



RENFREW CURLING RINK CONSTITUTION AND

BY-LAWS JUNE 2022

AMENDMENT JUNE 2024 AMENDMENT JUNE 2025

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RENFREW CURLING RINK (RCR)

"Corporation" refers to: RENFREW CURLING RINK (RCR)

ARTICLE I GENERAL

- 1.1 Purpose - These By-laws relate to the general conduct of the affairs of the Renfrew Curling Rink (RCR)
- 1.2 Definitions - The following terms have these meanings in these By-laws:
- a) Act - the Ontario Corporations Act or any successor legislation.
 - b) Auditor- an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
 - c) Board - the Board of Directors of the Corporation.
 - d) Corporation - the Renfrew Curling Rink (RCR).
 - e) Days - days including weekends and holidays.
 - f) Director- an individual elected or appointed to serve on the Board pursuant to these By-laws
 - g) Ordinary Resolution - a resolution passed by a majority of the votes cast on that resolution.
 - h) Special Resolution — a resolution passed by not less than two-thirds of the votes cast on that resolution.
- 1.3 Registered Office - The registered office of the Corporation will be located within the Province of Ontario.
- 1.4 Corporate Seal - The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.5 No Gain for Members - The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- 1.6 Ruling on By-laws - Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of the Corporation Policy.
- 1.7 Conduct of Meetings - Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.8 Interpretation - Words which use the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

- 2.1 Categories - The Corporation has the following categories of Member.
- a) Member (voting)
 - b) Junior member 18 or over (voting)
 - c) Junior member under 18 (non-voting)
 - d) Social Member (non-voting)

Admission and Renewal of Members.

- 2.2 Admission of Members - Any candidate will be accepted as a Member or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
 - b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
 - c) The candidate member has paid dues as prescribed by the Board;
 - d) The candidate member agrees to uphold and comply with the Corporation's governing documents;
 - e) The candidate member meets any other condition of membership determined by the Board;
 - f) The candidate member has met the applicable definition listed in Section 2.1; and
 - g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Dues and Duration

2.3 Year - Unless otherwise determined by the Board, the membership year of the Corporation will last from Annual Meeting to Annual Meeting.

2.4 Dues - Membership dues will be determined annually by the Board prior to the Annual Meeting, approved at the Annual Meeting and are due to be paid in full prior to the first league game.

2.5 Duration - Membership duration is accorded on an annual basis and Members will re-apply for membership annually.

2.6 Deadline - Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

Transfer, Suspension, and Termination of Membership

2.7 Transfer - Membership in the Corporation is non-transferable.

2.8 Termination - Membership in the Corporation will terminate immediately upon:

- a) The expiration of the Members annual membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) The Members death; or
- f) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

2.9 May Not Resign - A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

2.10 Arrears - A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

2.11 Discipline - In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

2.12 Dues Payable - Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

Good Standing

2.13 Definition - A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, and rules of the Corporation;
- e) Is not subject to a disciplinary action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues.

2.14 Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE

MEETINGS OF MEMBERS

3.1 Annual General Meeting (AGM) - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual General Meeting also known as the Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements.

3.2 Special General Meeting (SGM) - A Special General Meeting also known as a Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) of voting members or more of the Members for any

purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within fourteen (14) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means - Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice - Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least ten (10) days and not more than thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice - Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an AGM.

3.8 Quorum - 4 Board and 6 other voting members present will constitute a quorum.

3.9 Closed Meetings - Meetings of Members will be closed to the public except by invitation of the Board.

3.10 Agenda - The agenda for the AGM may include:

- a) Call to order
- b) Establishment of quorum
- c) Approval of the agenda
- d) Approval of minutes of the previous Annual General Meeting
- e) Presentation of reports
- f) Appointment of Auditors - in accordance with Financial Policy
- g) Business as specified in the meeting notice
- h) Election of new Directors
- i) Adjournment

3.11 The President of the Corporation will be the Chairperson

3.12 Adjournment - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. 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.

3.13 Attendance - The only persons entitled to attend a meeting of the Members are the Members, the Directors, and others who are entitled or required under any provision of the Act, the articles, or policies 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.

Voting at Meetings of Members

3.14 Voting Rights - Individual voting members who attend a meeting of the members will have one vote each.

3.15 Eligibility of Votes - The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.16 Determination of Votes Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

- 3.17 Majority of Votes - Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the President of the Corporation shall cast the deciding vote.

