

As amended by the Board of Directors on December 19, 2022

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Section 1 – General

1.01 Definitions

In this By-law, unless the context otherwise requires:

- a. “AGM” is the Annual General Meeting of the Corporation held the 1st Wednesday in May of each year.
- b. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario), and where the context requires, includes the regulations made under it as amended or re-enacted from time to time.
- c. “Articles” means the Articles of Incorporation of the Club.
- d. “Audit” is a formal review of the Corporations financial records by a person professionally qualified to provide such services in compliance with Canadian Audit Standards.
- e. “Board” means the Board of Directors of the Corporation who are also the Section Representatives.
- f. “Board Year” means the period between the close of two successive Annual General Meetings.
- g. “Book Review or Review Engagement” is review of financial records by a qualified professional to confirm the financial records are supported by the appropriate documentation.
- h. “Bylaws” means these Bylaws, including the schedules to the Bylaws, and all other Bylaws of the Corporation as amended and which are, from time to time, in force.
- i. “Canadian Coalition for Firearm Rights” (CCFR) refers to the association that provides liability insurance to the Club’s Members as well as Errors and Omissions coverage to its Board.
- j. “CFO” means the Chief Firearms Office for the province of Ontario.
- k. “Club” means The Sportsmens Club Galt Incorporated.
- l. “Club Range Officer” is the person appointed to correspond with the CFO on behalf of the Club and ensure safety requirements imposed

- by the CFO and Club safety rules are met by the Club and observed by Members.
- m. "Chair" means the Chair of the Board or whomever assumes the role in the Chair's absence according to the Bylaws.
 - n. "Committee" means a group set up to achieve certain objectives of the Corporation and may have authority granted by the Board of Directors that binds the Corporation.
 - o. "Corporation" means The Sportsmens Club (Galt) Incorporated.
 - p. "Director" means an individual who is a Section Representative and occupies the position of Director of the Corporation by whatever name that person is called.
 - q. "Executive" means one of the President, 1st Vice-President, 2nd Vice-President or Treasurer.
 - r. "Member" means a Member of the Corporation.
 - s. "Members" means a collective membership of the Club.
 - t. "Officer" means one of the President, 1st Vice-President, 2nd Vice-President, Treasurer, and Secretary/Membership Officer of the Corporation.
 - u. "ONCA" is the Ontario Not-for-Profit Corporations Act referenced in "b" above.
 - v. "Quorum" for the purposes of Membership voting is a majority of the membership present at the meeting in person or by proxy, and for a Board meeting is at least nine (9) Directors.
 - w. "Range Officer" is the same as "Club Range Officer".
 - x. "Representative" means a Section Representative who is also a Director.
 - y. "Secretary/Membership Officer" is the person responsible for maintaining the minutes of Board meetings and enrolling or renewing membership in the Club.

- z. "Safety Officer" is an individual appointed to manage a given range during shooting activities to ensure safety.
- aa. "Section" is one of the following: archery; handgun; indoor shooting; rifle; fishing; skeet; trap; and, sporting clays.
- bb. "Section Member" means a Club Member who is a Member of one or more Sections of the Club.
- cc. "Section Representative" is one of the two (2) individuals elected to manage the Section's affairs and participate on the Board as Directors.
- dd. "Section Executive" means the Chairperson and Treasurer who are elected as Section Representatives.

1.02 Interpretation

All terms contained in this Bylaw that are defined in the Act shall have the meaning given to such terms in the Act. Words importing the singular include the plural and vice versa. Words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or un-enforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or Act, the provisions contained in the Articles or Act shall prevail.

1.04 Seal

The seal of the Association shall be in the form determined by the Board from time to time by resolution.

1.05 Head Office

The head office of the Club shall be 6542 Gore Road, Puslinch, Ontario, N0B 2J0.

1.06 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Directors, provided at least one is an Officer and the arrangement has been approved by the Board. In addition, the Board may from time to time direct the manner in which, and the person by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document.

Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Club to be a true copy thereof.

Section 2– Directors

2.01 Election of Directors and Term

The Board of Directors comprises the Section Representatives of the Club who are elected by the Section Members and ratified by the Board of Directors.

The Board of Directors will comprise the greater of ten (10) Directors or two (2) Directors from each Section and the Past-President.

The Past-President of the Club shall automatically be one of the Members of the Board of Directors and shall be considered to be elected by the general membership unless and until the Past-President declines becoming a Member of the Board. The Past President's term shall be one year.

