Redbirds Lacrosse Club Constitution
Updated with 2008 AGM Amendments
By-laws
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REDBIRDS LACROSSE CLUB INC.

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Redbirds Lacrosse Club Inc.

BE IT ENACTED as a by-law of Redbirds Lacrosse Club Inc. (RLC) as follows:

1. DEFINITIONS

1.1 In this By-law and all other By-laws and Resolutions of the RLC, unless the context otherwise requires:

(a) **"Club"** means Redbirds Lacrosse Club Inc. (or such other name as the RLC may in the future legally adopt);

(b) **"Board"** means the Board of Directors of the RLC;

(c) **"CLA"** means the Canadian Lacrosse Association (or such other name as the CLA may in the future legally adopt;

(d) **"Corporations Act"** means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;

(e) **"Director"** means an individual who has been elected to the Board of Directors of the RLC;

(f) **"Letters Patent"** mean the Letters Patent incorporating the RLC, as from time to time amended by Supplementary Letters Patent;

(g) **"OLA"** means the Ontario Lacrosse Association (or such other name as the OLA may in the future legally adopt);

(h) **"Zone"** means Zone 10 Minor Lacrosse (or such other name as the Zone may in the future legally adopt);

(i) **"Policies"** means written statements governing issues affecting the affairs of the RLC, which have been considered and approved by the Board of Directors

(j**) "RLC"** means Redbirds Lacrosse Club Inc.

(k) **"Members"** means all classes of membership in the RLC as provided for in section 5.

(l) **"Member in Good Standing"** means a Member that has paid all fees in full, has no disciplinary sanctions against them, no unwarranted possession of RLC property, has no possession of RLC financial documents and has no outstanding legal sanctions against them

1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and Resolutions of the RLC.

2. REGISTERED OFFICE/BOUNDARIES AND SEAL

2.1 The Corporate Seal of the RLC shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the RLC for its use and safekeeping.

2.2 The registered head office of the RLC shall be in the in the Town of Newmarket, in the Province of Ontario and thereafter as the RLC may from time to time determine by special resolution of the members pursuant to the Corporations Act. The RLC may establish such other offices within Canada, as the Board may deem expedient by resolution.

2.3 The Boundaries of the area of governance will be as shown in Appendix I "RLC Boundaries"

3. MISSION OF THE RLC

3.1 The purpose of the RLC is to organize, develop and promote minor lacrosse for the youth of the Towns of Aurora, East Gwillimbury, Georgina and Newmarket and parts of the Town of Whitchurch-Stouffville and the Township of King as shown in the RLC Boundaries map. The RLC:

(a) shall do its best to provide the opportunity for all eligible individuals to participate in recreational house league lacrosse, and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play;

(b) will support the development of and participation in representative lacrosse and provide the opportunity to participate at the highest competitive level;

(c) will endeavor to instill in all players, coaches, managers and members associated with the RLC good sportsmanship, correct and proper behaviour on and off the floor, respect for authority and team play;

(d) shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the RLC shall be used solely for the purposes of the RLC and for the promotion of its objects.

4. AFFILIATIONS

4.1 The RLC shall have the following affiliations:

(a) The RLC shall be a member of the CLA

(b) The RLC shall be a member of the OLA

(c) The RLC shall be a member of Zone 10 of the OLA,

(d) The RLC shall operate in cooperation with the Towns of Aurora, East Gwillimbury, Georgina & Newmarket

5. CLASSES OF MEMBERSHIP

5.1 There shall be three (4) classes of Membership in the RLC:

(a) Active Membership;

(b) Parent/Guardian Membership;

(c) Honourary Membership.

(d) Life Membership

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

(a) Active Membership:

Active Members shall include all elected or appointed Directors or officials, and all conveners, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age and Referees that are not otherwise registered. **Members in this classification will be allowed one vote per person.**

(b) Parent/Guardian Membership:

Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years. One Parent/Guardian per registered player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the RLC.

(c) Honorary Membership:

Honorary Membership may be granted to an individual who otherwise is not a member of the RLC but who is a supporter of the RLC i.e. the Mayors of the Towns in which the RLC operates. Individuals may be nominated to be Honorary Members by any Member of the RLC and the granting of Honorary Membership must be confirmed by a majority vote of the Board of Directors.

Honorary Members will not have a vote but may attend members meetings and by invitation, meeting of the Board and Committees of RLC.

