

## **By-laws**

By-law relating generally to the transaction of the business and affairs of The Saskatoon Fencing Club.

IT IS ENACTED as a by-law of The Saskatchewan Fencing Club (the "SFC") as follows:

### **1. Head Office**

The head office of the SFC shall be in the Saskatoon, in the Province of Saskatchewan, and at such place there as the board of directors (the "Board") may from time to time determine.

### **2. Affiliations**

(1) The Club shall be a member of the Saskatchewan Fencing Association, hereinafter called the SFA.

(2) The Club shall be an affiliate of the Canadian Fencing Federation.

(3) The Club shall be an affiliate of the corresponding Sports Council as indicated by SaskSport.

### **3. Board**

(1) The affairs of the SFC shall be managed by a Board of six directors, all of whom shall be elected by the members of the SFC from among themselves, to hold office until the end of the annual meeting after election, at which time the term of office terminates, or until a successor shall have been duly elected and qualified. The whole Board shall be retired at each annual meeting but shall be eligible for re-election or reappointment if otherwise qualified. The election may be by a show of hands unless a poll or a ballot be demanded by any regular member.

(2) The regular members of the SFC may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any elected director before the expiration of the director's term of office, and may, by a majority of the votes cast at that meeting, elect any qualified person in the stead of such director for the remainder of the term.

(3) The office of a director of the SFC shall be vacated if the director:

- (a) becomes bankrupt or is declared insolvent;
- (b) becomes legally incompetent;
- (c) resigns office by notice in writing to the SFC;
- (d) has been absent, from four consecutive meetings of the Board;
- (e) is removed from office pursuant to paragraph (2).

(4) No employee of the SFC may be a director.

(5) The Board shall elect two Directors at its Annual General Meeting to represent the Club on the SFA Board of Directors.

#### **4. Vacancies, Board**

Vacancies on the Board, however caused, may, so long as a quorum of directors remain in office, be filled by the Board from among the regular members of the SFC, if they see fit to do so, otherwise the vacancy shall be filled at the next annual meeting of the members; but, if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall be deemed to have occurred, which may be filled in the manner herein provided.

#### **5. Quorum and Meeting, Board**

(1) A minimum of three (3) of the directors shall form a quorum for the transaction of business. For the purposes of this part, should there be vacancies in the Board at the time of a meeting, the Board shall act with no Quorum per se, and as it deems in the best interest of the SFC. The Board may hold its meetings at the head office of the SFC or at any place or places as it may, from time to time, determine. No formal notice of any such meeting is necessary if all the directors be present, or if those absent have signified their consent to the meeting being held in their absence. Meetings of the Board may be formally called by the president, a vice-president or by any two directors or by the secretary on direction of any of these directors. Notice of such meetings shall be delivered, telephoned, sent electronically or mailed to each director not less than five days before the meeting is to take place. The declaration of the secretary or president that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the annual meeting of the SFC. The Board may consider or transact any business, either special or general, at any meeting of the Board.

(2) The General Meetings shall be conducted in accordance with the Robert's Rules of Procedures, except as otherwise provided herein.

#### **6. Errors in Notice, Board**

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

## **7. Voting, Board**

Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **8. Powers of Directors**

The Board shall have full power with respect to all affairs of the SFC and, subject to the provisions of section 35, no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the members of the SFC in order to become valid or to bind the SFC. Without limiting the generality of the powers of the Board as set out in this section 8, the Board shall have the power to pass without any confirmation by the members all necessary rules and regulations related in any way to the operations of the SFC, including, without limitation, conduct of members and guests, rules of order for meetings and all other aspects of operation, occupation and leasing of the premises of the SFC.

## **9. Remuneration of Directors**

The directors shall receive no remuneration for acting as directors, but shall be entitled to compensation for any expenses incurred by them upon proof of such expenses.

## **10. Committees**

The Board may appoint such committees as it, from time to time, considers advisable.