The term of office of the Directors shall coincide with the term of office of the Section Representative and may be for successive terms.

2.02 Election of Executive, Officers and Term

The Officers of the Association shall be: a President, who will also be the Chair; a 1st Vice-President, who fills the role of President if absent; a 2nd Vice-President, who will be responsible for general property maintenance at the Club; a Treasurer; and, a Secretary/Membership Officer. The Secretary/Membership Officer is not required to be a Board Member.

The Executive shall comprise the President, the 1st Vice-President, the 2nd Vice-President, and the Treasurer.

Officers will hold office for one Board Year, or until their successors have been appointed and assumed office.

The Executive and Officers will be appointed annually by the Directors at a meeting of Directors within fifteen (15) days following the Annual General Meeting and may be appointed for successive terms.

2.03 Vacancies

The office of a Director shall be vacated immediately if the Director:

- a. resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b. dies or becomes bankrupt;
- c. is found to be incapable of managing property by a court or under Ontario law;
- d. is removed by a resolution passed by a majority of the votes cast by the Section Members at any meeting of the Section Members before the expiration of the Representative's term of office;
- e. is removed by a resolution passed by a majority of votes cast by the Board Members at any meeting of the Board before the expiration of the Director's term of office; or,
- f. has membership terminated under Bylaw 10.04.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. if the vacancy occurs as a result of the Section Members removing a Section Representative or the individual's resignation, the Section Members may fill the vacancy in accordance with Bylaw 3.03;
- b. a quorum of Directors may fill a vacancy among the Directors, preferably with a member from the Section with the vacancy;
- c. if there is not a quorum of Directors, or there has been a failure to elect the minimum number of Directors set out in the Bylaws, the incumbent Section Representative shall, without delay, call a Special Meeting of Members to fill the vacancy (vacancies) and, if they fail to call such a meeting, the meeting may be called by any Member;
- d. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by majority vote.

The appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. The appointee shall be eligible to be elected as a Director upon expiration of the term for which the person was appointed.

2.05 Duties

The Board of Directors shall have general charge of the affairs of the Club and may properly assume such other duties that are not specifically assigned to or performed by any other committee or Officers.

Directors are to act honestly and in good faith and with a view to the best interests of the Club over the interests of the Section they represent.

2.06 Delegation of Duties

Directors may delegate the authority to execute a duty but remain accountable for the result.

2.07 Committees

Committees may be established by the board as follows:

- a. the Board may appoint from their number a managing Director or a Committee of Directors and may delegate to the managing Director or Committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and,
- b. subject to the limitations on delegation set out in the Act, the Board may establish any Committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such Committee. The Board may dissolve any Committee by resolution at any time.

2.08 Board Appointments

The Board will make the following appointments. The appointees are not all required to be Board Members.

2.08.01 Club Range Officer

By majority vote, the Board will appoint a Club Range Officer. The Club Range Officer is responsible for: corresponding with the Chief Firearms Office with respect to range safety issues; logging competitive matches

before they occur and obtaining written approval from the CFO if necessary; managing Club safety inspections; ensuring CFO required improvements are completed on a timely basis so written approval of range safety can be obtained; and, developing and maintaining a professional working relationship on behalf of the Club with the CFO and its delegates.

The Club Range Officer must have relevant experience and background to manage the relationship with the CFO effectively.

The term of the appointment is indeterminate unless the individual resigns or is replaced by a majority vote of the Board.

2.08.02 Secretary/Membership Officer

By majority vote, the Board will appoint a Secretary/Membership Officer responsible for: maintaining and circulating minutes of the Board meetings; accepting memberships; maintaining an up-to-date membership listing; reporting to the Board periodically regarding Membership issues; and, transferring membership funds to the Treasurer.

The term of office of the Secretary/Membership Officer is indeterminate unless the individual resigns or is replaced by majority vote of the Board.

2.08.03 Treasurer

The Treasurer is a Board appointment in accordance with Bylaw 7.01.

2.09 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that Directors may be:

- a. reimbursed for reasonable expenses incurred in the performance of the Director's duties; and,
- b. paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Club in their capacity as Directors, provided the amount of any such remuneration or reimbursement is:
 - a. considered reasonable by the Board;

- b. approved by the Board for payment by resolution passed before such payment is made; and,
- c. in compliance with conflict of interest provisions in the Act.

