

## Niagara-on-the-Lake Lawn Bowling Club

### By-Laws

**BE IT ENACTED** as a by-law of the Club as follows:

#### **Section 1 - General**

##### **1.01 Definitions**

In this by-law and all other by-laws of the Club, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Clubs Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b. "articles" means the original or restated articles of the Club or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Club.
- c. "executive" means the board of directors of the Club and both "officer" and "director" mean a member of the executive.
- d. "by-law" means this by-law and any other by-laws of the Club as amended and which are, from time to time, in force and effect.
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution.
- g. "proposal" means a proposal submitted by a member of the Club that meets the requirements of section 163 (Shareholder Proposals) of the Act.
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

##### **1.02 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **1.03 Corporate Seal**

The Club may have a corporate seal in the form approved from time to time by the executive. If a corporate seal is approved by the executive, the secretary of the Club shall be the custodian of the corporate seal.

### **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two (2) of its officers or directors. In addition, the executive may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Club to be a true copy thereof.

### **1.05 Financial Year End**

The financial year end of the Club shall be determined by the executive.

### **1.06 Banking Arrangements**

The banking business of the Club shall be transacted at such bank, trust company or other firm or Club carrying on a banking business in Canada or elsewhere as the executive may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Club and/or other persons as the executive may by resolution from time to time designate, direct or authorize.

### **1.07 Annual Financial Statements**

The Club may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Club and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **Section 2 - Membership – Matters requiring special resolution**

### **2.01 Membership Conditions**

Subject to the articles, there shall be four classes of members in the Club, namely, playing members, social members, associate members and honorary members. The Executive of the Club may, by resolution, approve the admission of the members of the Club. Members may also be admitted in such other manner as may be prescribed by the Executive by resolution. The following conditions of membership shall apply:

#### **Playing Members**

Playing membership shall be available only to individuals who wish to lawn bowl, are prepared to receive coaching as required, and pay the annual fee.

The term of membership of a Playing Member shall be annual, subject to renewal in accordance with the policies of the Club.

As set out in the articles, each playing member is entitled to receive notice of, attend and vote at all meetings of members and each such playing member shall be entitled to one (1) vote at such meetings.

### **Social Members**

Social membership shall be available to individuals who do not wish to lawn bowl, and is open to all who are prepared to pay the annual social member fee. Membership allows social members to attend Club post-jitney teas, barbecues and other social functions organized by the Club. While social members may not participate in regular bowling, they may bowl in a jitney as a guest of the Club once per month during the bowling season. Social members may not vote at the annual general meeting of the Club, or at any other meetings of members that may be called by the Club.

The term of membership of social members shall be annual, subject to renewal in accordance with the policies of the Club.

Subject to the Act and the articles, a social member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Club.

### **Associate Members**

Associate membership shall be open to individuals who are members of another lawn bowling Club in Ontario and pay the Ontario Lawn Bowling Association (OLBA) fee through that Club and are prepared to pay the annual NOTL Lawn Bowling Club associate membership fee.

Associate members may participate in all bowling activities of the Club, as well as in all social activities organized by the Club. They may not vote at the annual general meeting of the Club, or at any other meetings of members that may be called by the Club.

The term of membership of associate members shall be annual, subject to renewal in accordance with the policies of the Club.

Subject to the Act and the articles, an associate member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Club.

### **Honorary Members**

Honorary membership may, on recommendation by the Executive, be awarded to a member for special services rendered to the Club. An honorary member will not be required to pay the annual fee.

The term of membership of honorary members shall be for life, subject to review by the Executive in accordance with the policies of the Club.

Subject to the Act and the articles, an honorary member shall not be entitled to receive notice of, attend or vote at the annual general meeting of the Club, or at any other meeting of members that may be called by the Club.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **2.02 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting 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 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Club to change the manner of giving notice to members entitled to vote at a meeting of members.

## **2.03 Absentee Voting by Proxy**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members, who is unable to attend, or chooses not to attend, the meeting may vote by proxy provided:

- a. The member completes, dates, signs and submits the Club's proxy voting form to the Club Secretary at least one week prior to the meeting, and has clearly identified on the form who she/he wishes to act as his/her proxy.
- b. A member in good standing who will be in attendance at the meeting has agreed to act as a proxy for the non-attending member and has indicated their acceptance in writing by completing and signing the consent portion of non-attending member's proxy voting form prior to it being submitted to the Club Secretary.

Members voting by proxy may choose to vote through their proxy on all resolutions or motions brought forward at a meeting of members, or only on specific resolutions or motions. If he/she wishes to vote only on specific resolutions or motions, this must be clearly indicated on the proxy voting form he/she submits to the Club Secretary, and the resolutions or motions she/he wishes her/his proxy to vote on his/her behalf must also be identified on form.

