

Club Bylaws

BY-LAW NO- 1

A by-law relating generally to the transaction of the business and affairs of MAPLE LEAF MARKSMEN RIFLE AND REVOLVER CLUB.

BE IT ENACTED and it is hereby enacted as a by-law of Maple Leaf Marksmen Rifle and Revolver Club (hereinafter called the "Corporation") as follows:

HEAD OFFICE

1. The directors may from time-to-time by resolution fix the location of the head office of the Corporation within the place in Ontario designated as such by the articles of the Corporation or by special by-law of the Corporation.

SEAL

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

MEETING OF MEMBERS

3. **ANNUAL MEETING** - The annual meeting of the members shall be held, at such place within Ontario or at such place outside of Ontario designated by the articles of the Corporation, at such time and on such day in each year as the board, or the president, or vice-president who is a director may from time to time by resolution determine, for the purpose of hearing and receiving the reports and statements required by The Business Corporations Act to be read and laid before the Corporation at an annual meeting, electing directors, appointing, if necessary, the auditor and fixing or authorizing the board to fix his remuneration and for the transaction of such other business as may properly be brought before the meeting.

4. **GENERAL MEETING** - The board or the president or a vice-president who is a director shall have power at any time to call a general meeting of the members of the Corporation to be held at such time and at such place within Ontario or at such place outside of Ontario designated by the articles of the Corporation as may be determined by the board or the person calling the meeting. The phrase meeting of members wherever it occurs in this by-law shall mean and include an annual meeting of members and a general meeting of members.

5. **NOTICES**- No public notice or advertisement of any meeting of members shall be required, but notice of the time and place of each such meeting shall be given not less than ten days before the day of such meeting, to every member who is entered on the books of the Corporation as carrying the right to vote at the meeting.

6. **REPORTS TO MEMBERS** - Subject to the provisions of The Business Corporations Act, a copy of the financial statement and a copy of the auditor's report shall be made available to every member on demand.

7. **PERSONS ENTITLED TO BE PRESENT**- The only persons entitled to attend a meeting of the members are those entitled to a vote thereat. Every person who after making proper application of membership to the Corporation has been accepted as a member by the board and has paid the

prescribed fees, is entitled to vote at a meeting of members. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

8. **QUORUM** - Five persons present in person and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of members.
9. **RIGHT TO VOTE** - At each meeting of members every member shall be entitled to vote who is entered on the books of the Corporation as a member.
10. **ELECTION OF NEW MEMBERS** - The election of members may take place at any regular or annual meeting of the board. Each candidate will furnish his name, age, address and occupation as per an application form supplied by the Corporation. Applications must go through a safety course provided by the Corporation before membership will be considered. Following the action of the board the Membership Chair will notify the prospective member to whether he has been accepted. Negative votes from 10% of the members present at the board meeting or not less than three votes against him shall defeat the election of the candidate. Each member upon election to the club shall pay the usual initiation fee and the annual fee prescribed by the club. The annual dues are payable during the month of November. After being notified by the membership chair and unless such dues are paid by Jan 31, the delinquent member may be suspended.
11. **NUMBER OF MEMBERS** - The total membership of the Corporation may be limited each term at the discretion of the Board of Directors. Members who have been suspended or who have resigned may apply for reinstatement within one year without payment of a new initiation fee. After a period of one year they will have to apply as if they had never been members, and pay such initiation fee as set by the board. Any member suspended automatically loses all club privileges and must return his key to the club house and gate.
12. **SCRUTINEERS** - 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. Such scrutineers need not be members of the Corporation.
13. **VOTES TO GOVERN** - At all meetings of members every question shall, unless otherwise required by the articles or by-laws of the Corporation or by law, be decided by the majority of the votes duly cast on the question.
14. **SHOW OF HANDS** At all meetings of the members every question 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. Upon a show of hands every member present in person and entitled to vote shall have one vote. After a show of hands has been taken upon any question the chairman may require or any member present in person and entitled to vote may demand a poll thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be *prima 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, and the result of the vote so taken shall be the decision of the Corporation in annual or general meeting, as the case may be, upon the

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

15. POLLS If a poll be required by the chair-man of the meeting or be duly demanded by any member and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the chairman of the meeting shall direct. Upon a poll each member who is present in person shall be entitled to one vote at the meeting and the result of the poll shall be the decision of the Corporation in annual or general meeting, as the case may be, upon the question.

16. CASTING VOTE In case of an equality of votes at any-meeting of the members, either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to a second or casting vote.

17. ADJOURNMENT - The chairman at a meeting of the members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

18. AMENDMENT OF BY-LAWS - These by-laws can be modified or amended only by a 75% majority vote at any regular meeting provided the secretary at least ten days in-advance has specifically notified the membership in writing of the proposed amendment or modification and of the fact that it will be voted upon at this meeting.

DIRECTORS

19. POWER OF DIRECTORS - The affairs of the Corporation shall be managed or the management shall be supervised by its board of directors. Until changed by special bylaw or amending articles the number of the directors of the Corporation shall be 15 and, 8 shall constitute a quorum for the transaction of business at any meeting of the directors. Notwithstanding vacancies, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.