The Treasurer may be remunerated for performing the duties assigned. Such remuneration to be determined annually by a majority vote of the Board.

The General Membership and Section fees will be waived for Directors.

Section 3 – Sections

3.01 Election and Term of Section Representatives

The Club comprises eight (8) Sections. The duties and rules common to each Section are included in Schedule D. Any other duties specific to the Section, as well as Section Rules, are identified in the Schedules attached. The Sections and their respective Schedules are as follows:

1. Archery - Schedule E
2. Handgun - Schedule G
3. Indoor Shooting - Schedule H
4. Rifle - Schedule I
5. Fishing - Schedule F
6. Skeet - Schedule J
7. Trap - Schedule J
8. Sporting Clays - Schedule J

Each Section will elect two (2) Representatives: one (1) as Chairperson for the Section; and, one (1) as Treasurer. These Representatives comprise the Section Executive.

Any Member of a Section in good standing in the Club is eligible to be elected to the position of Representative provided the Member:

1. has been active in the Section's activities and demonstrates a thorough understanding of the Section's Rules and why they are necessary;
2. demonstrates support for overall Club activities as a priority and places the well being of the Club above the well being of the Section;
3. has the support of the Section's Members and the incumbent Representative that the nominee will support the Duties outlined in Bylaws 2.05 and 3.04 of constructively; and,
4. is confirmed by the Board as a qualified candidate.

Any member wishing to become a Section Representative must notify the Section Leadership at least 45 days before the elections so that the Section and Board can ratify the candidate prior to the AGM.

The term or office for a Section Representative shall be two (2) years and they will be elected so that one (1) Representative is elected annually.

A representative may be elected for successive terms.

3.02 Vacancies

The position of a Representative shall be vacated immediately if the Representative:

- a. resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b. dies or becomes bankrupt;
- c. is found to be incapable of managing property by a court or under Ontario law;
- d. is removed by a resolution passed by at least a majority of the votes cast by the Section Members at any meeting of the Section Members removing the Representative before the expiration of the Representative's term of office;
- e. is removed by a resolution passed by at least a majority of the votes cast by the Board Members at any meeting of the Board removing the

Representative before the expiration of the Representative's term of office for dereliction of duty; or,

- f. has membership terminated under Bylaw 10.04.

3.03 Filling Vacancies

A vacancy in a Section shall be filled as follows:

- a. a quorum of Section Members may fill a vacancy among the Representatives of that Section;
- b. if there is not a quorum of Section Members, or there has been a failure to elect the minimum number of Section Representatives set out in the Bylaws, the Section Representative(s) in office shall, without delay, call a Special Meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Section or Board Member;
- c. if the vacancy occurs as a result of the Section Members removing a Representative, the Section Members may fill the vacancy by a majority vote;
- d. by a majority vote of Members; and,
- e. be ratified by the Board.

The background and suitability of the newly appointed Section Representative must be presented to the Board by the incumbent Section Representative. The Board may request an interview with the individual.

The appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Representative. The appointee shall be eligible to be elected as a Representative upon expiration of the term for which the person was elected.

3.04 Duties

The Section Executive shall have general charge of the affairs of the Section and may properly assume such other duties as are not specifically assigned to or performed by any other committees or Officers.

As Board members, the Section Executive must comply with Section 2 of the Bylaws.

3.05 Committees

Subject to the limitations on delegation set out in the Act, the Section Executive may establish any Committee it determines necessary for the execution of the Section's responsibilities. The Section Executive shall determine the composition and terms of reference for any such Committee. The Section Executive may dissolve any Committee by resolution at any time.

Section 4 – Board Meetings

4.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, Vice-President or any two Directors at any time and any place on "Notice" as required by this Bylaw.

4.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director. No other notice shall be required for any such meetings.

Unless notified to the contrary, regular Board meetings will be held on the third (3rd) Monday of each month, with the exception of October when no meeting will be held. If the third (3rd) Monday of a month falls on a statutory holiday, the regular Board meeting will occur on the immediately following Tuesday. Meetings commence at seven (7:00) PM in the main club house.

A quorum of nine (9) directors is required to transact business at a regular Board meeting.

4.03 Persons Entitled to be Present

The only persons entitled to attend Director's meeting are the Officers of the Club and the auditors of the Association (or the person who has been appointed to conduct a review engagement) and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting.