(d) Life Membership:

Life Membership may be granted to an individual who has rendered extraordinary and distinguished service to the RLC. Individuals may be nominated to be Life Members by any Member of the RLC and the granting of Life Membership must be confirmed by a majority vote of the Board of Directors.

Life Members will have one vote, may attend members meetings and by invitation, meeting of the Board and Committees of RLC

(d) One Person – One Class of Membership:

Although it is possible for a member to be qualified for more than one (1) class of membership in the RLC, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

6.2 Membership List:

Subject to Section 6.7 herein, the Secretary of the Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Life Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

6.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Life Memberships shall commence on or after January 1 in each year, and shall lapse and terminate on the 31st day of December next following the date on which such Membership commenced.

6.4 Termination

(a) Membership in the RLC shall not be transferable and shall terminate upon a Member's resignation, death or failure to register to the upcoming season.

(b) Members may resign from the RLC by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Board members.

(c) Members in good standing shall be those admitted to Membership and who have paid all required membership fees to the RLC. Members whose Membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office in the RLC. The Secretary shall inform those concerned of this suspension in writing.

(d) Members whose conduct is considered by the Board to be contrary to the RLC or Zone's stated Code of Conduct and the purposes of the RLC shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the RLC. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot of directors conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

6.5 Membership Fees

Registration fees shall be established annually by the Board of Directors. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

6.6 Player and Coach Insurance

All of the RLC playing members, Bench Personnel, Coaches, Executive, Referees and others registered with the RLC shall be insured through the Ontario Lacrosse Association insurance plan.

6.7 Right to Vote

All Active Members, Parent/Guardian Members and Life Members shall be entitled to notice of and to vote at all Meetings of Members of the RLC.

6.8 Record Date

Individuals, who are Members of the RLC at least 35 days in advance of any General Meeting of the Members of the RLC, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 35 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year within the month of October or November, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

(a) approval of the agenda;

(b) approval of the minutes of the previous Meeting of the Membership;

(c) receiving reports of the activities of the RLC during the preceding year;

(d) consideration of any proposed amendments to the Letters Patent or By-laws of the RLC;

(e) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. on September 30th, immediately preceding the Annual General Meeting;

(f) election of the new Board.

7.2 Additional General Meetings of Members

In addition to the Annual General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the

Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

7.3 Notice

a) Annual General Meeting;

Notice of the Annual General Meeting, shall set out the time and the place of the Meeting and may set out the agenda, and such notice shall be mailed, hand delivered or e-mailed to all Members at the last known address recorded for such Members in the records of the RLC. Such notice shall be posted on the RLC's web site at least thirty (30) days prior to the date of the Meeting.

b) Additional General Meetings of the Membership;

Notice of any Additional General Meetings of the Membership shall be mailed or e-mailed to all Members at the last known address recorded in the records of the RLC. Such notice shall be posted on the RLC's web site at least fifteen (15) days prior to the date of the Meeting.

c) Error or Omission in Notice;

No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

7.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 8 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.5 Voting Procedures:

(a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the RLC, shall decide every motion proposed for consideration at Meetings of the Membership;

(b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;

(c) At the Meetings of the Membership, every motion shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a motion, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.6 No Proxies:

Proxies will not be permitted. Members must be present in person at Additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

7.7 Adjournments

Any Meeting of the Members of the RLC may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

7.8 Chair:

In the absence of the President and the Vice-President, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

8. BOARD OF DIRECTORS

8.1 Composition

The Board of Directors shall be comprised of the following positions: President, Vice-President, Director of Field Rep, Director of Box Rep, Director of Marketing, Secretary, Director of House League, Treasurer and Director of Player Development.

(a) Eligibility

A Director:

(i) shall be eighteen (18) or more years of age;

(ii) shall not be an undischarged bankrupt or of unsound mind;

(iii) shall be a Member of the RLC at the time of his or her election or appointment;

(iv) shall remain a Member of the RLC throughout his or her term of office.

(b) Number of Directors;

The affairs of the RLC shall be managed by a Board, which consists of nine (9) elected Directors.

(c) Term of Office;

(i) The Directors shall be eligible to be elected or appointed by the Board of Directors in the event that no one is nominated, for two (2) consecutive terms of two (2) years each. Directors may be elected or appointed for a third or subsequent term if no other member has stood for election to that position.

(d) Rotation of Directors

(i) Each year at the Annual General Meeting of Members of the RLC, the Members of the RLC shall elect Directors for two (2) year terms as follows:

The positions of President, Treasurer, Director of Field Rep & Director of Player Development will be elected in odd years and the positions of Vice-President Operations, Secretary, Director of Marketing, Director of Box Rep & Director of House League will be elected in even years.

