

# St. Catharines Club

## Proposed Bylaw 2021

### SECTION 1- GENERAL

#### 1.1 Name

The name of the Corporation shall be St. Catharines Club, hereinafter referred to as the “Club”.

#### 1.2 Purpose

The Corporation shall promote the achievement of the objectives of St. Catharines Club as stated in the Letters Patent.

#### 1.3 Head Office

The head office shall be located within the Municipality of St. Catharines in the Province of Ontario.

#### 1.4 Severability and Precedence

The invalidity or unenforceability 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 the Act, the provisions contained in the Articles or the Act shall prevail.

#### 1.5 Former Bylaws

All former Bylaws are hereby rescinded. Notwithstanding the rescission of all former Bylaws, by the passing and approval of these Bylaws, no person then having Membership in the Club or the privilege to use the Club’s premises shall be deprived of such Membership or privilege under the Bylaws as they existed immediately prior to the effective date hereof and complies with all House Rules and Regulations in force from time to time.

### SECTION 2- MEMBERSHIP

2.1 Membership in the Club shall consist of the following classes:

- (a) **Resident Member** – A resident member is a person who resides in the Niagara Region, or who earns a substantial part of their income within the Region. The number of resident members shall be limited to 425 which limits shall remain until changed by special resolution of the Board of Directors. A corporation within said boundaries can apply for a membership as a Resident Member
- (b) **Non-Resident Members** – A non-resident member (outside the Niagara Region) is one whose fixed place of residence or chief place of business is in Canada but outside the residential areas outlined in paragraph (a)
- (c) **A Non-Resident Member (Foreign)** is one whose fixed place of residence and chief place of business is outside of Canada.

- (d) **Corporate Members** – A Corporate Member is a corporation or business that is situated in the Niagara Region and has the benefits of a Resident Member fill in the requirements for owner and employees
- i. Corporate Lead – is the corporation name, CEO or President
  - ii. Corporate Name – is employees of said corporation
- (e) **Honorary Members** – Any person who has distinguished themselves by rank, position or achievement and who otherwise would be eligible to be a member of this Club, may be elected as an honorary member by the Board of Directors of the Corporation for such period of time as the said Board may decide. Such members shall have all the privileges of any ordinary member, except the right of holding office, voting or taking part in the transaction of any business of the Club, but shall be exempt from the payment of the usual membership fees;
- (f) **Intermediate Members** – An Intermediate member is one who has applied for membership under this category and who at the time of becoming a member is under the age of thirty-five (35) years. An intermediate member shall continue as such only until the end of the Club fiscal year in which they attain the age of thirty-five (35) years and thereafter may apply to continue the membership as a resident member.
- (g) **Senior Members** – A senior member is one who has submitted to the Board satisfactory evidence that in the opinion of the Board has attained the age of 61+ years regardless of their business activity. Only a member who has been a resident member for at least five (5) consecutive years may apply for senior membership provided that the Board of Directors may admit to senior membership any person who has less than five (5) consecutive years resident membership but is otherwise qualified for senior membership, where the Board in its sole discretion considers such action to be appropriate in the circumstances
- i. Voting and Holding Office – Resident, Senior and Intermediate members only shall be entitled to vote or to hold office in the Club
  - ii. Children of Members – Where, a child of a member applies for membership and such child is under the age of 30 years, the Board may prescribe reduced entrance fees and reduced annual dues applicable to the class of membership in which a child may apply

**2.2 Introductory Passes** – Members will have the option of giving potential member/candidate that they would like to introduce to the Club a Thirty (30) day pass which entitles the individual to all the benefits for the Club for said period, subject to the rules attached to the pass and the discretion of the General Manager.

### **SECTION 3- ELECTION OF MEMBERS**

**3.1** Each candidate for admission as a resident and/or non-resident member shall:

- 1) Be at least nineteen (19) years of age;
- 2) Shall complete in full detail the application for membership form of the Corporation as the said form is from time to time designated and specified by the Board of Directors of the Club
- 3) Be proposed and seconded in writing by two (2) persons who have been resident members of good standing for at least two years;
- 4) Be known personally by or introduced to at least two (2) directors of the Corporation. It being preferable, if the candidate is not known personally by two (2) directors, that they be introduced to any two (2) directors on the Club premises, at such time as the candidate is the guest of the proposer and/or seconder;
- 5) Be known personally or by reputation by their proposer and seconder;
- 6) Have their application filed with the Secretary of the Board of Directors duly signed by the applicant and their proposer and seconder.