Any other person may be admitted only if invited by the Chair of the meeting or by majority consent of the Directors present at the meeting.

4.04 Notice for Ad Hoc Board Meetings

Notice of the time and place for the holding of an Ad Hoc meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Club not less than seven days before the date that the meeting is to be held.

Notice of a meeting is not necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

If a quorum of Directors is present, each newly elected or appointed Board member may, without notice, hold its first meeting immediately following the AGM of the Club and appoint the Executive for the following year.

4.05 Chair

The Chair shall preside at Board meetings. In the absence of the President, a Vice-President shall preside.

If the President and the 1st Vice-President cannot attend said meetings, a quorum of at least (4) Directors present shall choose one of their number to act as the Chair.

4.06 Voting

Each Director has one vote. Motions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote and the Motion, as stated, fails.

If the Directors believe a particular motion requires unanimous approval by the Board, any absent Directors can be contacted by the Secretary via mail, email, or telephone to obtain their vote on the motion. A Director's vote so obtained, must be in writing and clearly be from that Director (a response by email qualifies as evidence of the Director's vote).

4.07 Participation by Telephone or Other Communications Facilities

If all the participating Directors consent, or as may be required by law such as the case during the covid pandemic, a Board meeting may be held by telephone, electronic, or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other.

A Director participating by such means is deemed to be present at that meeting.

5.0 Section Meetings

5.01 Calling of Meetings

Meetings of Section Members may be called by the Section Representatives or at the request of 3 or more Section Members.

5.02 Regular Meetings

The Section Representatives may fix the place and time of regular Section meetings and send a copy of the resolution fixing the place and time of such meetings to each Section Member or post the notice of such meetings where it is visible to members. No other notice shall be required for any such meetings.

A majority of the Section Members present at the meeting is required to transact business at a regular Section meeting.

5.03 Chair

The Chairperson of the Section shall preside at Section meetings. In the absence of the Chairperson, the Treasurer shall preside. If the Section Executive cannot attend said meetings, a quorum of at least (4) Section Members present shall choose one of their number to act as the Chair.

5.04 Voting

Each Member has one vote. Questions arising at any Section meeting shall be decided by a majority of votes by the attendees.

In case of an equality of votes, the Chairperson shall not have a second or casting vote and the Motion, as stated, fails.

If the Section Executive believe a particular motion requires unanimous approval by the Section, any absent Member can be contacted by the Treasurer via mail, email, or telephone to obtain their vote on the motion. A Member's vote so obtained, must be in writing and clearly be from that Member (a response by email qualifies as evidence of the Member's vote).

5.05 Participation by Telephone or Other Communications Facilities

If all the Section Members participating consent, or as may be required by law as in the case of the covid pandemic, the meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time.

A Member participating by such means is deemed to be present at that meeting.

Section 6 – Financial

6.01 Banking

The Board shall from time to time designate the bank in which the money, bonds or other securities of the Club shall be placed for safekeeping by resolution.

Such account is to be exclusively used to transact Club business and must be explicitly identified in the minutes or other records of the Club.

6.02 Financial Year

The financial year of the Club ends on April 30 in each year or on such other date as the Board may from time to time determine by resolution.

6.03 Audit

In compliance with the Act, the Club's financial records will be reviewed annually by a person permitted to do so under the current *Public Accounting Act*, and must be independent of the Board.

The review will generally be a review engagement provided the Club's income qualifies for such a review under ONCA.

The Board of Directors will cause a full audit of the Club's financial statements triennially or earlier for cause. This audit will be accomplished in compliance with professional auditing standards by an independent qualified person.

6.04 Financial Reporting

Section Treasurers must provide information on all financial transactions within their section to the Treasurer on a timely and comprehensive basis, including all receipts.

Through discussion with the Sections' Treasurers, the Treasurer will establish the processes and format for reporting to facilitate timely and accurate reporting. Such processes will change from time to time as the Treasurer deems necessary to ensure their continued effectiveness.

6.05 Extraordinary Assessment

Should the Club's funds become exhausted, or funds be needed for extraordinary purposes, the Club may approach the Sections for a loan of such funds or an equal assessment on all members may be levied provided such assessment is approved by a majority vote of Members at an Annual General Meeting or at a Special Meeting duly called for this purpose.