(ii) In order to establish a rotation of the elected Directors on the Board, the election of Directors next following the implementation of this By-law shall provide for the election of the President, Treasurer, Director of Rep & Director of Player Development two (2) year terms and the election of the Vice-President of Operations, Secretary, Registrar, Director of Box Rep & Director of House League for one (1) year terms.

(iii) In order to implement the provisions of this Bylaw, the term of all incumbent Directors of the RLC at the date of adoption of this Bylaw, shall expire and terminate on the date of the Annual General Meeting next following the date of implementation of this By-law.

e) Change in Number of Directors;

The RLC may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations:

(a) The election of Directors shall take place at the Annual General Meeting of the Membership. No election or appointment of a Board Member is effective without consent given in writing or verbally by the nominee prior to the election or appointment. Nominations must received by the Secretary two weeks prior to the date of the AGM and be supported by at least one nominator in addition to the nominee, who is a Member of the RLC in good standing. It is the responsibility of the nominator to confirm that the nomination has been received by the Secretary.

(b) If there are no nomination forms received for any particular position, Nominations may be accepted from the floor provided the Nomination is moved and seconded by Members in Good Standing and that the Nominee is in attendance and accepts the Nomination. If nominations have been submitted in accordance with section 9.1 a) for a position, no nominations will be accepted from the floor for that position.

9.2 Board Positions:

The Board shall consist of the following;

(a) President - Elected - two (2) year term

(b) Vice President - Elected - two (2) year term

(c) Director Player Development - Elected - two (2) year term

(d) Treasurer - Elected - two (2) year term

(e) Secretary - Elected - two (2) year term

(f) Director House League - Elected – two (2) year term

(g) Director Field Rep Programs - Elected - two (2) year term

(h) Director Box Rep Programs - Elected - two (2) year term

(i) Director of Marketing - Elected - two (2) year term

9.3 Election Procedures:

A list of all individuals who have been nominated for election to the Board by the deadline for such nominations shall be distributed to members in attendance at the AGM. Such listing shall identify what position each nominee is seeking election for.

9.4 Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board by notice on the RLC's web site. The Board shall appoint a replacement Director as soon as possible after the Board position was vacated.

9.5 Termination

(a) Removal of Director

A Director may be removed from office based on a vote passed by 2/3 of all directors in office. The Director shall be made aware of the reason of such motion and shall have a reasonable time on the agenda to defend him or herself. Reasons may include conduct unbecoming of a Director, conviction of illegal activities relating to the operation of the RLC or unexplained absenteeism.

(b) Absenteeism

Unless otherwise determined by the Board, the unexplained absence of a Director from three (3) consecutive Board Meetings or from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

(c) Resignation

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the RLC.

10. BOARD RESPONSIBILITIES

10.1 Governance:

The Board of Directors shall govern the RLC in compliance with the objects, powers, by-laws and Policies of the RLC, Rules of Operation and all applicable laws and regulations.

10.2 Board Meetings

(a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than eight (8) times per year.

(b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

10.3 Notice of Board Meetings

(a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the RLC;

(b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.

(c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

10.4 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.

10.5 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

10.6 Quorum

A quorum for a Board Meeting shall be five (5) Directors. No business of the Board shall be transacted in the absence of a quorum.

10.7 Voting Rights

Each Director, present at a Board Meeting, including the President, shall be entitled to one vote.

10.8 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the President that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.9 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the RLC; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the RLC.

10.10 Conflict of Interest

(a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the RLC shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.

(b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.

(c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.

(d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the RLC for any profit realized from the contract or transaction or other matter.

(e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the RLC for all profits realized, directly or indirectly, from such contract or transaction or other matter.

10.11 Indemnification of Directors

Every Director of the RLC and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the RLC from and against:

(a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and

(b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default; provided that, no Director of the RLC shall be indemnified by the RLC in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.

(c) the RLC may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

10.12 Confidentiality

Every Director and Officer of the RLC shall respect the confidentiality of matters brought before the Board for consideration in camera.

10.13 Rules of Operation

Notwithstanding any other provision contained in this By-law, the Board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary policies, rules and regulations as they deem expedient related in any way to the operations of the Corporation, including, without limitation, the conduct of its members, member teams and guests, provided such rules and regulations are consistent with the letters patent of the Corporation or this By-law. Such prescribed rules and regulations shall have force and effect until the next AGM when they shall be confirmed. In the event of default of confirmation at such AGM the regulations shall, at and from that time, cease to have force and effect.