20. QUALIFICATIONS - Each director shall be 18 or more years of age and no mentally incompetent persons shall be directors and, if a director becomes mentally incompetent, he thereupon shall cease to be a director.

21. ELECTION AND TERM - Directors shall be elected yearly to hold office for 3 years and until their successors shall have been duly elected. One third of the board shall be elected at each annual meeting, and all the directors whos terms are expired shall retire, but, if qualified, are eligible for reelection. The election must be by secret ballot. Any member to be eligible to stand for office must have been a paid up member of the club for at least two consecutive years previous to nomination. The Board of directors will consist of a maximum of ten members elected from the list of sustaining members, and five elected officers, for a total of 15, from the general members.

22. REMOVAL OF DIRECTORS - The members may, by resolution passed by a majority of the votes cast at a general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

23. **VACANCIES** Vacancies on the board may be filled for the remainder of its term of office by qualified persons, either by the members at a general meeting called for the purpose or, by the remaining directors if constituting a quorum; otherwise such vacancies shall be filled at the next meeting of the members at which directors for the ensuing year are elected. If the number of directors is increased a vacancy or vacancies in the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided, or by the members at a general meeting called for the purpose of approving the increase.
24. **CONSENT OF DIRECTORS** No directors 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 was elected or appointed and did not refuse at the meeting to act as a director or where he was not present at the meeting when he was elected or appointed, he consented to act as a director in writing before his election or appointment or within ten days thereafter.
25. **CALLING OF MEETINGS** - Meetings of the board shall be held from time to time and such place, at such time and on such day as the president or a vice-president who is a director or any two directors may determine, and the secretary shall call meetings when directed or authorized by the president or by a vice-president who is a director or by any two directors. Notice of every meeting so called shall be given to each director not less than forty-eight hours before the time when the meeting is to be held, and such notice shall specify the general nature of any business to be transacted, save that no notice of a meeting shall be necessary if all the directors are present or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
26. **REGULAR MEETINGS**-The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
27. **FIRST MEETING OF NEW BOARD**- Each newly elected board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of members at which such board was elected, provided a quorum of directors be present.
28. **PLACE OF MEETING** - Meetings of the board may be held at the head office of the Corporation or any other place within or outside of Ontario.
29. **VOTES TO GOVERN** - At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.
30. **REMUNERATION** - The income and property of the club or Corporation shall be applied solely towards the promotion of the objects of the Corporation as set forth, and no portion shall be transferred directly or indirectly by way of salary, dividend, bonus or otherwise by way of profit to any directors, officers or members of the club, except should it be deemed advisable that travelling expenses be paid by the club, or to remunerate some persons for duties performed for the club. All such permissible expenditures shall be approved by a two thirds majority of the board of directors.

31. **PROTECTION OF DIRECTORS AND OFFICERS**-No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense, happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the Insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation ,shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person,with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless in or as a result of any actions suit or proceeding he is adjudged to be in breach of any duty or responsibility imposed upon him under The Business Corporations Act or under any other statute.
32. **RESIGNATIONS**- Resignations must be forwarded to the Secretary in writing and be presented by him at the next regular board meeting. No resignations will be accepted from members while indebted to the Corporation.

OFFICERS

33. **ELECTED OFFICERS** - At the annual meeting of the members before each election of directors the members shall elect a president. The prior incumbent shall continue to hold office until the election at such meeting and, in default of such election, shall continue to hold office after such meeting. In case the office of president becomes vacant at any time, such vacancy may be filled by the board from among its members.
34. **APPOINTED OR ELECTED OFFICERS**- At the annual meeting of the membersp the members shall appoint or elect a secretary, and may appoint or elect one or more vice-presidents, a treasurer a recorder, and such other officers as the board may determine including one or more assistants to any of the officers so appointed or elected. The officers so appointed or elected may but need not be members of the board. One person may hold more than one office, and if the same person holds both the office of secretary and the office of treasurer, he may be known as secretary-treasurer.
35. **TERM OF OFFICE** - The election of officers shall take place at the annual meeting by a secret ballot and the officers so elected shall hold office for one year or until their successors are elected. In the absence of written agreement to the contrary the board may remove at its pleasure any officer of the Corporation. Each prior officer shall continue to hold office until the appointment of officers at such meeting and, in default of the appointment of officers at such meeting, shall continue to hold office after such meeting.
36. **PRESIDENT**- The President shall, when present, preside at all meetings of the members and of the board and shall be charged with the general supervision of the business and affairs of the Corporation.