Section 7 – Officers and Duties of Officers

7.01 Officers

The Board shall appoint from among the Directors within two (2) weeks following the Annual General Meeting of the Association: a President; a 1st Vice-President; a 2nd Vice-President, and a Treasurer.

During this time, the Board shall also appoint a Secretary /Membership Officer from among the Club Membership with the appropriate background and skills to perform the work. All of these appointees comprise the Officers of the Club.

The Board may appoint such other Officers and agents as it deems necessary who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

7.02 Office Held at the Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

7.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any such duties.

7.04 Duties of the Chair

The Chair shall perform the duties described in Bylaws 4.05 and 11.05 and such duties as may be required by law or as the Board may determine from time to time.

7.05 Duties of the President

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

7.06 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

7.07 Duties of the Secretary/ Membership Officer

The Secretary/Membership shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

7.08 Remuneration of Officers

The Officers shall serve as such without remuneration and no Officer shall directly or indirectly receive any profit from occupying the position of Officer, provided that Officers may be:

- a. reimbursed for reasonable expenses incurred in the performance of the Officer's duties; and,
- b. paid remuneration and reimbursed for expenses incurred in connection with services provided to the Club in their capacity as

Officers, provided the amount of any such remuneration or reimbursement is:

- a. considered reasonable by the Board;
- b. approved by the Board for payment by resolution passed before such payment is made; and,
- c. in compliance with conflict of interest provisions in the Act.

The Secretary/Membership Officer and Treasurer may be remunerated for performing the duties assigned. Such remuneration to be determined annually by a majority vote of the Board.

The General Membership and Section fees will be waived for all Officers.

Section 8 – Protection of Directors and Others

8.01 Protection of Directors and Officers

No Director, Officer or Committee Member of the Corporation is liable for:

- a. the acts, neglects or defaults of any other Director, Officer, or committee member through the insufficiency or deficiency of title to any property acquired by resolution of the Board for or on behalf of the Club; or,
- b. the insufficiency or deficiency of any security in or upon which any of the money or belongings of the Club shall be placed out or invested; or,
- c. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities, or effects shall be lodged or deposited; or,
- d. any other loss, damage or misfortune which may happen in the execution of assigned duties of their respective office or trust provided they have:
 - a. complied with the Act and the Club's Articles and Bylaws; and,

- b. exercised their powers and discharged their duties in accordance with the Act and the By-laws of the Club.

The legal fees for any Director who is sued because of activities undertaken by the Club, other than for fraud or criminal activities, shall be assumed by the Club. This applies after the Director's term has expired provided the litigation commenced over an action that occurred during that individual's term and that person is named in the litigation.

The Club will maintain insurance, such as errors and omissions coverage, to protect the Directors from civil liability arising as a result of their participation on the Board of the Club.

Section 9– Conflict of Interest

9.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction or proposed contract or transaction with the Club, shall make the disclosure required by the Act.

Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 10 – Members

10.01 Members

Any person who is not legally prohibited from being in the vicinity of firearms and has the appropriate firearm permits can become a Member of the Club and join any of its eight (8) Sections.

For safety reasons, a Section may limit the number of members they will allow in the Section and create a waiting list. As vacancies arise, position will be filled from the waiting list in the order they were placed on the list.

The number of members the Section can accommodate will be determined by the Section's Executive and may be changed from time to time.

The Board of Directors reserves the right to refuse any individual entry in the Club for cause. For example: individuals who are members of any

group that advocates hate or violence against others because of race, religion, sexual orientation, etc.; failure to meet the conditions required to become a Member (see next paragraph); are considered cause to refuse membership.

Membership in each Section requires certain conditions be met which are set by the Section and specified in Schedules E through J, the (CFO), and federal firearm regulations, and may change from time to time.

Requirements imposed by the Section cannot override requirements imposed by the CFO or by statute.

10.02 Membership

A membership in the Club is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with Bylaw 10.04.

Becoming a Member of the Club is deemed confirmation that the individual will observe the Bylaws and Rules of the Club and will be subject to Disciplinary proceedings for failing to fulfill this commitment.

A Member of the Club can join any Section provided the Member has the required permits, has completed the required safety courses, and met other conditions imposed by the Section Representatives. Further detail is provided for each Section as specified in Bylaw 3.01.

