

CONSTITUTION
AND
BY-LAWS
OF
THE STITTSVILLE FRIENDSHIP CLUB
Revised March 2026

TABLE OF CONTENTS

ARTICLES OF INCORPORATION.....	4
ARTICLE I NAME OF THE CORPORATION:	4
ARTICLE II REGISTERED OFFICE PROVINCE:	4
ARTICLE III MEMBER CLASSES AND VOTING RIGHTS:	4
ARTICLE IV NUMBER OF DIRECTORS:.....	4
ARTICLE V ACTIVITY RESTRICTIONS:.....	4
ARTICLE VI STATEMENT OF PURPOSE:	4
ARTICLE VIII DISTRIBUTION OF PROPERTY ON LIQUIDATION	5
BY-LAWS	6
BY-LAW 1. DEFINITIONS	6
BY-LAW 2. MEMBERSHIP:.....	6
A) MEMBERSHIP TYPES:.....	6
B) ELIGIBILITY:.....	7
C) TERMINATION OF MEMBERSHIP:	7
D) EFFECT OF TERMINATION OF MEMBERSHIP	7
E) TRANSFERRING MEMBERSHIP	7
F) RIGHTS AND OBLIGATIONS:	7
G) VOTING.....	8
H) MEMBERSHIP DUES:	8
BY-LAW 3. BOARD OF DIRECTORS:.....	8
A) NUMBER OF DIRECTORS	8
B) TERM OF OFFICE OF DIRECTORS	8
C) REMUNERATION:	9
D) DUTIES AND POWERS:	9
E) INDEMNIFICATION	10
BY-LAW 4. OFFICERS	10
A) APPOINTMENT OF OFFICERS.....	10
B) DUTIES AND POWERS	10
C) INDEMNIFICATION	12
BY-LAW 5. MEETINGS:	12
A) MEMBERSHIP MEETINGS:.....	12
B) CHAIR OF MEETING OF MEMBERS	12
C) PLACE OF MEETING OF MEMBERS	13
D) PERSONS ENTITLED TO BE PRESENT AT MEETINGS OF MEMBERS	13
E) QUORUM AT MEETINGS OF MEMBERS	13

F)	ANNUAL MEETING.....	13
G)	PARTICIPATION BY ELECTRONIC MEANS AT MEETING OF MEMBERS.....	13
H)	MEETING OF MEMBERS HELD ENTIRELY BY ELECTRONIC MEANS.....	14
I)	NOTICE OF MEETING OF MEMBERS.....	14
J)	MEMBERS CALLING A MEETING OF MEMBERS.....	14
K)	COST OF PUBLISHING PROPOSALS FOR ANNUAL MEETINGS OF MEMBERS.....	14
L)	BOARD OF DIRECTOR MEETINGS:	14
M)	QUORUM AT MEETINGS OF DIRECTORS.....	14
O)	DIRECTORS MEETING NOTICE:	15
P)	PROPOSALS NOMINATING DIRECTORS AT ANNUAL MEETING OF MEMBERS.....	15
Q)	METHOD OF GIVING NOTICE OF DIRECTORS MEETING.....	16
R)	VOTING PROCEDURES:	17
BY-LAW 6. FINANCES		17
A)	FINANCIAL YEAR END.....	17
B)	BORROWING POWER.....	17
C)	FINANCIAL REPORTING:.....	17
D)	ANNUAL FINANCIAL STATEMENTS :	18
E)	BUDGETING:	18
F)	FUNDING:.....	18
G)	EXECUTION OF DOCUMENTS	18
BY-LAW 7. BYLAW AMENDMENTS:.....		18
A)	AMENDMENTS	18
B)	ADOPTION OF BYLAWS	18
BY-LAW 8. PURPOSE:.....		19
BY-LAW 9. COMMITTEES:		19
A)	STANDING COMMITTEES	19
B)	AD HOC COMMITTEES.....	19
C)	ELECTION COMMITTEE.....	19
BY-LAW 10. DISSOLUTION:		20
BY-LAW 11. DISPUTE RESOLUTION		20
BY-LAW 12. COMMENCEMENT		21

ARTICLES OF INCORPORATION

ARTICLE I NAME OF THE CORPORATION:

Stittsville Friendship Club

ARTICLE II REGISTERED OFFICE PROVINCE:

77 Snowberry Way, Ottawa, ON, K2M 1C2

ARTICLE III MEMBER CLASSES AND VOTING RIGHTS:

The Corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation

ARTICLE IV NUMBER OF DIRECTORS:

Minimum 1 and Maximum 10

ARTICLE V ACTIVITY RESTRICTIONS:

None

ARTICLE VI STATEMENT OF PURPOSE:

- To relieve conditions attributable to being aged such as loneliness, isolation and physical or mental incapacity by providing recreational, social, and physical fitness programs for aged individuals.