37. **VICE PRESIDENT**- During the absence or inability of the president his duties may be performed and his powers may be exercised by the vice-president and he shall assist the president in the discharge of his duties. A vice-president shall also perform such duties and exercise such powers as the president may from time to time delegate to him or the board may prescribe.
38. **PAST PRESIDENT** When possible, the past president of the board shall advise and assist the president in the discharge of his duties.
39. **SECRETARY** - The secretary shall give, or cause to be given all notices required to be given to members, directors and members of committees; he shall attend all meetings of the directors and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to, the Corporation and he shall perform such other duties as may from time to time be prescribed by the board. In case of inability to attend any meeting, he is to cause the necessary books and papers to be conveyed to the meeting of the members or of the board.
40. **TREASURER** - The treasurer shall keep full and accurate books of account account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board, shall, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board at the meetings thereof, or whenever required of him an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board. He shall not disburse money beyond the sum of \$200.00 in any one month without authority of the board by a passed motion, except for any regular bills pertaining to the running of the Corporation. In case of inability to attend any meeting, he is to cause the necessary books and papers to be conveyed to the meeting of the members or of the directors.
41. **RECORDING SECRETARY** - The Recording Secretary shall maintain an , accurate and complete record of all minutes from all general and annual meetings. The recording secretary shall also be responsible for the drafting, printing and mailing of all club newsletters.
42. **VARIATION OF DUTIES** From time to time the board may vary, add to or limit the powers and duties of any officer or officers.
43. **AGENTS AND ATTORNEYS** - The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise as may be thought fit.
44. **NOMINATING COMMITTEE** A nominating committee previously appointed by the board shall present a proposed slate of officers and directors to the members at the annual meeting and after being accepted by the members present, any further nominations may be accepted from the floor of the meeting.
45. **APPOINTED COMMITTEES** - From all the members of the Corporation, the board shall appoint a membership committee, whose duties are to promote membership and act on applications of

candidates for membership and turn them over to the general membership, to be voted on at a regular meeting. They shall appoint a house and grounds committee chairman, a kitchen committee chairman, a Hunter Safety Training Program chairman, a chairman for the rifle section, and a chairman for the handgun section, and any additional committee chairman which may be required from time to time.

BANKING ARRANGEMENTS, CONTRACTS, etc.

46. BANKING ARRANGEMENTS- The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other person as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money the giving of receipts for the orders relating to any property of the Corporation the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officers of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.
47. EXECUTION OF INSTRUMENTS - Deeds, transfers, assignments, contracts and obligations on behalf of the Corporation may be signed by the president of the board along with any two of the elected officers and the corporate seal shall be affixed to such instruments as require the same. Notwithstanding any provision to the contrary contained in the by-Laws of the Corporation, the board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation of the Corporation may or shall be signed. Upon dissolution of the corporation and after payment of all debts and liabilities. The remaining assets shall be distributed or disposed of to charitable organizations which carry out their work solely in the province of Ontario.

SUSTAINING MEMBERS

48. QUALIFICATIONS - A sustaining member shall be a member who owns a Demand note in the Corporation. Demand notes shall be non-interest bearing and each demand note shall have the value of Fifty Canadian Dollars. The notes shall be sold only to the members of the Corporation and the Corporation will not be responsible for any notes sold privately and they are not transferrable. The notes shall be redeemable by the Corporation 30 days after notice by either the sustaining member or the Board of Directors. No more than 10 sustaining members are to be elected to the Board of Directors but if he redeems his note he automatically loses his seat on the Board, unless he is an elected officer.
49. DEMAND NOTES - A demand note shall be noninterest bearing and have the value of Fifty Canadian Dollars. To purchase a demand note, a member must make application to the Board of Directors. The number of demand notes may be set from time to time by the Board.

FINANCIAL

50. FINANCIAL YEAR - Unless otherwise determined by resolution of the board, the first fiscal year of the Corporation shall terminate on the 31st day of December, 1975, and thereafter the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

NOTICES

51. OMISSIONS AND ERRORS- The accidental omission to give any notice to any member, director, officer, or the non-receipt of any notice, or any error in any notice not effecting the substance thereof shall not invalidate any action taken at any meeting pursuant to such notice or otherwise founded thereon.

ADMISSION TO CORPORATION PROPERTY

52. GUESTS - No guest may be introduced into or use the club facilities more than once a month, unless under the supervision of the membership committee, but this does not apply to the use of the club grounds and facilities by guests at organized matches.

53. MINORS - No person under the age of sixteen years may use the range unless accompanied by one or more of their parents or a competent adult coach who is approved by the Board of Directors.

54. INTOXICATED PERSONS- No intoxicated person will be permitted on the Corporation property. No intoxicating beverage is to be consumed while shooting is in progress.

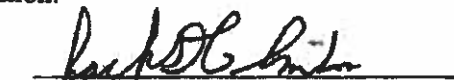
55. DAMAGE TO PROPERTY - Any member damaging or destroying club property must pay compensation as set by the board of directors and could be liable for suspension.

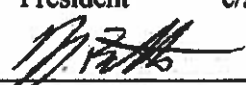
56. LOST PROPERTY - The club will not at any time be responsible for the loss of or damage to personal property of members, family, or guests.

57. TICKETS - The sale in the club house, or on the club property, of tickets of chance for any function other than those of the Corporation, is strictly forbidden, except by express permission of the board.

PASSED the 10 day of FEB. ,2002.

WITNESS the corporate seal of the Corporation.



President c/s


Secretary