## **11. Power of Committees**

No committee shall have the power to act for or on behalf of the SFC or otherwise to commit or to bind the SFC to any course of action. Committees shall only have the power to make recommendations to the Board, or to the members, as the Board may, from time to time, direct.

## **12. Membership on Committees**

Members of committees shall be appointed by, and hold office at the pleasure of, the Board.

### **13. Reports of Committees**

Each committee shall submit to the Board such reports as the Board may, from time to time, request, but, in any event, each committee shall submit an annual report to the Board at such time as the Board may, from time to time, determine.

### **14. Directors of the SFC**

There shall be a president, vice-president, a secretary, a treasurer, or in lieu of a secretary, a secretary-vice-president, and such other directors as the Board may determine from time to time. No person may hold more than one office (except for the offices of secretary and treasurer). All the directors shall be elected by the Members from among their number at the General Meeting, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

### **15. Duties of President**

The president shall, when present, preside at all meetings of the members of the SFC and the Board. The president, subject to the authority of the Board, shall have general supervision of the affairs and business of the SFC. The president, with the secretary, or other director appointed by the Board for the purpose, shall sign all by-laws. The president shall be, *ex officio*, a member of all committees. The president shall perform such other duties as may from time to time be determined by the Board, which shall be an appendix to these by-laws. During the absence or inability of the president, the president's duties and powers may be exercised by the vice-presidents in order of seniority, as determined by the Board, or such other director as the Board may, from time to time, appoint for the purpose, and if a vice-president, or such other director shall exercise any such duty or power, the absence or inability of the president shall be presumed with reference to it.

### **16. Duties of Vice President Secretary**

The secretary shall be, *ex officio*, clerk of the Board who shall:

- (a) attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for the purposes,
- (b) give all notices required to be given to members and to directors,
- (c) be the custodian of all books, papers, records, contracts and other documents belonging to the SFC which shall be delivered up only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution, and
- (d) perform such other duties as may from time to time be determined by the Board, which shall be an appendix to these by-laws.

### **17. Duties of Treasurer**

The treasurer shall:

- (a) keep full and accurate accounts of all receipts and disbursements of the SFC in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the SFC in such bank or banks as may from time to time be designated by the Board;
- (b) disburse the funds of the SFC under the direction of the Board, taking proper vouchers for the funds and shall render to the Board at its regular meetings or whenever required, an account of all transactions as treasurer, and of the financial position of the SFC; and
- (c) perform such other duties as may, from time to time, be determined by the Board, which shall be an appendix to these by-laws.

### **18. Duties of Committee Members**

The duties of all committee members of the SFC shall be such as the terms of their engagement call for or the Board requires of them.

### **19. Manager**

The Board may, from time to time, appoint a manager and may delegate to that person the authority to manage and direct the business and offices of the SFC as the Board may, from time to time, determine (except for the matters and duties as must, by law, be transacted or performed by the Board or by the members). The manager shall report on the affairs of the SFC as may be required, from time to time, by the Board.

### **20. Execution of Documents**

(1) Licences, contracts and engagements on behalf of the SFC shall be signed by either the president or a vice-president and by the secretary or the treasurer.

(2) Contracts in the ordinary course of the SFC's operations may be entered into on behalf of the SFC by any two of the president, a vice-president, the secretary or the treasurer, the manager or by any persons authorized by the Board.

(3) Any two of the president, a vice-president, the secretary or the treasurer and the manager, or any persons from time to time designated by resolution of the Board may vote or transfer any and all shares, bonds or other securities from time to time standing in the name of the SFC in its individual capacity or otherwise and may accept on behalf of the SFC transfers of shares, bonds or other securities from time to time transferred to the SFC and may make, execute and deliver all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any corporation.

(4) In spite of any provisions to the contrary contained in the by-laws of the SFC, the Board may at any time by resolution direct the manner in which, and the person or

persons by whom, any particular instrument, contract or obligations of the SFC may or shall be executed.