The Secretary of the Corporation shall place the application for membership on the agenda of the Corporation at the next appropriate meeting of the Board.

#### **3.2 Selection of Candidates**

At the scheduled monthly Board meeting the General Manager or Secretary of the Club shall present candidate applications for approval by the Board for membership. A vote will be taken for approval and a majority of Board Members will constitute approval to membership

On the election of any candidate, the General Manager shall notify them of election and the amount of fees payable by the new member, and that Club privileges shall date from payment thereof, and that they will not be entitled to the privileges of the Club until said fees are paid. The General Manager shall also forward a copy at the time of notifying said new member of their approval.

The candidate receiving a thirty (30) day pass for admission:

- (a) Be introduced to the General Manager and staff as a potential member with a pass and give required payment forms as required by staff through the presentation of a credit card
- (b) The candidate may obtain the privileges of the Club for a period not exceeding one month without a ballot and any fee chargeable, but for any period exceeding one month, a fee of \$75.00 per month (or such greater amount as the General Manager from time to time designate) shall be charged to the individual until the individual becomes a candidate for membership upon application to the Board.

## **SECTION 4- FEES, DUES AND ASSESSMENT**

### **4.1 Fee Payment**

The annual subscription for dues, fees and assessments payable by each of the classes of members and for the entrance fees payable by new members, shall be such as are fixed from time to time by resolution of the Board of Directors. All annual dues, fees and assessments shall become payable in full, in advance on the first day of November in each year subject to the discretion of the Board of Directors

All entrance fees shall be payable in full by the member prior to being entitled to the privileges of the Club. For the purposes of new members only, the payment of annual dues shall be prorated in conjunction with the fiscal period of the Club.

### **4.2 Payment Options**

Members will have the option of paying dues, fees and assessments monthly through preauthorized payments. Membership may be terminated at the Board of Directors discretion if any monthly payments are returned for non-payment.

### **4.3 Assessments**

The Board of Directors may, by special resolution, confirmed and adopted by at least two thirds (2/3) majority of the members present, at a special general meeting called for that purpose, declare a special per capita assessment to be made upon members of the Club to meet specific necessities of the said Club, and to fix the amount and time of payment thereof. On confirmation of said special resolution by the special general meeting of members, each and every member of the Club shall forthwith become bound to pay the amount of such assessment according to the terms of such resolution.

### **4.4 Arrears of Club Fees**

Any members who are one (1) month in arrears of their dues, assessments or entrance fees shall be so notified by the Secretary, Treasurer, Accounts Manager or General Manager that their subscription must be paid forthwith and if any member fails to pay the same within two (2) weeks of notice, the individual shall cease to be entitled to the privileged of the Club until all dues are paid. No member shall be allowed to take part in the proceedings of the Club, or vote on any subject connected therewith until they have paid all arrears and subscriptions which may be due by him/her.

### **4.5 Suspension of Membership**

The Secretary and/or Treasurer shall have the power, with the concurrence of the President, to suspend any members in arrears for refreshments until such arrears are paid to the Secretary, Treasurer or the General Manager. Any member in arrears for thirty (30) days after payment has been demanded shall have his/her name posted on the bulletin board of the Club and thirty (30) days after posting if payment has not been received shall cease to be a member and shall thereafter be ineligible for readmission, except with the approval of the General Manager. During the period of posting the members shall not be permitted the privileges of the Club nor be permitted to take part in any proceedings thereof.

## **SECTION 5- BOARD OF DIRECTORS**

### **5.1 Composition**

The affairs of the Club shall be managed by a Board of Directors comprising of ten (10) persons.

- i. No less than six (6) and a maximum of nine (9) voting members
- ii. One (1) non-voting member- Past President
- iii. Each of whom is a voting member of the Club
- iv. The Board shall be made up of Resident, Intermediate or Senior (as per section 2 (h) (i)) voting members of the Club. The Board will strive to recruit a diverse demographic of ambassadors from our Membership.

### **5.2 Term of Office**

Each voting Director shall be elected by the Membership to the Board for a term of two (2) years at a duly called Annual General Meeting. A Director may serve a maximum of two (2) consecutive terms, unless they will be serving in the capacity of President, Vice-President (President-Elect), Past President or Treasurer at the end of their final year on the Board.

The immediate Past President shall, continue as an ex-officio member of the Board of Directors during the term immediately following the expiration of their term of office as President, but shall, during that period, be ineligible to hold the office of President and thereafter shall be ineligible for election to the Board of Directors for a period of two years.