ARTICLE IV GOVERNANCE Composition of the Board

- 4.1 Directors The Board will consist of at least 9 Directors.

- 4.2 Composition of the Board - The Board will consist of the following:

- a) President
- b) Vice. President
- c) Treasurer
- d) Secretary
- e) 3 Directors at Large
- f) House Director
- g) Match Director

NOTE: For a period of 12-24 months following the adoption of this Constitution (likely the seasons of the Transition Period 2022/2023 and 2023/2024) there could be 4 Directors at Large

Eligibility of Directors

- 4.3 Eligibility - To be eligible for election as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
 - b) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
 - c) Have the power under law to contract;
 - d) Have not been declared incapable by a court in Canada or in another country; and
 - e) Not have the status of bankrupt.

Election of Directors -

- 4.4 Nominations Committee - The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors. Nominating committee would consist of Chair - Past President - one Board member and one regular member 2 years in good standing.

- 4.5 Nomination - Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature;
 - b) Comply with the procedures established by the Nominations Committee; and
 - c) Be submitted to the Registered Office of the Corporation fourteen (14) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
 - d) The Position of Vice President must be a nomination from the Directors of the current board.

- 4.6 Nominations from the Floor - An individual may be nominated from the floor of the meeting of the Members in accordance with the Act.

- 4.7 Circulation of Nominations - Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

- 4.8 Election of Directors - Directors will be elected as the term expires. If the position of Vice- President or Director is vacated prior to the term expiry, the Board shall elect a Director to fill the position of Vice-President until the term expires. The Board may also appoint a regular member to fill the vacant Director position until the next AGM. The new Vice-President and Director shall be approved by the membership at the next AGM. (See also Article 4.14)

- 4.9 Elections — Elections will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Nomination - Winner acclaimed by ordinary resolution.

- b) Two or More Valid Nominations - The nominee(s) receiving the greatest number of votes and an ordinary resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.10 Term of Office - The Past President shall be the immediate past President The President will be the immediate past Vice President - The Vice President shall be elected at the Annual General Meeting for a term of two years. Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Resignation and Removal of Directors

4.11 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.12 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;
- c) The Director is found to be incapable of managing property by a court or under Ontario law;
- d) The Director is found by a court to be of unsound mind;
- e) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- f) The Director dies.

4.13 Removal - An elected Director may be removed by Special Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.14 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board shall proceed as in Article 4.8.

Meetings of the Board

4.15 Call of Meeting - A meeting of the Board will be held at any time and place as determined by the President, or by written request of at least three (3) Directors.

4.16 Chair - The President will be the Chair of all Board meetings. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

4.17 Notice - Written notice of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.18 Board Meeting With New Directors - For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.19 Number of Meetings - The Board will hold at least nine (9) meetings per year.

4.20 Quorum At any meeting of the Board, quorum will be forty percent of Directors holding office.

4.21 Voting - Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed Ordinary Resolution. In the event of a tie, The President will cast the deciding vote.

4.22 Written Resolutions - A resolution agreed to by all the Directors is as valid as if it had been passed at a meeting of the Board and shall be entered into the minutes at the next scheduled Board meeting.

- 4.23 In-Camera Meetings - The Board may, by Ordinary Resolution, consider business in-camera if the business deals with:
- a) Discipline of any Director or Member;
 - b) Expulsion or suspension of any person from any office of the Corporation, or of any organization from membership in the Corporation;
 - c) Recruitment and employment of personnel;
 - d) Acquisition of property or other contractual arrangements; or
 - e) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.
- 4.24 Closed Meetings - Meetings of the Board will be open to Members by Members request or invitation of the Board. Non-members may attend only by invitation by the Board.
- 4.25 Meetings by Telecommunications A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

- 4.26 Standard of Care - Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
 - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

- 4.27 Powers of the Corporation - Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions as listed in section 4.28.
- 4.28 Empowered - The Board is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws.
 - b) Make policies and procedures relating to the discipline of Members and have the authority to discipline Members in accordance with such policies and procedures. c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures.
 - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
 - e) Determine registration procedures, recommend membership dues, and determine other registration requirements.
 - f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation.
 - g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation.
 - h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
 - i) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V BOARD DUTIES