- To advance education by providing publicly available scholarships, bursaries, and other forms of financial assistance to students, to encourage academic excellence.

- To receive and maintain a fund or funds and to apply all or part of the principle and income therefrom, from time to time, to qualified donees as defined in Subsection 149.1(1) of the Income Tax Act (Canada), that relieve poverty.

- To undertake activities ancillary and incidental to the attainment of the above charitable purposes.

ARTICLE VII ANNUAL RETURN

Every year file an annual return between 24 April and 23 June

ARTICLE VIII

DISTRIBUTION OF PROPERTY ON LIQUIDATION

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act

BY-LAWS

BY-LAW 1. DEFINITIONS

- (A) In this by-law and all other by-laws of the corporation, unless the context otherwise requires:
- (B) "Act" means the Canada Not-For-Profit Corporations 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;
- (C) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation;
- (D) "board" means the board of directors of the corporation and "director" means a member of the board;
- (E) "by-law" means this by-law and any other by-law of the corporation as amended and which are, from time to time, in force and effect;
- (F) "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;
- (G) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (H) "proposal" means a proposal submitted by a member of the corporation that meets the requirements of section 163 (Member Proposals) of the Act;
- (I) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (J) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

BY-LAW 2. MEMBERSHIP:

A) MEMBERSHIP TYPES:

Subject to the Articles, there shall be one class of members in the corporation.

B) ELIGIBILITY:

Membership in the corporation shall be available only to individuals interested in furthering the corporation's purposes and who have applied for and been accepted into membership in the corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the corporation.

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).

C) TERMINATION OF MEMBERSHIP:

A membership in the corporation is terminated when:

- a) the member dies or resigns;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership expires; or
- d) the corporation is liquidated and dissolved under the Act.

D) EFFECT OF TERMINATION OF MEMBERSHIP

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

E) TRANSFERRING MEMBERSHIP

Transferring Membership is not an option

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

F) RIGHTS AND OBLIGATIONS:

The Corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation

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).

G) VOTING

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 questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

H) MEMBERSHIP DUES:

- a. There shall be an annual fee charged.
- b. Fees and terms of payment shall be set at the annual meeting or at a monthly luncheon meeting. At least forty (40) members must be present.

"Members shall be notified in writing of any membership dues payable by them, and failure to pay within one month of the membership renewal date shall automatically result in termination of membership,".

BY-LAW 3. BOARD OF DIRECTORS:

A) NUMBER OF DIRECTORS

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the corporation or its affiliates.

B) TERM OF OFFICE OF DIRECTORS

At the first election of Directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

C) REMUNERATION:

The Directors and Officers of the Corporation will be chosen from the available volunteers and will not be paid for their services.

D) DUTIES AND POWERS:

Directors are expected to "manage or supervise the management of the activities and affairs of the corporation". This means they are responsible for the nonprofit's actions and must act honestly, sincerely, and in the best interests of the organization.

Key Responsibilities of Directors:

a. Fiduciary Duty:

Directors have a fiduciary duty to the organization, which includes the duties of loyalty, care, and obedience. This means they must act in the best interests of the organization, not their own, and must exercise reasonable care and diligence.

b. Strategic Oversight:

Directors are responsible for setting the overall strategic direction of the organization, ensuring it aligns with its mission and goals.

c. Financial Oversight:

Directors have a responsibility to ensure the organization's financial health, including overseeing budget development, monitoring financial performance, and ensuring proper financial management practices.

d. Compliance:

Directors must ensure the organization complies with all applicable laws and regulations, as well as its own bylaws.

e. Management Oversight:

Directors are responsible for overseeing the organization's management, including hiring, evaluating, and terminating key staff, such as the CEO or Executive Director.

g. Fundraising and Resource Development:

Directors may be involved in fundraising activities and resource development efforts to support the organization's mission.

h. Networking and Representation:

Directors may be involved in networking activities and representing the organization to external stakeholders.