11. RESPONSIBILITIES OF OFFICERS

11.1 Elected/Appointed Directors:

(a) The Elected Directors shall be the President, Vice-President, Treasurer, Secretary, Director of Box Rep, Director of Field Rep, Director of House League, Director of Player Development & Director of Marketing.

(b) A Director shall not hold more than one Office, nor hold the same Office for more than two (2) consecutive terms unless otherwise allowed elsewhere in this By-Law / Constitution.

(c) Other duties of the Board members shall be outlined in this Constitution and in the Rules and Regulations.

11.2 Assistants to Officers

The Board of Directors may appoint such assistant(s) to Directors of the RLC as the Board may determine by Resolution from time to time.

11.3 Eligibility for Office:

a) The President must have served on the Board for at least two (2) years immediately prior to election.

b) The RLC shall endeavour to nominate as Treasurer a Director who has employment experience and skills in accounting procedures.

11.4 Term of Office

The elected Directors shall hold position until the Annual General Meeting held approximately two years after the Directors are elected.

11.5 Termination of Officers

(a) Removal for Cause

The Board, by resolution approved by two-thirds (2/3) of the total number of Directors presently in office, may remove any Director for cause before the expiration of his or her term of position. Refer also to Section 9.5.

(b) Resignation

A Director of the RLC may resign his or her position by submitting a letter of resignation to the President of the RLC.

11.6 Vacancies in Office

If a vacancy occurs in any position, or if for any reason a director is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Director from among the current Board of Directors or appointing a Member.

(a) The Board shall fill vacancies in other Offices for the balance of the unexpired terms from among those eligible to serve.

12. EXECUTION OF DOCUMENTS

12.1 Execution of Documents:

The Board may from time to time appoint any Director or Directors or any person or persons on behalf of the RLC, either to sign documents generally or to sign specific documents. The corporate seal of the RLC, when required, shall be affixed to documents executed in accordance with the foregoing.

12.2 Books and Records:

The Board shall ensure that all necessary books and records of the RLC required by the By-laws of the RLC or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

13. FINANCIAL YEAR

13.1 The financial year of the RLC shall terminate on the 30th day of September in each year.

14. BANKING ARRANGEMENTS

14.1 Banking Resolution:

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the RLC, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the RLC, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

(a) operate the accounts of the RLC with a bank or a trust company;

(b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

(c) issue receipts for and orders relating to any property of the RLC;

(d) authorize any officer of the bank or trust company to do any act or thing on behalf of the RLC to facilitate the business of the RLC.

(e) Signing authority for the RLC shall be two (2) of the Directors assigned by the Board of Directors

14.2 Deposit of Securities

The securities of the RLC shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the RLC signed by such Director or Directors, agent or agents of the RLC, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

In the situation where the Club ceases to exist as a legal entity and Club within the OLA, assets will be donated to a registered charity selected by the Directors still in office immediately prior to the RLC wrapping up its affairs.

15. BORROWING BY THE RLC

15.1 Borrowing Power:

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-laws or Policies of the RLC, the Board may by Resolution authorize the RLC to:

(a) borrow money on the credit of the RLC;

(b) issue, sell or pledge securities of the RLC; or

(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the

RLC, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the RLC.

15.2 Borrowing Resolution:

From time to time, the Board may authorize any Director or Officer of the RLC or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the RLC.

16. NOTICE

16.1 Computation of Time:

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

16.2 Omissions and Errors:

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the RLC or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the RLC may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

16.3 Method of Giving Notice:

Whenever under the provisions of this By-law of the RLC, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director or Member at his or her address as the same appears in the records of the RLC. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any

notice, the address of any Member or Director shall be his or her last address in the records of the RLC.

17. PASSING AND AMENDING BY-LAWS

17.1 The Board **and a member in good standing** may recommend amendments to the By-laws of the RLC from time to time, to the Membership.

17.2 If the Board intends to discuss amendment of the By-laws of the RLC at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.

17.3 (a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting or Special General Meeting of the Members of the RLC. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.

(b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.

(c) The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.

(d) Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the RLC 30 days prior to the Annual General Meeting.

(e) All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place on the RLC web site.

18. REPEAL OF PRIOR BY-LAWS

18.1 Repeal:

All prior By-laws of the RLC, including the document entitled the "Constitution" of the RLC are hereby repealed.

