

## SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of

The Canadian Athletic Club

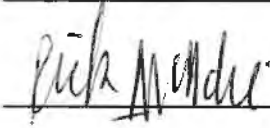
*[Name of society]*

at its Annual General Meeting of members held on March 11, 2021.  
(month/day/year)

The by-laws were changed as follows:

The existing by-laws are repealed and are replaced by the attached by-laws.

Date: May 13, 2021

Signature: 

Name: Rick McAdie

Title: President

11/03/2021

## **BYLAWS**

Bylaws relating generally to  
the transaction of the business  
and affairs of

Name of Society

**CANADIAN ATHLETIC CLUB**



### **1. DEFINITIONS**

1.1 In these Bylaws, unless the context requires a different meaning:

- (a) “Act” means the *Societies Act*, R.S.A. 2000, c. S-14, as amended and any statute that may be substituted therefor;
- (b) “Annual General Meeting” means the annual meeting of the members of the Canadian Athletic Club as required by the Act and as specified in section 12 of these Bylaws;
- (c) “appoint” shall include “elect” and vice versa;
- (d) “Arena” means Canadian Athletic Club Hockey Arena;
- (e) “CAHA Ltd.” means Canadian Athletic Hockey Arena Ltd., an entity wholly owned by the Canadian Athletic Club;
- (f) “Club” means the Canadian Athletic Club;
- (g) “Executive” means the officers and directors of the Club;
- (h) “Member” means a Regular Member, Associate Member, Honorary Member, Life Member, and Honorary Life Member;
- (i) “Membership Chairperson” means a Member appointed by the Executive who is responsible for maintaining records of membership in the Club;
- (j) “Notice In Writing” means a notice delivered by mail or by electronic email (email); and

- (k) "Voting Member" means a Regular Member, Life Member, or Honorary Life Member.

## 2. **MEMBERSHIP**

- 2.1 The club shall consist of five (5) types of members:
  - (a) Regular Member;
  - (b) Associate Member;
  - (c) Honorary Member;
  - (d) Life Member; and
  - (e) Honorary Life Member.
- 2.2 The annual membership fees of the Club shall be set by the Executive, who shall have the power to alter these fees as they may decide from time to time.
- 2.3 Membership in the Club shall be open to all individuals who are not employed either full or part time by the Club.
- 2.4 Regular Member: Every application to be a Regular Member shall be made by way of a membership application form used by the Club from time to time, properly completed and signed by the applicant with the appropriate application fee paid. Every application submitted shall be reviewed by the Executive. Upon acceptance, the candidate shall be informed of the decision of the Executive by the Membership Chairperson and they shall become a Regular Member of the Club entitled to all the rights and privileges of a Regular Member. A Regular Member shall be in good standing upon payment of their annual membership fees when due. The rights and privileges of a Regular Member include:
  - (a) attendance at any General Meetings and Annual General Meetings of the Club;
  - (b) voting at any General Meetings and Annual General Meetings of the Club;
  - (c) serve on the Executive of the Club subject to nomination by the Nominating Committee; and
  - (d) chair or serve on any standing committees of the Club at the recommendation, discretion and appointment by the Executive of the Club.
- 2.5 Associate Members: The parent(s) or legal guardian(s) of a player registered on

one of the Club's hockey teams shall be an Associate Member. An Associate Member is entitled to all the rights of a Regular Member **except the right to vote at General Meetings and Annual General Meetings or to be elected to the Executive of the Club**. An Associate Member may apply to be a Regular Member of the Club provided he or she follows the required procedures.