E) INDEMNIFICATION

The Treasurer of the Corporation will arrange on an annual basis insurance to indemnify Directors and Officers from liability.

BY-LAW 4. OFFICERS

A) APPOINTMENT OF OFFICERS

The board of directors appoints officers, and they can choose to appoint a director as an officer. Additionally, multiple officer positions can be held by the same individual. The board will fix officer positions, powers and duties and shall consist of the President, Vice-President, Secretary, Treasurer, Corresponding Secretary, Membership Convener, Entertainment Convener, Property Manager, Activities Coordinator and Past President.

B) DUTIES AND POWERS

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.

President – If appointed, the president shall be the chief executive officer of the corporation and shall be responsible for implementing the strategic plans and policies of the corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the corporation and assume the role of Chair of the Board.

Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the corporation'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 corporation.

Treasurer – If appointed, the treasurer shall:

1. Administer the financial affairs of the Club, including Insurance Coverage.
2. Receive all monies for fees and other club activities.
3. Disburse funds only when proper statements and receipts have been presented, and:
 - a) The purchase or expenditure has been approved by the Executive or a General Meeting and such is recorded in the Minutes To be paid by cheque as far as possible.
 - b) The purchase is of an urgent nature and does not exceed \$150 in cost, and when orally or otherwise approved by the President, or the Executive member whose function is served by the purchase – and such approval has been communicated to the Treasurer. To be paid by cheque as far as possible.
 - c) Maintain accurate records and accounts and have custody of these and Club securities, and submit to every Executive Meeting an up-to-date Financial Statement.
 - d) Prepare an Annual Financial Statement for presentation to the members at the Annual Meeting.

The duties and powers of all other officers of the corporation are determined based on their mandate or the needs of the board of directors or the president. Subject to the Act, the board of directors may modify, increase, or limit the duties and powers of any officer.

C) INDEMNIFICATION

The Treasurer of the Corporation will arrange on an annual basis insurances to indemnify Directors and Officers from liability.

D) OFFICER VACANCIES

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the corporation. Unless so removed, an officer 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 director (if a necessary qualification of appointment) or
- d) such officer's death.

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

BY-LAW 5. MEETINGS:

A) MEMBERSHIP MEETINGS:

Meetings of the general membership shall be called by the President.

B) CHAIR OF MEETING OF MEMBERS

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

C) PLACE OF MEETING OF MEMBERS

Directors decide place of meeting of members (this is the default rule in the NFP Act and will be applied unless you override it by selecting one of the other options)

Subject to compliance with section 159 (Place of meetings of members) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

D) PERSONS ENTITLED TO BE PRESENT AT MEETINGS OF MEMBERS

Members, non-members, directors and the public accountant of the corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the meeting of members according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

E) QUORUM AT MEETINGS OF MEMBERS

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be at least thirty (30) members. 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.

F) ANNUAL MEETING

- I. The Annual Meeting shall be held for:
- II. The nomination and election of the **Directors** ~~Executive Officers~~ in the election year.
- III. The reports of the Executive.
- IV. The Annual Financial Statement from the Treasurer and the Club Auditor(s).
- V. Appointment of public accountant (new requirement)
- VI. In addition to Monthly General Meetings, the consideration of, and voting on, proposed amendments to the Constitution and/or By-Laws.
- VII. Such other business as may be deemed necessary or helpful to furthering the purpose and objectives of the Club.

G) PARTICIPATION BY ELECTRONIC MEANS AT MEETING OF MEMBERS

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

H) MEETING OF MEMBERS HELD ENTIRELY BY ELECTRONIC MEANS

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

I) 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 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. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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 corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

J) MEMBERS CALLING A MEETING OF MEMBERS

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

K) COST OF PUBLISHING PROPOSALS FOR ANNUAL MEETINGS OF MEMBERS

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

L) BOARD OF DIRECTOR MEETINGS:

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, 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.