Although a member may instruct his/her proxy on how he/she would like their vote to be cast on a resolution or motion, the Club shall not be responsible for ensuring that the proxy has followed those instructions, but only for accurately counting and recording the votes cast by attending members and the proxies of non-attending members.

Prior to the meeting being called to order by the Chair, the Club Secretary will confirm with proxies how to cast their proxy votes and how those votes will be counted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Club to change this method of voting by members not in attendance at a meeting of members.

## **Section 3 - Membership dues, termination and discipline**

### **3.01 Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Club.

### **3.02 Termination of Membership**

A membership in the Club is terminated when:

- a. the member dies, or, in the case of a member that is a Club, the Club is dissolved.
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws.
- c. the member resigns by delivering a written resignation to the President of the Club in which case such resignation shall be effective on the date specified in the resignation.
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws
- e. the member's term of membership expires, or
- f. the Club is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Club, automatically cease to exist.

In the event that events outside of the control of the Club, including catastrophic damage to the greens or clubhouse, a natural disaster or global pandemic, lead to the suspension or cancellation of the lawn bowling season, the Executive may choose to waive annual membership dues for all members. Should this occur, members would be considered to remain members in good standing of the Club until such time as the Club resumes operating and resumes the collection of annual membership dues. Once this has occurred, all aspects of Section 3.01 and 3.02 (above) would come back into force.

### **3.03 Discipline of Members**

The Executive shall have authority to suspend or expel any member from the Club for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Club.
- b. carrying out any conduct which may be detrimental to the Club as determined by the Executive in its sole discretion.
- c. for any other reason that the Executive in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Club.

In the event that the Executive determines that a member should be expelled or suspended from membership in the Club, the President, or such other officer as may be designated by the Executive, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Executive, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Executive, may proceed to notify the member that the member is suspended or expelled from membership in the Club. If written submissions are received in accordance with this section, the Executive will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Executive's decision shall be final and binding on the member, without any further right of appeal.

## **Section 4 - Meetings of Members**

### **4.01 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 officers, the directors and the public accountant 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 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 members.

### **4.02 Chair of the Meeting**

In the event that the President (who is chair of the Executive) and the Vice-president (who is vice-chair of the Executive) of the Club are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.03 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 50% of the members entitled to vote at the meeting (NB: members who have given their proxy to a member of the Club in good standing who is present at the meeting shall be considered to be present at the meeting themselves for the purpose of establishing the presence of a quorum). 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.

#### **4.04 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. Unless a motion has been made and passed at the meeting that requires a secret ballot to be taken, votes shall be cast by a show of hands. Members who are voting as proxies on behalf of members not in attendance at the meeting will be asked to state how many votes they are casting for and against any resolutions or motions put to the members present at the meeting for a vote (as per Section 2.03). The chair of the meeting (generally the President) shall not have a vote. However, in case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting shall have a casting vote.

### **Section 5 - Directors**

#### **5.01 Election and Term**

Subject to the articles, the members will elect the officers and directors of the Club at the first meeting of members and at each succeeding annual meeting at which an election of officers and directors is required, and the officers and directors shall be elected to hold office for a term of one year. Officers and directors may be elected to serve a second term in office in the same position, either consecutive to their first term or subsequently. Normally, officers and directors should not serve more than two terms on the Executive in the same position, however, they may do so if there are no other nominees willing to assume those positions.

### **Section 6 - Meetings of directors**

#### **6.01 Calling of Meetings**

Meetings of the Executive may be called by the President of the Club, the Vice-president of the Club or any two (2) officers or directors at any time. If the Corporation

has only one director, that director may call and constitute a meeting.

## **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Executive shall be given to every officer and director of the Club not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Club in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the officers and 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. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

## **6.03 Regular Meetings**

The Executive may appoint a day or days in any month or months for regular meetings of the Executive at a place and hour to be named. A copy of any resolution of the Executive fixing the place and time of such regular meetings of the Executive shall be sent to each officer and director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

## **6.04 Votes to Govern**

At all meetings of the Executive, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting (generally the President) shall not have a vote. However, in case of an equality of votes, the chair of the meeting shall have a casting vote.

## **6.05 Committees**

The Executive may 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 Executive shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Executive may from time to time make. Any committee member may be removed by resolution of the Executive.