5.1. Duties of Board Members

- a) The President shall:
 - Preside over all Board and General meetings when in attendance
 - Provide general direction and active management of the affairs and business of the Club
 - Ensure that all orders and resolutions of the Board are carried into effect
 - Execute all contracts and agreements authorized by the Board
 - Participate as an ex-officio member of all Club committees and sub-committees
 - Ensure that all other directors of the Club properly perform their duties: and
 - Perform such other duties as may from time to time be prescribed by the Board
- b) The Vice President shall:
 - Be vested with all powers of the President and perform all duties of the President in the absence of the President Establish the Business Plan and
 - Perform such other duties as may from time to time be prescribed by the Board of Directors
- c) The Past President shall:
 - Bring counsel and advice to the Board
 - Provide continuity support to the President and Board: and
 - Chair the Nominating Committee

d) The Secretary shall: be responsible for the documentation of all amendments of the Corporations By-Laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.

e) The Treasurer shall: subject to the powers and duties of the Board , keep proper accounting records as required by the Act, will cause to be deposited all monies , received by the Corporation in the Corporation's bank account , will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee the supervise office staff and will perform such other duties as may from time to time be established by the Board.

f) Duties of Directors as defined in Policy

5.2 Delegation of Duties - At the discretion of the Director and with approval by Ordinary Resolution of the Board, any Director may delegate any duties of that office to appropriate staff or committee of the Corporation.

5.3 Multiple Positions - With the exception of the position of President, a Director may hold multiple Director positions, although the number of Directors may not fall below the required minimum.

5.4 Removal - A Director may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Director is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

ARTICLE VI COMMITTEES

6.1 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.3 President Ex-officio - The President will be an ex-officio non-voting member of all Committees of the Corporation.

6.4 Removal - The Board may remove any member of any Committee.

6.5 Debts - No Committee will have the authority to incur debts in the name of the Corporation.

6.6 Term - Committees shall have a term of one (1) year.

ARTICLE FINANCE AND MANAGEMENT

7.1 Fiscal Year - Unless otherwise determined by the Board, the fiscal year of the Corporation will be May 1 to April 30.

7.2 Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

7.3 Auditors - At each Annual Meeting the Members may appoint an auditor to audit in accordance with the Finance Policy.

7.4 Annual Financial Statements - The Directors will approve financial statements (evidenced by signature of President and Finance Director of the Corporation of the last fiscal year of the corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

a) The financial statements

b) Any further information respecting the financial position of the Corporation

7.5 Books and Records The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

a) The Corporation's articles and By-laws;

b) The minutes of meetings of the Members and of any committee of Members;

c) The resolutions of the Members and of any committee of Members;

- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Members; and
- h) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.6 Signing Authority - Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by designated Director(s) or other individual(s), as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.7 Property - The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.8 Borrowing - The Board shall not encumber the Club by means of capital leases, mortgages or other financial arrangements, a total commitment not greater than 30% of previous year's gross revenue without first having the approval of a special resolution at a Special meeting called for such purpose.

Remuneration

7.9 No Remuneration - All Directors, and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.10 Conflict of Interest - A Director, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE AMENDMENT OF BY-LAWS

8. Voting - These By-laws may only be amended, revised, repealed or added to by:

- a) A Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Any amendments, revisions, addition or deletions will be effective immediately.
- b) The Board of Directors by way of Ordinary Resolution. Any amendments, revisions, additions, or deletions will be effective until the next Members meeting at which the Members will by Special Resolution amend, revise, or delete the Bylaws approved by the Board.

8.2 Effective Date – By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director or Member, as applicable.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE X DISSOLUTION

10.1 Dissolution – Upon dissolution of the Club, and after payment of all debts and liabilities, the remaining property of the Club shall be distributed or disposed of to community charities in accordance with current legal provisions for disposal for of Club assets.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors, and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or any individual who acts at the Corporation's request in a similar capacity.

11.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance – The Corporation will, at all times, maintain in force such Directors liability insurance.

ARTICLE XII ADOPTION OF THESE BY-LAWS


12.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on June 14, 2022.

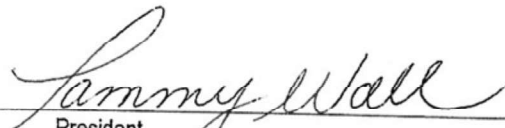
12.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

The Constitution, By-Laws, and attached annexes supersede all previous versions.