- 2.6 Honorary Members: The Executive may, at any Executive meeting, appoint an individual to be an Honorary Member of the Club. An Honorary Member is a ceremonial appointment of a Club membership and is not intended to grant the Honorary Member any entitlement to the rights and privileges of a Regular Member or any other membership category.
- 2.7 Life Member: The Executive shall appoint any Regular Member serving 20 years of continuous service to the Club to be a Life Member, provided that the said Regular Member has remained in good standing by having paid his or her annual membership fees in full for each and every consecutive year during that 20-year period. Upon being appointed a Life Member, no further membership fees are to be charged to that Member. A Life Member shall retain all the rights and privileges of a Regular Member.
- 2.8 Honorary Life Member: The Executive may, from time to time, at any Executive meeting, appoint a Regular Member who is in good standing and who has made continuous outstanding contributions to the Club but has not met the criteria of a Life Member, to be an Honorary Life Member. An Honorary Life Member shall retain all the rights and privileges of a Regular Member.
- 2.9 All Members of the Club shall be subject to and adhere to the Club's policies and procedures in force and as may be amended from time to time.
- 2.10 No Member of the Club in his or her individual capacity shall be liable for any debt or liability of the Club.
- 2.11 Any Member may withdraw from the Club at any time by written notice addressed to the Membership Chairperson at the Club's current mailing address or via email to the Membership Chairperson's email address.
- 2.12 The Executive shall have the power to reprimand, suspend, or expel any Member who fails to follow, honor or otherwise abide by any policies of the Club including these Bylaws, or whose conduct, in the opinion of the Executive, renders him/her unfit to be a Member. However, no Member shall be expelled or suspended without first being summoned before the Executive to explain his or her conduct. The Executive shall then vote, with two-thirds (2/3) majority being required for the suspension or expulsion of the Member in question. The decision of the Executive on this vote shall be final. Any Member summoned before the Executive shall receive at least seven (7) days prior Notice In Writing from the Secretary containing a statement of the charge brought against the Member.

- 2.13 Any Regular Member failing to pay his or her annual membership fees within six (6) months after fees are due shall automatically cease to be a Member. At year end of the Club, the Membership Chairperson shall give a Notice In Writing all Regular Members advising them that membership fees must be received by the Club not later than December 31 of that year to maintain his or her Regular Member status.
- 2.14 Regular Members who fail to pay their membership fee within six (6) months after fees are due and who then cease to be a Member, may re-apply to be a Regular Member provided they follow the required procedures.

### **3. DIRECTORS AND OFFICERS**

- 3.1 The Club shall be managed by the elected Executive, which shall consist of the following officers and directors:
- (a) President;
  - (b) Vice President;
  - (c) Past President;
  - (d) Secretary;
  - (e) Treasurer; and
  - (f) A minimum of four (4) to a maximum of six (6) Directors.
- 3.2 The officers and directors shall be elected at the Annual General Meeting of the Club as follows:
- (a) **PRESIDENT** shall be elected for a two (2) year term to a maximum of two (2) consecutive terms;
  - (b) **VICE PRESIDENT** shall be elected for a two (2) year term to a maximum of two (2) consecutive terms;
  - (c) **PAST PRESIDENT** shall be the person who has served the previous term as the President. In circumstances where the outgoing President does not wish to continue as Past President, the previous Past President shall continue as Past-President;
  - (d) **SECRETARY** shall be elected for a two (2) year term to a maximum of two (2) consecutive terms;
  - (e) **TREASURER** shall be elected for a two (2) year term to a maximum of five (5) consecutive terms; and

- (f) **DIRECTORS** shall be elected for two (2) year terms to a maximum of two (2) consecutive terms. The terms of elected Directors should be set so that only half of the sitting Directors are up for election in any given year.
- 3.3 Any officer or director who is absent without cause from three consecutive Executive Meetings shall vacate his or her office.
- 3.4 All individuals serving on the Executive shall be subject to a security screening, including a Police Information Check and a Vulnerable Sector Check, shall be subject to all of the Club's policies and procedures as may be amended from time to time, and shall agree in writing to be subject to any code of conduct for the Executive as may be implemented by the Executive from time to time.
- 3.5 Notwithstanding the requirements to be elected and term limits specified in section 3.2 above, the Executive may fill any vacancies in or maintain an individual in the role of an officer or director, as the case may be, by appointment of an individual into the vacant position, but only for the length of term for which the vacant position was originally elected.
- 3.6 The Executive may make provisions for remunerations of any officer or director as it may direct from time to time.
- 3.7 No individual shall hold the role of an officer of the Club without having first served on the Executive of the Club for at least a period of one (1) year.