After a minimum of one (1) year absence from the board, a former Director member may be nominated for one (1) additional term of two (2) years at a duly called Annual General Meeting. Directors shall be elected based on the number of votes received, so that the nominee for the position of Director receiving the most votes shall be elected first, and the nominee for the position of Director receiving the second most votes shall be elected second, and so on, until all ten (10) Director positions have been filled. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting or until their successors are elected or appointed.

### **5.3 Responsibility**

The board is responsible for determining the mission, vision and direction of the organization. The Board of Directors shall have the power to alter the House Rules and Regulations as it sees fit. It shall be the duty of the Board of Directors to take immediate cognizance of any infractions of the Bylaws or the House Rules and Regulations of the Club.

Each individual Director has a responsibility to:

1. Ensure that their conduct promotes the objective and values of the Club;
2. Work positively and cooperatively with the other Directors and with the management and staff of the Club;
3. Show respect for the other Directors, regardless of any existing difference of opinion;
4. Be informed about matters relating to the Club through participation in an initial board orientation and the ongoing development of the Board of Directors;
5. Ensure that they comply with the Bylaws and the governance Policies and Procedures of the Club.
6. Complete the Conflict of Interest declaration

#### **5.4 Accountability**

The Board of Directors is fully accountable for the Corporation's continued viability and for the accomplishment of its objectives. No referral or delegation of responsibility and corresponding authority to the President or to any committee will relieve the Board of Directors of this accountability.

#### **5.5 Fiduciary Duty**

The Board of Directors shall exercise its office with reasonable care, skill and diligence to fulfil its fiduciary duty obligations.

#### **5.5 Confidentiality**

Directors shall respect the confidentiality of all matters, documents and materials brought before the Board, keeping in mind that unauthorized disclosure of the same could adversely affect the interests of the Club. Upon departure from the Board, a Director will return to the President all meeting information and documents of the Corporation that have been provided to the Director, or shall indicate in writing that all print documents and electronic files have been destroyed.

#### **5.6 Vacating of Office**

The office of a Director shall be vacated upon the occurrence of any of the following events:

1. If, at a special meeting of the Members, a resolution is passed by a two-thirds (2/3) majority of Members that the Director is removed from office;
2. If, by notice in writing to the Chair of the Board of Directors, the person resigns office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

#### **5.7 Vacancies: Board of Directors**

The Board of Directors shall have the power to fill any vacancies on the Board of Directors by way of a majority vote of the Board of Directors, as long as there is a quorum of Directors then in office, failing which such vacancy shall be filled at the next Annual General Meeting of the Members. Where there is a vacancy or vacancies on the Board, the remaining Directors may exercise all the powers of the Board, as long as a quorum of Directors remains in office.

#### **5.8 Automatic Removal of a Director**

The office of a Director shall be automatically terminated and vacated in each of the following circumstances:

- 1 If a receiving order is made against the person or if they make an assignment under the Bankruptcy Act;
- 2 If a court order is made declaring the person to be a mentally incompetent person or to be incapable of managing their affairs;
- 3 If the Director fails at any time to meet the eligibility requirements of a Member or a Director as set out in these Bylaws;
- 4 If the Director dies.

## **SECTION 6- OFFICERS**

### **6.1 Officers**

The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. One person may hold more than one (1) office except for the offices of President, Vice-President. The President and Vice-President shall be elected by the Board of Directors from among their numbers at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board shall hold office until their successors are elected.

### **6.2 Duties of Officers**

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

### **6.3 Duties of the President**

The President shall, when present, preside at all meetings of the members of the Corporation, and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. During the absence or inability of the President, their duties and powers may be exercised by the Vice-President. If the Vice-President or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

### **6.4 Duties of the Secretary**

The Secretary is the recording secretary of the Board. At times the Secretary can appoint a recording secretary, who need not be a Board Member to record meeting minutes and prepare any notices, correspondence and other documents/duties as prescribed by the Secretary or the Board of Directors. The Secretary shall give all notices required to members and to Directors. The Secretary shall be the custodian of the seal of the Corporation, of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver only when authorized by resolution of the Board of Directors to do so and to such person (s) who may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the Board of Directors.

### **6.5 Duties of the Treasurer**

The Treasurer shall, under the direction of the Board of Directors, ensure that a Financial Statement is prepared for, and presented at, every regularly scheduled Board meeting. Duties shall also include but not be limited to monitoring the annual and projected financial position of the Corporation; reviewing the outcomes of the annual audit and any recommendations in the Management Letter of the Auditor; evaluating the performance of the Auditor; and making any recommendations to the Board of Directors.