10.03 Membership Fees

Membership fees comprise an Initiation Fee, a fee for General Membership in the Club, a fee for joining any of its Sections, and membership in the CCFR. The amount and timing of the Initiation Fee and fees for General Membership can be changed by majority vote of the Board. Section Fees are determined by the Section Executive and can be changed from time to time. The current fees are stated on the Clubs Home Page.

Fees are due prior to the expiry of an annual membership, but will be accepted without penalty no later than 30 days after the anniversary date. Dues that are between 31 and 90 days late will be assessed a "late payment fee", the amount of which is determined from time to time by majority vote of the Board.

10.03.01 Initiation Fee

An initiation fee is payable in the 1st year of membership, which amount can be changed subject to a majority vote of the Board. Members who fail to pay renewal fees within 90 days of the expiry of their current membership, will have their memberships terminated. Upon rejoining they will be required to pay an initiation fee in addition to General Membership and Section fees. They may also be wait listed to join any sections that they had previously been members of.

10.03.02 General Membership Fee

General Membership dues are payable annually with the amount being fixed by a majority vote of the Board of Directors. The Dues vary according to whether the Membership is “Individual” or “Family” and by the age of the applicant. The types of Membership and amount payable may be changed from time to time by a majority vote of the Board.

10.03.03 Section Fee

Each Section may assess a fee, the amount of which may be changed from time to time by the Section Executive. Payment of such fees is coincident with the fee for General Membership and subject to late fees in the event of late payment.

10.03.04 Insurance Fee

Membership in the Club currently requires becoming a member of CCFR to ensure Club and personal liability insurance. The amount of such fee and its assessment are determined by the CCFR and may vary from time to time.

By majority vote of the Board, the provider and insurance coverage may be changed in which case the Insurance Fee will be determined by the new provider.

10.04 Disciplinary Actions or Termination of Membership for Cause

The Section Representatives have the authority to revoke the membership of any individual in the Section for any violation of the safety rules of that Section. Such revocation may take effect immediately when the offence is considered dangerous to the safety of other Members or exposes the Club to unnecessary liability such as failure to have a guest sign the appropriate register and waiver.

Safety Rules and the disciplinary process for the Club are specified in Schedule D and for each of the Sections as specified in 3.01.

A Member found to have violated any of the Club Rules, may be disciplined in accordance with the Board's findings and, depending on the severity of the breach, may be expelled from the Club. Further detail is provided in Section 15.04, Schedule D.

A notice shall be sent to the offending member outlining the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination within 15 days of the Notice. The Board shall consider the written submission of the Member as an appeal which will be given full consideration before making a final decision regarding disciplinary action or termination of membership. Within 10 days of receipt of the Member's written appeal the Board will render its final decision.

10.05 Lifetime Membership

A Member of the Club may be granted Lifetime Membership, subject to unanimous vote of the Board and the achievement of long and devoted service to the Club. A person granted such a privilege is automatically a member of each Section of the Club and has all future fees waived.

Any Board Member can nominate a Club Member for Lifetime Membership. In order to be nominated for a Lifetime Membership, the individual must have met the following:

- a. been a Member of the Club in good standing at the time of nomination for at least ten (10) consecutive years; and,
- b. been a Member of the Club in good standing for at least twenty (20) years in total prior to nomination; and,

- c. provided significant services to the Club during Membership such as:
 - a. membership on the Board for sustained periods of time and contributed positively to the advancement of the Club's endeavours and financial stability.
 - b. committed significant personal time and effort, without remuneration, to major projects or other work on behalf of the Club;
 - c. contributed significant personal time and effort to ongoing activities in the Club without the expectation of personal gain or reward;
 - d. demonstrates a strong personal commitment and support for the Club and its efforts.

The Board may grant, by unanimous proclamation, a life Membership in exceptional circumstances where a member may not have met all of the general criteria above but has been an outstanding contributor to the club over the years and substantially fulfills the above requirements in the Board's opinion.

The Board shall bestow no more than one (1) Lifetime Membership during a Board year.

Section 11 – Members' Meetings

11.01 Annual General Meeting

The Annual General Meeting shall be held on the first Wednesday in May. Any Member, upon request, shall be provided, not less than twenty one (21) days before the Annual General Meeting, with a copy of the approved financial statements, auditor's report or review engagement report, and other financial information required by the Bylaws and Articles.