## **21. Trustees**

The Board shall, by resolution, appoint trustees to hold the property of the SFC in trust for the SFC and may determine the terms of any such trust. Any persons authorized by the Board to do so may execute any such trust agreement on behalf of the SFC.

## **22. Books, Records and Reports**

The Board shall see that all necessary books and records of the SFC required by the by-laws of the SFC or by any applicable statute or law are regularly and properly kept.

## **23. Members**

Any person may become a member of the Club upon application for membership, payment of the prescribed membership fees and compliance with these Rules and Regulations.

(1) The Club shall have the following classes of membership having the rights designated therein:

(a) Regular:

- i. The right to train in the Club facility;
- ii. The right to use the Club coaching facilities;
- iii. The right to use the Club equipment;
- iv. The right to participate in competitions subject to the SFA/CFF Regulations;
- v. The right to participate in Club activities; and
- vi. The right to vote at the Club meetings.

(b) Limited:

- i. The right to use the Club facility subject to a user's fee to be set by the Club;
- ii. The right to use the Club coaching facilities;
- iii. The right to use the Club equipment;
- v. The right to participate in Club activities.

(c) Supporting:

- i. The right of persons or organizations to participate in Club activities with a view to assisting in the development and promotion of fencing.
- ii. The right to vote at Club meetings.

(2) The parent(s) and/or guardian(s) of any member under the age of majority shall hold that member's vote and shall so indicate to the Chair at the beginning of any meeting.

(3) All Regular and Supporting members of the Club shall be individual members of the

SFA.

(4) Member obligations:

(a) All members shall abide by the by-laws of the Club;

(b) Any violation of these bylaws by a member shall render said member liable to suspension or expulsion by the Board at a meeting of the Board convened according to these by-laws. The following procedures shall apply:

i. The member in question shall be given 10 days' notice of same meeting and shall have the right to attend at such Board meeting to make verbal and/or written submissions;

ii. The vote of the Board shall be by secret ballot and require a majority;

iii. The written decision of the Board must be provided to the member within five (5) days of the Board meeting;

iv. In the event of suspension or expulsion, said member may appeal the decision to the membership of the Club at a General Meeting called for the purpose, provided written notice of the appeal is given to the President within fifteen (15) days of the date of the Board meeting;

v. The Board shall have 30 days from the date of receipt of the appeal in which to call the General Meeting to address the appeal;

vi. Upon an appeal at the General Meeting the membership the vote shall be done by secret ballot in accordance with section 23.

vii. The same procedures shall apply to the meeting of the membership as are set out above for the Board Meeting.

(5) Any member may withdraw from the Club at any time. For a Regular membership the refund will be pro-rated for the remaining time less all fees paid to the CFF, SFA and handling fees. No refunds will be provided for limited or supporting members.

(6) All members shall have the right to lodge a written complaint with any Board member and that Board member shall be obliged to bring the complaint to the attention of the other members of the Board forthwith, to be dealt with in the discretion of the Board.

(7) Only members in good standing shall compete under the Club name, be elected or appointed to serve in any Club office, serve as the Club's Directors on the SFA Board of Directors, or represent the Club on any board, committee, or organization.

## **24. Rights, Duties and Removal of Members**

(1) Each Regular Member shall have one vote on each question arising at any special or general meeting of the members of the SFC. Limited members shall have no vote.

(2) Any member may be removed or reinstated on appeal as a member upon resolutions passed by a two-thirds majority vote of the directors and members present and voting at a meeting of the Board called for that purpose.

## **25. Annual and Other Meetings of Members**

(1) The annual or any other general meeting of the members shall be held at the head office of the SFC or elsewhere in Saskatchewan as the Board may determine and on such day as the Board shall appoint.

(2) At every annual meeting, in addition to any other business that may be transacted, the report of the board and the financial statement of the treasurer shall be presented and the directors shall be elected. The members may consider and transact any business either special or general without any notice of it at any meeting of the members. The Board or the president or a vice-president shall have the power to call at any time a general meeting of the members of the SFC. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by posting notice at the current training/meeting facility of the SFC or in the alternative by email, ten days or more before the time fixed for the holding of the meeting.

