

# Bylaw 1 of Carleton Archery Club, Inc.

Organizational Bylaw

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**Carleton  
Archery  
Club** Inc.

<b>Carleton Archery Club, Inc. Bylaw</b>		
<b>Name</b>	Organizational Bylaw	
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## General

### 1.01 Definitions

In the Bylaws, unless the context otherwise requires:

- (a) “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;
- (b) “Board” means the board of directors of Carleton Archery Club, Inc.;
- (c) “Bylaw 1” means this Bylaw (including the schedules to this bylaw) and
- (d) “Bylaws” means all the bylaws of the Corporation as amended and which are, from time to time, in force;
- (e) “Chair” means the chair of the Board;
- (f) “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (g) “Director” means an individual occupying the position of director of the Corporation by whatever name they are called;
- (h) “Member” means a member of the Corporation;
- (i) “Members” means the collective membership of the Corporation; and
- (j) “Officer” means an Officer of the Corporation.

### 1.02 Interpretation

Other than as specified in section 1.01, all terms contained in this Bylaw that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders. They may be used in the singular or plural.

### 1.03 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 will prevail.

## **1.04 Corporate Seal**

The seal of the Corporation, if any, will be in the form determined by the Board.

## **2. Directors**

### **2.01 Elections**

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting.

### **2.02 Term**

Subject to the articles and providing the consent required by the Act on the form prescribed by the Board, each Director's term of office will be from the date of the meeting at which they are elected or appointed until no later than the end of the third annual Members' Meeting following the election.

### **2.03 Vacancies**

A Director will stop holding office immediately, if they:

- (a) die
- (b) become bankrupt, or
- (c) are found to be incapable of managing property by a court or under Ontario law.

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

### **2.04 Removal**

Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members.

### **2.05 Filling Vacancies**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;

- (b) if there is not at least three Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member subject to subparagraph (d); and
- (c) if there is at least three directors, the Directors may fill a vacancy among the Directors.
- (d) If a vacancy on the Board arises, aside from vacancies that subparagraph (a) applies too, and there is less than one year remaining in the term, the remaining Directors may fill the vacancy.

## **2.06 Committees**

- (a) The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.
- (b) Subject to the bylaws, any such committee may formulate its own rules of procedure, subject to such regulations, directions or terms of reference as the Board may from time to time make.
- (c) Any committee member may be removed by resolution of the Board.
- (d) Subject to the bylaws, the Board may dissolve any committee by resolution at any time.

## **2.07 Directors by virtue of office**

A staff member of the CU Archery Club may serve as a Director of the corporation as long as they meet the requirements of the Act, the bylaws, and provide their consent on the form prescribed by the Board. These directors serve as long as they maintain their staff position at CU Archery Club and must notify the corporation when they cease being a staff member.

## **2.08 Remuneration**

Pursuant to the articles, the Directors will fulfil their role as Director without remuneration. Directors will not directly or indirectly receive any profit from occupying

the position of Director or from providing services in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

### **3. Board Meetings**

#### **3.01 Calling Meetings**

The Chair, General Director, any two Directors jointly and Secretary may call meetings of directors at any time and any place on notice as required by section 3.03.

#### **3.02 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, and no other notice shall be required for any such meetings.

#### **3.03 Board Meeting Notices**

- (a) Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in section 10.
- (b) Notice of the time and place of the meeting must be given not less than 5 days before the date that the meeting is to be held.
- (c) Notice must be given according to requirements set out in the Notices Section of this Bylaw.
- (d) Notice of a meeting is not necessary if:
  - i. all of the Directors are present, and none objects to the holding of the meeting,
  - ii. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
  - iii. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

#### **3.04 Conducting Board Meetings**

- (a) The Chair will oversee Board Meetings. If the Chair is absent, The Director holding the office of Executive Director will act as the Chair of the meeting.



- (b) Each Director, including the Chair, has one vote and the Board shall exercise its collective duties through votes at Board Meetings. Matters arising at any Board Meeting will be decided by consensus unless otherwise required by the Act.
- (c) Quorum of Directors at board meetings means at least more than 50% of directors.

### **3.05 E-Meetings**

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. All Directors may participate by such means, and those meetings are deemed to have occurred at the corporation's registered office.

## **4. Financial**

### **4.01 Banking**

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

### **4.02 Fiscal Year**

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

### **4.03 Execution of Contracts**

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document.
- (b) The Chair is authorized to enter into and execute any agreement, contract, obligation, memorandum, or other instruments by the Corporation with the signing authorities of the CU Archery Club.
- (c) Any Director or Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.

## **5. Officers**

### **5.01 Appointments**

- (a) The Board will appoint from among the Directors a Chair. The Board may appoint from among the Directors a General Director and an Executive Director, and may appoint any other person to be Treasurer, Secretary, and Head of Range Safety. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority, duties, and titles as the Board may assign from time to time.
- (b) The same person may hold two or more offices of the Corporation.
- (c) The board may by resolution amend the name of any of the offices established in subparagraph (a) and all references to the above names in all corporate documents shall be read as the new name.