## **Section 7 – Officers and Directors**

### **7.01 Description of Offices**

Unless otherwise specified by the Executive 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 appointed, shall have the following duties and powers associated with their positions:

#### **Officers:**

- a. **President of the Club** - The President of the Club shall be a director of the Club. He/she shall be chair of the Executive and, when present, shall preside at all meetings of the Executive and of the members. The President shall have such other duties and powers as the Executive may specify, including:
- shall call Executive meetings as required.
  - shall be ex-officio member of all committees.
  - shall be one of the signing authorities of the Club.
  - shall report on the Club's activities at each annual meeting
  - shall write appropriate letters of thanks to all tournament sponsors.

In addition, the President shall be the chief executive officer of the Club and shall be responsible for implementing the strategic plans and policies of the Club. The President shall, subject to the authority of the Executive, have general supervision of the affairs of the Club.

- b. **Vice-President of the Club** - The Vice-president shall be a director. He/she shall be the vice-chair of the Executive. If the President of the Club is absent or is unable or refuses to act, the Vice-President of the Club shall, when present, preside at all meetings of the Executive and of the members. The Vice-president shall have such other duties and powers as the Executive may specify, including:
- in the absence of the President or his/her inability to act, shall assume all the President's duties and responsibilities or shall ensure that such duties are assigned to another member or to members of the Executive.
  - shall be one of the signing authorities of the Club.
  - shall be responsible for allocation of such keys as are required by the Community Centre Management and the Club Executive
  - shall be responsible for the Health and Safety aspects of the Club.
  - shall sit on the greens oversight committee.
  - shall be responsible for obtaining tournament sponsors and obtaining the sponsorship money from them.

**c. Immediate Past President**

- shall chair the Nominating Committee for Members of the following year Executive.
- shall perform special assignments that may be requested by the Executive.

**d. Secretary**

If appointed, the Secretary shall attend and be the Secretary of all meetings of the Executive, members and committees of the Executive. 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 public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Club. The Secretary shall have such other duties and powers as the Executive may specify, including:

- shall be responsible for preparing and mailing or e-mailing correspondence on behalf of the Club, at the direction of the President of the Club or Executive
- shall undertake ongoing liaison with the OLBA and its District 6 (note, receipt of dues/payments to the Club, and payment of dues to third-party organizations/clubs is the responsibility of the Treasurer)
- shall receive correspondence and information and post on bulletin board or distribute to other officers or directors, as appropriate.

**e. Treasurer**

The Treasurer must be one of the signing officers of the Club, and shall have such powers and duties as the Executive may specify, including:

- shall be responsible for the administration of the Club's financial resources, including receiving and depositing membership dues, and funds from other sources, and, as appropriate, payment of dues to third-party organizations such as the OLBA.
- shall keep records of transactions required to prepare the annual financial review of the Club assets, liabilities, balance sheet and accounts, and collect and provide all other necessary information for the annual financial review.
- shall maintain the Club bank accounts and oversee its cash advances, including the disbursement of cash advances to other recipients that may be

authorized by the Executive, and for ensuring that such advances are properly accounted for.

- shall be responsible for the accounting for and depositing of funds related to the rental of bowls owned by the Club and keep a record of the receipts.
- shall undertake to stay informed of the investment alternatives available to the Club, and keep the Club's available funds invested in low- to moderate- risk investments that provide reasonable financial returns to the Club while minimizing risk.
- shall ensure prompt renewals of the Club's short-term investments such as term deposits and investment certificate.
- shall strike a finance committee when required to do so, and shall sit as the chair of such a committee.
- under the direction of the Executive, shall ensure the appointment of an internal Auditor to make an annual financial review of the Club Operating Fund and report at the Annual meeting

The powers and duties of all other officers of the Club shall be such as the terms of their engagement call for or the Executive or President requires of them. The Executive may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **Directors:**

#### **Director – Membership and Publicity**

The Director – Membership shall be a member of the Executive, and have such powers and duties as the Executive may specify, including:

- shall process new and renewal membership applications in cooperation with the Treasurer, ensuring that all policies set by the Executive with regards to the acceptance of new members into the Club and the continuance of membership for renewing members are respected.
- maintaining membership lists as well as member contact information, emergency contact information and annual membership fee payment status.
- shall keep Club Secretary apprised of members who have not paid their annual membership fee in advance of the payment deadlines established by the Executive, to facilitate the sending of payment reminders, as required.
- shall liaise with OLBA on membership database issues and member information as needed.
- shall ensure that new members are appropriately welcomed and that they are made aware of the Club's rules, regulations and customs.