## **26. Fees**

Each member of each class shall pay the membership fees as shall be determined, from time to time, by the Board.

## **27. Error or Omission in Notice**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the SFC shall invalidate the meeting or make void any proceedings taken at it and any member may at any time waive notice of any of these meetings and may ratify any proceedings of the meeting.

## **28. Quorum of Members**

A quorum for the transaction of business at any meeting of members shall consist of at least two Regular Members present in person or represented by proxy.

## **29. Voting of Members**

(1) Each Regular Member shall at all meetings of members be entitled to one vote and may vote by proxy. Such proxy need not be a Regular Member but before voting shall produce and deposit with the secretary sufficient appointment in writing from such person's constituent or constituents.

(2) At all meetings of members every question shall be decided by a majority of the votes of the Regular Members present and voting in person or represented by proxy unless otherwise

required by the bylaws of the SFC, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Regular Member. Upon a show of hands, every Regular Member shall have one vote, and unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the SFC shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against the resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the Regular Members present in person or by proxy, and the poll shall be taken in such manner as the chair of the meeting shall direct and the result of the poll shall be deemed the decision of the members in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chair of the meeting shall be entitled to a second or casting vote.

### **30. Adjournments**

Any meetings of the Board may be adjourned to any time and from time to time and the business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment. The adjournment may be made in spite of no quorum being present.

### **31. Finances**

(1)The fiscal year shall be the same fiscal year as the SFA.

(2)Any member receiving funds from the Club shall complete such documentation as is required by the Club.

### **31. Banking**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the SFC shall be signed by two (2) directors, or agents of the SFC and in the manner as shall from time to time be determined by resolution of the Board and any one of the directors alone endorse notes and drafts for collection on account of the SFC through its bankers, and endorse notes and cheques for deposit with the SFC's bankers for the credit of the SFC or they may be endorsed "for collection" or "for deposit" with the bankers of the SFC by using the SFC's rubber stamp for the purpose. Any one of the directors or agents appointed may arrange, settle, balance and certify all books and accounts between the SFC and the SFC's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

### **32. Deposit of Securities for Safekeeping**

The securities of the SFC shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions 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 SFC signed two

(2) directors, or agents of the SFC, and in the manner as shall from time to time be determined by resolution of the Board and the authority may be general or confined to specific instances. The institutions which may be selected as custodians of the SFC shall be fully protected in acting in accordance with the directors of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds of them.

### **33. Notice**

(1) Whenever under the provisions of the by-laws of the SFC notice is required to be given, unless otherwise provided in this by-law, the notice may be given either personally or electronically or by depositing it in a post office or a public letterbox, in a prepaid, sealed wrapper addressed to the director or member at the address as it appears on the books of the SFC. A notice or other document sent by post shall be held to be sent at the time when it was deposited in a post office or public letterbox, or if sent electronically shall be held to be sent when it was so transmitted. For the purpose of sending any notice the address of any member or director shall be the last address of such person as recorded on the books of the SFC. Any person entitled to receive any notice may waive the notice either before or after the meeting to which the notice refers.

(2) With regard to email section (1) is to apply *mutatis mutandis*.

### **34. Indemnification of Directors**

All directors or committee members and their heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified out of the funds of the SFC, from:

- (a) all costs whatsoever that the person incurs in any proceeding that is brought against the person for any thing whatsoever, made, done or permitted by the person in the execution of the duties of the office; and
- (b) all other costs that the person incurs in or in relation to the affairs of the SFC, except the costs occasioned by the person's own wilful neglect.

### **35. Amendment**

The Board may, by resolution, amend, repeal or re-enact any by-law of the SFC and any amendment, repeal or re-enactment, unless in the meantime confirmed by a majority of the votes cast at a general meeting of the members called for that purpose, is effective only until the next annual meeting of the members unless confirmed at it, and in default of confirmation at it, ceases to have effect at and from that time.