### **6.6 Term of Office**

An Officer of the Corporation shall be elected for a term of one (1) year. A Director may be elected to the same Officer position for a maximum of three (3) years.

### **6.7 Vacancies: Officers of the Corporation**

If the vacancy occurs in the office of the President, or for any reason the President is no longer able to act in that capacity, the Vice-President is authorized to act for and assume all responsibilities of the office of President. A meeting of the Board of Directors shall be held within four weeks of the vacancy for the purpose of electing a President. Vacancies in other offices of the Corporation shall be filled, by a majority vote of the Board of Directors, from among those eligible to serve, for the balance of the unexpired term.

## **SECTION 7- BOARD MEETINGS**

### **7.1 Purpose**

The purpose of the meetings of the Board of Directors is to transact business on behalf of the Club.

### **7.2 Rules of Order**

All meetings of the Corporation will follow Bourinot's Rules of Order

### **7.3 Regular Meetings**

The Board shall meet monthly and/or a minimum of ten (10) times per year. 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, and no other notice shall be required for any such meetings.

### **7.4 Meeting Attendance**

Directors shall be expected to attend a minimum of seventy percent (70%) of all regularly constituted meetings of the Board of Directors. The Board may excuse a Director from complying with such attendance requirements in extraordinary circumstances. The President shall review the attendance record of each Director and shall follow up with any Director who does not comply with attendance expectations. A non-compliant Director who fails to improve attendance may, by resolution passed by at least a two-thirds (2/3) vote, be removed from the Board before the expiration of their term for not properly discharging their responsibilities.

### **7.5 Voting**

Each Director has one vote. A majority of votes shall decide questions arising at any Board meeting. The following rules apply:

- Tie votes will be defeated.
- Abstentions will be counted as a no vote.
- Motions will be carried by 50% + 1 vote.

### **7.6 Quorum**

At least fifty per cent plus one (50+1) of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Conflicts of interest and vacancies on the Board of re- calculates quorum for all Board meetings. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time at which to adjourn, to adjourn, or to take a recess.

### **7.7 Participation by Telephone or Other Communications Facilities**

Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed present at that meeting.



## **SECTION 8- COMMITTEES**

**8.1** The Board of Directors shall take possession of the property and assets of The St. Catharines Club and shall operate, manage and maintain the Club for the use of the members, and in doing so the Board may delegate its authority by establishing such committees as they deem necessary to assist them in the pursuit of their duties. The said committees shall be made up of members of the Board of Directors and/or resident members of the Club. In the event that committees are made up of resident members of the Club, a member of the Board shall sit in that committee as Chairperson thereof.

**8.2** Notwithstanding the general provisions of the above paragraph, there shall be established a permanent committee for the purposes of nominating candidates for the Board of Directors of the Club for election at annual meetings. The nominating committee involved in the Club wherewithal two (2) past Presidents and two (2) Board of Directors shall act as Chairperson of that committee. The immediate past President then sitting as an ex officio member of the Board of Directors shall act as Chairperson of that committee. In the event of the death of, resignation and/or ceasing of being a resident member by any of the four immediate past Presidents, the past President immediately preceding in time the person deceased, resigned or no longer a resident member shall be a member of this committee.

**8.3** The Chairperson of the nominating committee shall report its nominations for candidacy by filing with the Secretary, at least ten (10) days prior to the annual meeting of members, a written list of candidates signed by the said Chairperson. Forthwith upon receipt of the committees' report, the Secretary shall post the same on the Club's bulletin board. After the posting of the report, any two (2) resident members as nominator and seconder may, in writing nominate any member eligible and who has consented to stand for election as a director. Said nominations, to be valid, shall be filed with the Secretary at least seventy-two (72) hours prior to the annual meeting. The Secretary shall prepare a ballot for use at the annual meeting, showing all candidates nominated and the number of directors required to be elected. Any nominations filed after the expiry of the time-limited, shall not be accepted by the Secretary and shall not be included in the ballot.

## **SECTION 9-MEETING OF MEMBERS**

### **9.1 Annual General Meeting**

There shall be an annual meeting of members of the Club in **January** each year at date determined and send out to the Members no less than thirty (30) days of proposed meeting date. Twenty-five (25) members of the Club who are entitled to vote there shall form a quorum. The President, or in his/her absence, the Vice-President shall take the Chair at all Club meetings. In the absence of these officers, the members may elect from amongst themselves a resident member to act as Chairperson of the meeting. At every meeting, in addition to other business that may be transacted, the report of the directors, the financial statement and the report of auditors shall be presented and the Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any annual meeting of members. If the Board of Directors decide to change the date of the annual meeting then ten (10) days' notice thereof shall be given to all members entitled thereto by pre-paid first mail/email forwarded to the last known address of the said members.