The business transacted at the annual meeting shall include:

- a. acceptance of agenda;

- b. receipt of minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report on Club developments over the year;
- e. report of the auditor or person who has been appointed to conduct a review engagement;
- f. reappointment or new appointment of the auditor or a qualified person to conduct a review engagement for the coming year;
- g. introduction of Directors; and,
- h. such other or special business as may be set out in the notice of the meeting.

No other item of business shall be included on the agenda for the Annual General Meeting unless a Member's proposal has been given to the Secretary prior to the giving of Notice of the Annual Meeting (refer to 11.05) so that such item of new business can be included in the notice of Annual General Meeting.

11.02 Special Meetings

The President, or in his absence, the 1st Vice-President and a quorum of at least four (4) Directors may call a Special Meeting of the Members.

The Board shall convene a Special Meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, with 21 days from the date of the deposit of the requisition.

11.03 Notice of Meetings other than AGM

Fifteen (15) days written notice of any annual or Special Member's meeting shall be sent out by the Secretary to Members at their last known address or email address and to the auditor or person appointed to conduct a review engagement.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken and no other business shall be transacted. Notice of each meeting must remind the Member of the right to vote by proxy.

11.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

11.05 Chair of the Meeting

The President (Chair) shall be the chair of the Member's meeting. In the Chair's absence, the Vice-President will assume Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to Chair the meeting.

11.06 Voting of Members

Business arising at any Member's meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-laws provided that:

- a. each Member, regardless of the number of Sections such person is a Member of, shall be entitled to one vote at any meeting, including by proxy;
- b. votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any member may request, a written ballot. A written ballot shall be taken in such manner as the Chair of the meeting shall direct;

- e. if there is a tie vote by show of hands, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon this written ballot, the motion, as stated, fails; and,
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

11.07 Adjournments

The Chair may, with the majority consent at any Members' meeting, adjourn the meeting and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

11.08 Persons Entitled to be Present

The only persons entitled to attend a Member's meeting are the Members, the Directors, the auditors of the Association (or the person who has been appointed to conduct a review engagement or audit) and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting.

Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 12 – Notices

12.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail,

fax, email or other electronic means to their latest address as shown in the records of the Club.

If no address be given the notice will be sent to the last address of such Members or Director known to the Secretary.

12.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise stated, be counted in such number of days or other period.

12.03 Error of Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 13 – Dissolution of the Club

13.01 Dissolution

In the event that the Club is dissolved, the assets of the Association will first be applied to reimburse existing creditors with a valid claim at the time of filing. Such assets will include any funds or other assets held by the Sections.

Remaining assets will be distributed to other public benefit corporations with a similar purpose as the Club and the property will be transferred to Grand River Conservation Authority.


Section 14 – Adoption and Amendment of By-laws

14.01 Amendments to By-laws

The Directors may from time to time and in accordance with the Act, amend the Bylaws by a majority of the votes cast other than a provision respecting the method of voting by Members not in attendance at a meeting of members.

These revised By-laws were accepted by a majority vote of the Members of The Sportsmens Club Galt Incorporated at the Annual General Meeting on Wednesday, 3 May in the year 2023 at Galt, Ontario.

President:


Neville S. Henderson

1st Vice President:


Al Stewart

2nd Vice President:


Ed Janes

Treasurer:

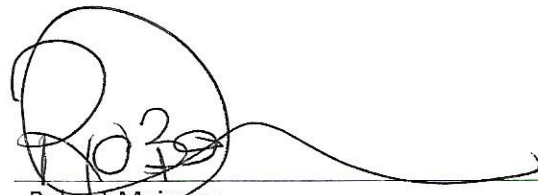

Matthew Moser


Secretary:

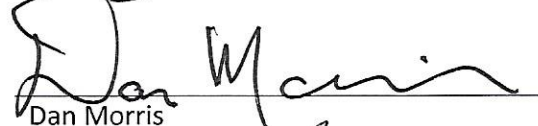

Karen Stead

Directors:


Lloyd Beecraft

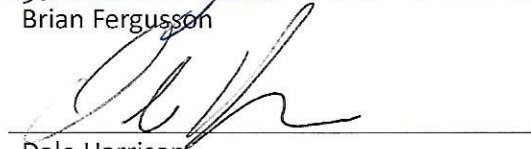

Robert Meisner



Murray Code


Dan Morris


Brian Fergusson


Shawn Ryan



Dale Harrison


Ben Schneider


Paul Julnes


Frank Van Der Liek


Martyn Lear


Matt Ysinga