#### **4. PRESIDENT**

- 4.1 The President shall be *ex officio* a member of all committees and shall be a member of the Board of Directors of CAHA Ltd. The President shall, when present, chair all meetings of the Club and the Executive. In the President's absence, the Vice President shall chair at any such meetings. In the event that both the President and Vice President are absent, a Chairperson may be elected at the meeting to preside. The President or his/her designate will not vote at any meetings except in the event of a tie vote.
- 4.2 No individual shall hold the position of President of the Club who holds an elected or appointed office with any other group or association similar to or in conflict with the Club.

#### **5. VICE PRESIDENT**

- 5.1 In the absence of the President, the Vice President shall have all the powers and perform all the duties of the President.

## **6. SECRETARY**

- 6.1 The Secretary shall attend meetings of the Club and of the Executive and keep accurate minutes of these meetings. The Secretary shall also be responsible for the preparation and keeping of all other necessary books and records of the Club. The Secretary shall also have charge of the seal of the Club, which seal, whenever used, shall be authenticated by the signature of the Secretary and the President, or in the absence of either, by the remaining one, and the Vice President. The Secretary shall also keep a record of all the members of the Club and their addresses, and contact information, and send all notices of the various meetings as required. In case of the Secretary's absence, the duties of the Secretary shall be discharged by a member of the Executive as may be appointed by the Executive.

## **7. TREASURER**

- 7.1 The Treasurer shall receive all money paid to the Club and shall be responsible for the deposit of that money in such bank account as the Executive may order. The Treasurer shall properly account for all the funds of the Club and keep such books as may be directed. The Treasurer shall prepare an annual operating budget for the Club. The Treasurer shall present a full detailed account of the receipts and disbursements of the Club to the Executive whenever requested and shall present the audited financial statements as prepared by the Club-appointed auditor for approval by the Executive. The Treasurer shall also present the audited financial statements at the Annual General Meeting of the Club. A copy of these statements will be submitted to the Secretary for the records of the Club.

## **8. DIRECTORS**

- 8.1 The Directors shall attend Club and Executive meetings, provide support to the Executive as a whole, and chair various committees of the Club as may be directed by the President.

## **9. PAST PRESIDENT**

- 9.1 The Past President shall attend Club and Executive meetings, provide support to the President and the Executive as a whole, chair various committees of the Club as may be directed by the President and may be a member of the Board of Directors of the CAHA Ltd.

## **10. POWERS OF OFFICERS AND DIRECTORS**

- 10.1 The Executive shall have full control and management of the business and affairs of the Club, subject to and as provided by these Bylaws and to any direction given to the Executive by a majority vote of the Club at any meeting thereof properly called and constituted.

- 10.2 Meetings of the Executive shall be held as often as the business of the Club shall require, and at least once every three months, and shall be called by the President. Meetings of the Executive shall be called on at least two days' notice in writing to each officer and director, provided, however, that should any emergency situation arise, a one (1) hour notice by telephone call and e-mail shall be deemed to be sufficient notice of the Executive meeting. The presence of at least 50% of the filled Executive positions shall constitute a quorum.