- shall plan and implement a publicity program regarding the Club's activities in the community as appropriate.
- shall plan and implement a program to increase Club membership.
- shall update the Club website with records newspaper and other publicity efforts.
- shall gather information from coordinators of 4-3-2-1, pairs league, Frontier ladies, senior men's league, in-house tournaments, and Club members and produce a monthly Newsletter which is sent out to all Club members.
- shall arrange coverage by local press of events within the Club such as official opening, special events, etc.
- shall arrange to have photographs taken throughout the year and provide appropriate photos of Club activities as well as Club media releases to NOTL newspapers.

### **Director – Greens, Grounds, & Equipment**

The Director – Greens, Grounds and Equipment shall be a member of the Executive, and have such powers and duties as the Executive may specify, including:

- shall recruit an appropriate number of committee members to adequately share the work and, where necessary, solicit assistance from other members of the Club.
- shall make arrangements for the setting up and dismantling of the playing area for each, game session or tournament.
- shall be responsible for organizing and maintaining the Club's storage shed, Club greens and equipment.
- shall water on a regular basis the various planters, flower border, etc. within the confines of the fence around the greens.
- shall determine from other committees the schedules of, and required arrangements for, all Club playing sessions including local games and special events.
- shall have final responsibility in determining whether the greens are playable at a given time.
- shall Chair the Greens Oversight Committee.
- shall, in cooperation with all Members of the Executive, operate a program endeavouring to secure used bowls of sizes and quality suitable for sale and rental to members.
- shall handle bowls that are accepted as donations and become Club property and will liaise with the Club Executive regarding disposal/sale of such acquisitions unless specific instructions to the contrary are given by the donor.

## **Director – Supplies & Social Committee**

The Director – Supplies and Social Committee shall be a member of the Executive, and have such powers and duties as the Executive may specify, including:

- Shall be responsible for organizing and hosting Saturday Club teas, monthly barbecues and other Club-sanctioned social programs, and/or for recruiting volunteers from the membership to organize and host them.
- shall recruit sufficient committee members to adequately share the work and, where necessary, solicit assistance from other members of the Club.
- shall keep records of receipts and expenditures relating to any and all cash advances provided by the Club to undertake Club social events, in a manner satisfactory to the Treasurer.
- shall coordinate a rota of members to assist with the Club's Saturday teas and encourage all members of the Club to take a turn organizing and hosting these events at least once during the playing season.
- shall coordinate the monthly barbecues/catered suppers via sign-up sheets and ensure organizers/hosts are in place to conduct these events.
- shall assist those in charge of local or inter-Club events when refreshments are required.
- shall arrange for the cleaning of kitchen area, fridge in the locker room and other areas after Club events.
- shall be responsible for maintaining adequate inventory of the Club's refreshment supplies and making timely purchases to avoid shortages.

## **Director – Capital Improvements and Grants Committee**

The Director - Capital Improvements and Grants Committee shall be a member of the Executive, and have such powers and duties as the Executive may specify, including:

- shall undertake strategic planning, with other Club Officers and Directors, to review and update annually the estimated costs of all foreseen capital improvements such as, but not limited to, green maintenance and replacement, bowls of various weights and sizes for new Member rentals, etc.
- shall identify possible grants, gifts or fund-raising opportunities through which Club resources might be augmented.
- shall work with the OLBA, the Town (through the President), local politicians to keep a log, with specific funding details, of recent successful grant applications so that they may be used as guidance for future grant applications on behalf of the NOTL Lawn Bowling Club.
- shall identify and quantify opportunities for enhanced outreach programs, financial support, etc.

**Director at Large** shall be a member of the Executive, and have such powers and duties as the Executive may specify, including:

- shall sit on the greens oversight committee.
- shall sit as the chair of any ad hoc committees struck by the Executive.

## **7.02 Vacancy in Office**

In the absence of a written agreement to the contrary, the Executive may remove, whether for cause or without cause, any officer or director of the Club. Unless so removed, an officer or director shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a member of the Executive,
- d. such officer's death.

If the office of any officer of the Club shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **Section 8 - Notices**

### **8.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Executive, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Executive or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Club or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Club in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Executive in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Club to any notice or other document to be given by the Club may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **8.02 Invalidity of any provisions of this by-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

### **8.03 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the Executive or public accountant, or the non-receipt of any notice by any such person where the Club has provided notice in accordance with the by-laws 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.

## **Section 9 - Dispute resolution**

### **9.01 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Club are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

### **9.02 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Club arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Club is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Club as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Executive of the Club) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Club is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

**Section 10 - Effective date**

**10.01 Effective Date**

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Executive.

CERTIFIED to be By-Law No. 1 of the Club, as enacted by the directors of the Club by resolution on the \_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ and confirmed by the members of the \_\_\_\_\_ Club by special resolution on the \_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Dated as of the \_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

[Indicate name of director/officer]