M) QUORUM AT MEETINGS OF DIRECTORS

A quorum at any meeting of the Directors shall be at least three(3) Directors.

N) CALLING OF MEETINGS OF BOARD OF DIRECTORS

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the corporation has only one director, that director may call and constitute a meeting.

O) DIRECTORS MEETING NOTICE:

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the corporation not less than 5 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 corporation 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 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.

P) PROPOSALS NOMINATING DIRECTORS AT ANNUAL MEETING OF MEMBERS

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

Q) METOD OF GIVING NOTICE OF DIRECTORS MEETING

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board 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 corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- 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 board 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 corporation to any notice or other document to be given by the corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

R) VOTING PROCEDURES:

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

BY-LAW 6. FINANCES

A) FINANCIAL YEAR END

The financial year end of the corporation shall be April 30 in each year.

B) BORROWING POWER

If authorized by a resolution which is duly adopted by the board of directors and confirmed by ordinary resolution of the members, the board of directors may from time to time:

- a) borrow money on the credit of the corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such resolution may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

C) FINANCIAL REPORTING:

The Treasurer will

1. Maintain accurate records and accounts and have custody of these and Club securities, and submit to every Board Meeting an up-to-date Financial Statement.
2. Prepare an Annual Financial Statement for presentation to the members at the Annual Meeting.

3. Arrange for the Public Accountant to review and Report on Annual Financial Results

D) ANNUAL FINANCIAL STATEMENTS :

The corporation 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 corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

E) BUDGETING:

Based on the financial goals and objectives set by the Board of Directors, the Treasurer will

- i. prepare a draft budget for review and approval of the Board of Directors.
- ii. re-evaluate the budget at least monthly (or more frequently) to ensure it aligns with these goals and financial circumstances.

F) FUNDING:

Sources of funding for the Corporation will include membership fees, grants, donations and fundraising activities.

G) EXECUTION OF DOCUMENTS

The signing officers shall be the Treasurer or the President, plus the Vice-President or Correspondence Secretary in the absence of one of the above.

BY-LAW 7. BYLAW AMENDMENTS:

A) AMENDMENTS

The constitution may be amended at the Annual General Meeting or Monthly Board Meetings and Luncheons as defined in the By-Laws.

B) ADOPTION OF BYLAWS

This Constitution and these By-Laws may be revised, amended, supplemented or repealed by the majority vote of the general membership at any duly called meeting of the Club, provided that such proposed revisions, amendments, supplements, and/or repeals have been posted for a period of one month prior to subject meetings.

BY-LAW 8. PURPOSE:

- a) To provide social activities for older adults and seniors including exercise classes, bridge and euchre card groups, shuffleboard, line dancing, monthly luncheons with local entertainers, excursions and trips to theatres, plays, comedy shows and other places of interest and subsidizing part of the cost of bus transport.
- b) To support food banks through fundraising activities such as an annual golf tournament
- c) To provide students with bursaries through annual bursary grants

BY-LAW 9. COMMITTEES:

A) STANDING COMMITTEES

- 1. All Chairpersons of Standing Committees on social activities shall be appointed by the Executive and shall report to the President. Once appointed, the Chairperson has the responsibility for forming his/her Committee, using all available Club resources and expertise.
- 2. The Chairperson of Each Standing Committee shall submit a written annual report to the Executive for presentation to the members at the Annual Meeting.

B) AD HOC COMMITTEES

The Executive may, when the need arises, appoint Ad Hoc Committees to render a particular service.

C) ELECTION COMMITTEE

At the Annual Meeting, of the election year, present a slate of nominees for the Club Directors.

The President shall:

- a. Preside over the part of the Annual Meeting for the elections.
- b. Solicit nominations from members in Good Standing for inclusion in its submission.

- c. Accept nominations from the floor at the Annual Meeting. Nominees must indicate consent that they will stand for office.

BY-LAW 10. DISSOLUTION:

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act

BY-LAW 11. DISPUTE RESOLUTION

In the event that a dispute or controversy among members, directors, officers, committee members, or volunteers of the corporation arising out of or related to the articles, the by-laws, or out of any aspect of the operations of the corporation 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 corporation 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:

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 board of the corporation) 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.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

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 corporation 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.

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.

BY-LAW 12. COMMENCEMENT

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.