## **9.2 Special Meeting**

On direction from the Board of Directors or by written requisition signed by no less than five (5) resident members, the Secretary shall summon a special general meeting of members. In all such cases there shall be at least ten (10) days' notice of meeting posted on the clubhouse bulletin board or by mail or email to the last known address of all members entitled to receive notice. Said notice will clearly state thereon the purpose and objective of the meeting. The quorum for such special meeting shall be the same as that required for annual meetings.

## **9.3 Notices**

Subject to the Act, not less than 10 and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member 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 judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

## **9.4 Voting: Member Meetings**

The vote upon any motion or resolution made or proposed at any annual or other special meetings of members shall, if the mover or seconder of such motion or resolution or if the majority of the members desire it, be taken by ballot, otherwise the vote shall be taken in the usual way by assent or dissent, and in any event, two (2) scrutineers shall be nominated by the President to take the vote.

*While any meeting of members is in progress in the clubhouse, the billiard and situation room shall be closed and the radio, cellphones (other technologies) and television sets muted.*

## **SECTION 10- EXPULSION OR RESIGNATION OF MEMBERS**

**10.1** Any member willfully infringing any of these by-laws or rules and regulations of the Club or being guilty of any dishonest practice in the Club or of any improper or unseemly conduct shall be liable to expulsion by a vote of two-thirds (2/3) of the members of the Board of Directors. Provided that the Secretary shall previously have mailed/mailed to said member seven (7) days' notice in writing of the meeting of the Board called for the purpose of considering such intended expulsion, and inviting the said member, if they so desire to be present at such meeting for such time as their case may be considered.

**10.2** Any member who shall withdraw, resign or be expelled shall forfeit all right or claim to the Club property or funds or privileges, and any member who shall be expelled shall forever thereafter be ineligible to be readmitted.

## **SECTION 11 – GUESTS**

**11.1** Any member, at their own expense shall have the privilege of introducing one or more of their friends (registered as a guest) to enjoy the privileges of the Club. The name of such guest (s) shall be entered into the visitors' book but in no event should the same guest (s) be introduced into the Club by a member more frequently than twice per month. A guest of a member introduced as provided in the preceding clause shall have the use of the Club only while such member is with them. Any exception to the above clause must be arranged by the member with President, Vice-President, Secretary or General Manager. The General Manager must be notified of the exception.

**11.2** No member shall introduce any person to the Club as their guest who does not carry themselves with appropriate conduct and who generally is an individual by reputation and character would not be suitable as a member of the Club.

## **SECTION 12- RECIPROCAL PRIVILEGES**

The General Manager may arrange, on behalf of its resident members for reciprocal privileges with similar clubs in other cities and may grant resident members of such other clubs the privileges of the Club, upon such terms as may be agreed upon.

## **SECTION 13- FINANCIAL YEAR**

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of October in each year.

## **SECTION 14 – RULES AND REGULATIONS**

The Board of Directors shall have full power to make, alter, amend and add to or delete from, from time to time, rules and regulations of the Club.

## **SECTION 15- INTERPRETATION**

In this by-law and all other by-laws and resolutions of the Club, words importing the singular number include the plural and vice versa; and words importing the masculine gender include the feminine and neuter genders.

Based on bylaws the General Manger of the St Catharines Club has the authority to bind the Club in any and all transactions deemed appropriate by the Board of Directors.

**SECTION 16- ADOPTION AND AMENDMENTS TO BY-LAWS**

The within by-laws may be amended by a resolution of the Board of Directors confirmed by resident members at any annual meeting or special general meeting called for that purpose. Notice of meetings as hereinbefore provided shall be given to all members entitled thereto and included therein shall be a summary of the proposed change of by-law. In addition, the complete text of the proposed amendment shall be posted by the Secretary in some conspicuous place in the Club premises and additional copies of the text shall be made available upon request by the Secretary for inspection by the members on the Club premise. No amendment of the by-laws shall carry without the consent of at least two-thirds (2/3) of all members present and entitled to vote at the meeting.

Enacted on the \_\_\_ day of **January 2021**.

\_\_\_\_\_  
President Secretary