## **11. NOMINATIONS FOR ELECTION OF OFFICERS AND DIRECTORS**

- 11.1 The Executive of the Club shall appoint a Nominating Committee whose duty shall be to solicit a slate of candidates for election as officers and/or directors at the Annual General Meeting. This Nominating Committee shall be comprised of at least one member of the Executive and one Regular Member in good standing or one Associate Member of the Club. No individual may be nominated for election as an officer or director of the Club unless they are a Voting Member in good standing. To be eligible to be nominated for the office of President or Vice President of the Club, the individual must have served as an elected officer or director of the Club for at least one year.
- 11.2 No later than ten (10) days prior to the Annual General Meeting, the Nominating Committee will post a list of candidates for election as officers and/or directors on the Club's website. The Voting Members of the Club will be notified in writing no later than seven (7) days prior to the Annual General Meeting of candidates for officers and/or directors of the Club.
- 11.3 The Nominating Committee can accept nominations from the floor at the Annual General Meeting for vacant positions, provided the nominated Member is a member in good standing, is nominated by two Voting Members in good standing, and has met all other criteria to be an elected an officer or director of the Club. The nominee must agree to the nomination, or if not present at the Annual General Meeting, must have provided written confirmation that they would accept the nomination.

## **12. COMMITTEES**

- 12.1 The Executive of the Club may appoint committees from time to time for any special purpose, subject always to the objectives of the Club and may delegate authority to any such committee, provided that any such committee shall be subject to the regulation and control of the Executive.

## **13. MEETINGS**

- 13.1 An Annual General Meeting of the Club shall be held no later than one-hundred and twenty (120) days after the calendar year end as the Executive may decide from time to time.
- 13.2 General Meetings of the Club shall be held at least semi-annually on such dates



as may be set by the Executive.

- 13.3 Special Meetings may be called by the President or Secretary upon receipt by either of them of a written request signed by one-third (1/3) of the Voting Members in good standing, setting forth the reasons for calling such special meeting.
- 13.4 Notice In Writing of the Annual General Meeting or a Special Meeting shall be given to each Voting Member in good standing at least twenty-one (21) days before such meetings. Notice of each General Meeting, Annual General Meeting, or Special Meeting shall also be posted on the Club's website.
- 13.5 Ten (10) Voting Members in good standing shall form a quorum at any General, Annual General, or Special Meeting.
- 13.6 All meetings of the Club shall be held at the Arena at the date and time specified in the notice of such meeting or at such location or alternative means as the Executive directs.

#### **14. VOTING**

- 14.1 Each Regular Member, Life Member, and Honorary Life Member in good standing shall have the right to vote at any meeting as described in these Bylaws. All votes must be made by Voting Members in person. Proxies shall not be recognized.

#### **15. AUDITING**

- 15.1 An auditor for the financial records and accounts of the Club shall be appointed at the Annual General Meeting and a review of the financial standing by a recognized audit authority shall be submitted at the Annual General Meeting.
- 15.2 The fiscal year of the Club shall be the date known as the "year end" and shall be the date set by the Executive from time to time.
- 15.3 The books and records of the Club may be inspected by any Member of the Club at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same.

#### **16. BORROWING POWERS**

- 16.1 The Executive may borrow such money on the credit of the Club for the purposes of the Club in such amounts and upon such terms as the Executive may think proper from time to time.
- 16.2 The borrowing powers of the Club shall be exercised by the Executive.

#### **17. BYLAWS**

- 17.1 No amendment of or addition to these By-Laws shall be made except by a special

resolution of the Voting Members of the Club at the Annual General Meeting or at a Special Meeting called for that purpose. Advance notice of the proposed amendments or additions to these Bylaws shall be included with the notice of the Meeting sent to the Voting Members in writing at least seven (7) days in advance.

- 17.2 Approval of amendments or additions to these Bylaws shall require at least three-quarter (i.e., 75%) majority vote of Voting Members in attendance at this meeting.

**18. NOTICES**

- 18.1 Any notices referred to in these Bylaws as being given to Members by Notice In Writing shall be sent to the last known email address for the Member as maintained by the Secretary and shall be deemed to have been received upon transmission. If the Secretary does not have an email address for a Member, the notice shall be mailed to the last known address for the Member and shall be deemed to have been received by the Member upon mailing.