18.2 Proviso:

The repeal of all prior By-laws of the RLC shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

19. RULES OF PROCEDURE

19.1 The Rules contained in the most current edition of Roberts Rules of Procedure shall govern the rules and procedures to be used in conducting the Meetings and affairs of the RLC in all cases to which they are applicable, and in which they are consistent with the Bylaws or other governing documents or laws affecting the RLC.

20. EFFECTIVE DATE

20.1 This By-law shall come into force without further formality upon its enactment after approval by the Members of the RLC as hereinbefore set out.

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the RLC at a General Meeting of the Members of the RLC duly called and held at in the Town of Newmarket, Ontario, and at which a quorum was present on the day of , 200_.

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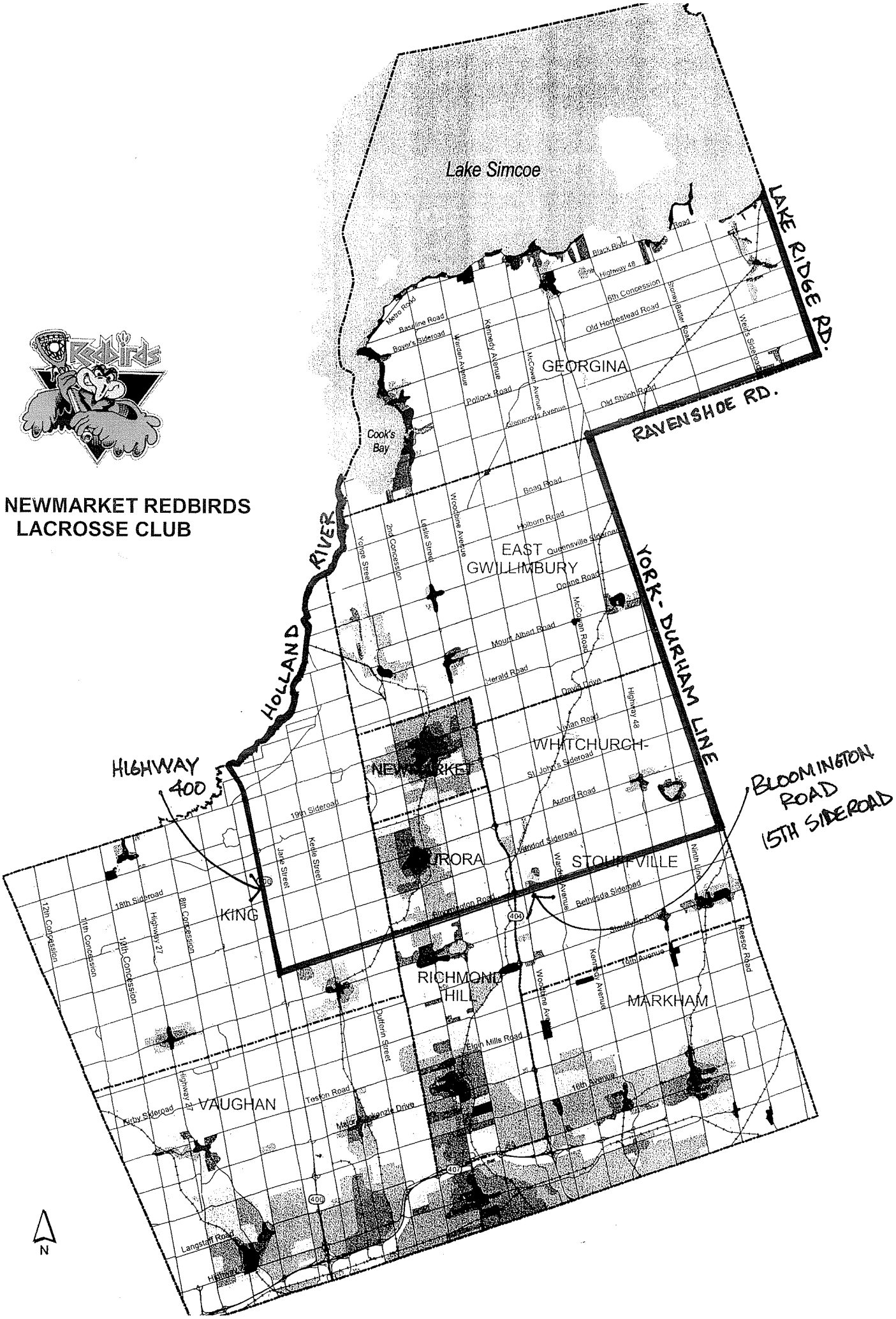
Chair Secretary

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