### **5.02 Removals**

Any Officer shall cease to hold office upon resolution of the Board for any reason. Unless removed, an Officer shall hold office until the earlier of:

- i. the Officer's successor being appointed,
- ii. the Officer's resignation, or
- iii. such Officer's death.

### **5.03 Duties**

- (a) The Chair will perform the duties described in the Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas in consultation with the Directors and chairing executive committees.
- (b) Each Officer will perform the duties as required by law and as the Board may determine from time to time.

### **5.04 Delegation**

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

## **6. Legally Protecting Directors and Others**

### **6.01 Indemnity**

No Director, Officer or committee member of the Corporation will be liable for:

- (a) the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
- (b) joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation
- (c) the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested
- (d) 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
- (e) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office.

### **6.02 Conditions**

No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:

- (a) complied with the Act and the Corporation's articles and Bylaws, and
- (b) exercised their powers and discharged their duties in accordance with the Act.
- (c) acted with good faith at all times.

## **7. Conflict of Interest**

### **7.01 Definition**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation 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 during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

## **8. Members**

### **8.01 Members**

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have applied and been accepted for membership in the Corporation by resolution of the Board or upon fulfilling the conditions set by the Board from time to time.

### **8.02 Member Rights**

As set out in the articles, each Member is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member will be entitled to one vote at such meetings.

### **8.03 Term**

The term of membership will be 1 year, subject to renewal in accordance with the policies of the Corporation.

### **8.04 Termination**

Membership automatically terminates if the Member resigns or such membership is otherwise ended according to the Bylaws or the Act.

### **8.05 Transfer**

Membership in the Corporation is not transferable.

## **9. Members' Meeting**

### **9.00 Meeting Location**

In accordance with subsection 53(2) of the Act and the corporation's articles, a meeting of the members of the corporation may be held anywhere in Ontario or it may be held in Ville de Gatineau (the City of Gatineau) or Municipalité régionale de comté des Collines-de-l'Outaouais (the Collines-de-l'Outaouais Regional County Municipality) in the province of Québec.

### **9.01 Annual Meeting**

The Board will decide the date and place of the Annual Members' Meeting. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

## **9.02 Annual Meeting- Agenda**

The business at the annual meeting will include the following:

- (a) Approve the agenda for the annual meeting
- (b) Approve the minutes of the previous annual meeting and any special meetings
- (c) Approve the financial statements for the previous year
- (d) elect directors, and
- (e) any new or special business that was included in the notice of the meeting

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.

## **9.03 Special Meetings**

The Directors may call a Special Members' Meeting. The Board will convene a Special Members' Meeting on written request of not less than 10% 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 21 days from the date of the deposit of the request.

## **9.04 Notice**

Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

## **9.05 Quorum**

- (a) A quorum for the transaction of business at a Members' Meeting is 20% of Members entitled to vote at the meeting, whether present in person, electronically, or by proxy.
- (b) 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.

## 9.06 Meeting Chair

- (a) The corporate Chair shall be the chair of the Members' meeting.
- (b) In the Chair's absence, the Executive Director shall act as chair. In the absence of the Executive Director, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

## 9.07 Voting

- (a) Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.
- (b) Each member will be entitled to one vote at any Members' Meeting.
- (c) If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy.
- (d) Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.
- (e) Before or after a show of hands has been taken on any question, Votes will be taken by the chair of the meeting or the corporate Secretary or any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.
- (f) The chair of the meeting, if a voting Member, will have a vote.
- (g) If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.
- (h) 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 will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (i) An abstention will not be considered a vote cast.

### **9.08 E-Meetings**

A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:

- (a) allow all participants to communicate adequately with each other during the meeting
- (b) allow you to verify the identity of anyone casting a vote
- (c) prevent you from knowing how they voted.

A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means, such meetings are deemed to have occurred at the corporation's registered offices.

### **9.07 Adjournments**

The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' 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.

### **9.08 Attendance**

The only persons entitled to attend a Members' Meeting are:

- (a) The members
- (b) The directors
- (c) The auditors of the Corporation, if any (or the person who has been appointed to conduct a review engagement, if any) and
- (d) 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 the Chair of the meeting invites them or the majority (50%+1) of the Members present at the meeting consent to their being there. Despite this, any officer who is not also a member is entitled to be admitted.

## **10. Sending Notices**

### **10.01 Available Methods**

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 delivered:

- (a) To the last address on record for that director or member
- (b) Email
- (c) Other electronic means
- (d) As the directors determine

### **10.02 Procedure**

Notices mentioned above will be sent to any member or director at their latest email address unless they consent to or specify some other method and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no email address has been given then to the last available method of sending notice to such Member or Director as known to the Board.

### **10.03 Waiver**

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

- (a) 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 will, unless it is otherwise provided, be counted in such number of days or other period.

### **10.04 Error or Omission**

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

## **11. Adoption and Amendment of Bylaws**

### **11.01 The Board**

The Board may from time to time in accordance with the Act amend or repeal and replace this Bylaw or adopt, amend and repeal any other bylaw of the corporation.



### **11.02 Vote**

After a bylaw is adopted, amended or repealed it shall be submitted to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaw or Bylaw changes with a 51% of the votes cast at a members' meeting.