custody of the corporate seal; certify copies of any record, registry, by-law, resolution or minute; give any notices required for the annual general meeting, general meetings and meetings of the Board; ensure that all reporting requirements to any government agency or other organization that requires such reporting as is necessary for the operation of the Club are made in a timely manner; and, perform any other duties which the Board may, from time to time assign;**
- d) **Treasurer – keep and maintain the financial records and books of the Corporation; prepare and maintain an annual operating budget for the Corporation; provide to the Board monthly detailed budget updates; countersign all cheques and other payments with the President or Vice-President, as the case may be; assist the auditor (if an auditor is required) in the preparation of the financial statements of the Corporation; and, perform any other duties which the Board may from time to time, assign;**
- e) **Recording Secretary – maintain an accurate and complete record of all minutes of all annual general meetings, general meetings and meetings of the Board; draft, print and mail all newsletters; perform any other duties which the Board may from time to time, assign;**
- f) **Chairperson of the Membership Committee – provide oversight of and attend to the duties of the Membership Committee as set out in this By-Law or as may otherwise be directed by the Board**

57. The Board may vary, add or limit the powers and duties of any officer.

58. The Past President is an ex officio officer who advises and assists the President in the discharge of the President's duties provided that the Past President shall not vote on any matters considered by the Board or, if he or she is a member of the Executive Committee, on any matters considered by the Executive Committee.

59. Notwithstanding that an officer has been elected by the members:

- a) **An officer of the Corporation may be removed from his or her office by a majority vote of the other members of the Executive Committee.**
- b) **If an officer has been removed from his or her office, such person has a right to appeal his or her removal.**
- c) **The Board, except the members of the Executive Committee and the officer who has been removed, shall hear the appeal of the officer**

who has been removed provided that such appeal is heard within ten (10) days of the effective date of the removal of the officer and provided further that the decision on the appeal shall be made within two (2) days of the hearing of the appeal.

60. The Board members hearing the appeal referred to in subsection 59 (c) shall affirm, vary or rescind the decision of the Executive Committee.

THE EXECUTIVE COMMITTEE

61. (1) The Executive Committee may establish its own rules of procedure, unless those rules have been set out in the Board's resolution.

- (2) The Executive Committee shall report to the Board all financial decisions, except decisions made for normal and regular expenses of the Club, made by the Executive Committee at the Board's next scheduled Board meeting.

THE NOMINATING COMMITTEE

62. (1) The Board shall establish a Nominating Committee which shall consist of three (3) persons, two (2) of whom shall be directors and one (1) of whom shall be a member in good standing of the Corporation but who is not a member of the Board. One (1) of the two (2) directors shall be designated by the Board as the chairperson of the Nominating Committee.

- (2) The Nominating Committee shall present a proposed slate of officers and directors to the members at the annual general meeting and, after being accepted by the members present, any further nominations may be accepted from the floor.

THE MEMBERSHIP COMMITTEE

63. (1) The Board shall establish a Membership Committee which shall consist of the person who was elected as the Chairperson of the Membership Committee, one other director and one member in good standing of the Corporation but who is not a director.

- (2) The duties of the Membership Committee are:

- a) to promote membership in the Corporation;
- b) to act on applications of candidates for membership in the Corporation;
- c) during the period of renewal of memberships, to receive applications for renewal;
- d) respond in a timely manner to all membership related matters including responses to e-mail and telephone voicemail enquiries from members or prospective members;

- e) coordinate, in conjunction with the Secretary, maintenance of the registry of members of the Club; and,
- f) perform such other duties relating to membership in the Corporation as may be directed by the Board.

64. The Chairperson of the Membership Committee shall report to the Board at regularly scheduled meetings of the Board the status of applications for membership in the Corporation, the status of renewals of membership in the Corporation, the status of the registry of members of the Club, and the status of submissions that have been made to the agent or body that secures commercial general liability insurance and directors and officers liability insurance for the Corporation.

65. The Chairperson of the Membership Committee may, with prior approval of the Executive Committee, enlist the assistance of additional members who are in good standing as members of the Corporation to process renewal applications.

OTHER COMMITTEES

66. The Board may, from time to time, appoint from the members any additional committee or committees that it might consider necessary or appropriate. The Board shall, when appointing a committee, set out the purposes of the committee, its procedures and its powers, provided that the committee shall not exercise any of the powers or carry out any of the duties that are legally required to be exercised or carried out by the Board.

INDEMNIFICATION

67. The Corporation shall indemnify and save harmless the directors and officers and their heirs, executors, administrators, successors and assigns and their estates and at all times from and against:

- a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and,
- b) all other costs, charges and expenses that he or she sustains or incurs in or about arising from or in relation to the affairs of the Corporation except costs, charges or expenses thereof that are occasioned by his or her own wilful neglect or default.

BANKING ARRANGEMENTS, CONTRACTS AND EXECUTION OF INSTRUMENTS

68. **The Board shall designate the officers and any other persons who are authorized to transact the banking affairs of the Corporation. The resolution shall provide to the designated officer or other person, the power:**
- a) to operate the Corporation's accounts with the financial institution,**
 - b) to make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any cheque, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;**
 - c) to issue receipts for and orders with respect to the property of the Corporation;**
 - d) to execute any agreements with respect to the banking affairs of the Corporation;**
 - e) to authorize any officer of the financial institution to do any act or thing on the Corporation's behalf to facilitate the banking affairs.**
69. Deeds, transfers, assignments, contracts and obligations on behalf of the Corporation may be signed by the President of the Board together with any two of the elected officers and the corporate seal shall be affixed to such instruments as require it.
- 70. All cheques and other negotiable documents for the payment of money shall be signed by two (2) signing officers, one of whom shall be the Treasurer, the President, the Vice-President, or the Secretary.**
- 71. The Board may, by resolution, authorize the payment by electronic means of normal periodic operating expenses of the Club.**
- 72. Upon dissolution of the Corporation and after payment of all debts, liabilities and other financial obligations, but subject to the provisions of the Act, the remaining assets of the Corporation shall be distributed or disposed of to charitable organizations which carry out their work in Canada.**
73. This by-law may be modified or amended only by a 75% majority vote at any general meeting provided that the Secretary shall have first given not less than ten (10) days written notice specifically notifying the members of the proposed modification or amendment and of the fact that the modification or amendment will be voted upon at the meeting.
- 74. This by-law, when adopted by the members, repeals and replaces By-law #1 dated February 10, 2002 and any previous versions of By-law #1.**

PASSED the day of , 2019.

President

Secretary

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