APPROVED by the members at the Annual General Meeting this 14th day of June 2022.

PASSED by the Board of Directors this 14th day of June 2022.


Secretary


President

AMENDMENT – JUNE 11, 2024

A. In the situation where the Vice-President vacates the position, and there is no replacement from among the remaining members of the Board, Article 4.8 of the RCR Constitution needs to be amended to cover this eventuality.

Delete current Article 4.8:

4.8 Election of Directors – Directors will be elected as the term expires.

If the position of Vice- President or Director is vacated prior to the term expiry, the Board shall elect a Director to fill the position of Vice-President until the term expires. The Board may also appoint a regular member to fill the vacant Director position until the next AGM. The new Vice-President and Director shall be approved by the membership at the next AGM. (See also Article 4.14)

Replace with amended Article 4.8:

4.8 Election of Directors

a) Directors will be elected on the expiration of their term.

b) If the position of Vice- President or Director is vacated prior to the term expiry, the Board shall elect a Director to fill the position of Vice-President until the term expires. The Board may also appoint a regular member to fill the vacant Director position until the next AGM. The new Vice-President and/or Director shall be approved by the membership at the next AGM. (See also Article 4.14)

c) In the event that there is no replacement from the Board for a vacant position of Vice-President, then the Board may appoint a qualified regular member to fill the position until the next AGM. A member shall be considered qualified if the member has served at least two year on either the RCR, or another, Board in a senior position. The appointed Vice-President shall be confirmed by election, by acclamation or contested vote, at the next AGM.

B. Reference to the position of Vice-President in Article 4.5 Nominations, needs to be amended to allow for the amendment of Article 4.8.

Delete current Article 4.5 sub-article d):

d) The Position of Vice-President must be a nomination from the Directors of the current board.

Replace with amended Article 4.5 sub-article d):

d) The position of Vice-President must be a nomination from the Directors of the current board unless there is no Director available, in which case Article 4.8 sub-article c) will be followed.

C. If a number of Directors leave, for whatever reason, such that a quorum of Directors is no longer in existence, Article 4.14 needs to be amended to cover this eventuality.

Delete current Article 4.14:

4.14 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board shall proceed as in Article 4.8.

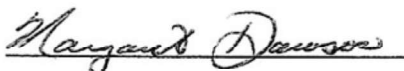
Replace with amended article 4.14:

4.14 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board shall proceed as in Article 4.8. If there is no quorum, then the situation will be addressed at an SGM to be held within a week of the Board being made aware of the lack of quorum.

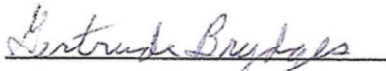
AMENDMENT - SPECIAL GENERAL MEETING ON JUNE 11, 2024

APPROVED BY THE MEMBERS AT THE SPECIAL GENERAL MEETING AND ANNUAL GENERAL MEETING ON JUNE 11, 2024

PASSED BY THE BOARD OF DIRECTORS THIS 11TH DAY OF JUNE 2024



Secretary



President



**Special General Meeting
Tuesday June 10, 2025**

Amendment to Clauses 4.1 and 4.2

Background

The current constitution requires a minimum of 9 Board Members, thus when a slate of directors less than 9 is submitted technically the Corporation is not operating within the terms of the constitution.

It is therefore proposed to adopt a more flexible alternative by changing the requirement of the consistency of the Board to 7 to 11 members.

It is also proposed that the position of "House" be changed to Director(s) at large. This single position presents a very onerous and demanding workload that can vary greatly from year to year. By changing it to "Director at Large" it provides more flexibility, better communication with the membership and creates more effective and efficient management of the Club.

Motion: It is proposed to change clause 4.1 and 4.2 to read:


Clause 4.1: Directors - the Board will consist of 7-11 Directors

Clause 4.2: Composition of the Board - The Board will consist of the following:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary
- e. Match Director
- f. 2 - 6 Directors at Large

AMENDMENT- SPECIAL GENERAL MEETING ON JUNE 10, 2025
APPROVED BY THE MEMBERS AT THE SPECIAL GENERAL MEETING AND ANNUAL GENERAL
MEETING ON JUNE 10, 2025
PASSED BY THE BOARD OF DIRECTORS THIS 10TH DAY OF JUNE 2025


Secretary


President