



WOODSTOCK BADMINTON CLUB

BY-LAWS

Approved: 2024-06-04

Section 1 - General

1.01 Definitions

- ★ "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;
- ★ "Board" means the board of directors of the Woodstock Badminton Club;
- ★ "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Woodstock Badminton Club as amended and which are, from time to time, in force and effect;
- ★ "Chair" means the chair (President) of the Board;
- ★ "Director" means an individual occupying the position of director of the Woodstock Badminton Club by whatever name he or she is called;
- ★ "Executive Director" is one of the following Director positions that hold one of the following operational roles: President, Vice-President, Treasurer, Secretary;
- ★ "Member" means an annual member of the Woodstock Badminton Club;
- ★ "Members" means the collective annual membership of the Woodstock Badminton Club;
- ★ "Ordinary resolution" is a decision about the corporation that is made. It is approved by the majority of the votes cast ;
- ★ "Special resolution" is a decision about the corporation that generally involves an important decision. A special resolution requires a supermajority of votes cast (as specified in these by-laws) in order to pass.
- ★ "WBC" is an acronym for the Woodstock Badminton Club;

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law 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.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Woodstock Badminton Club may be signed by any two of its Executive Directors that are not in the same family.

Payments require the authorization of two Executive Directors that are not in the same family as per the WBC Articles (Constitution).

Section 2 - Directors

2.01 Election and Term

- a) The Executive Directors of the board will hold office for a two year term. The President and Secretary will be elected in alternate years from the Vice-president and the Treasurer. The executive terms will commence with the AGM at which he/she is elected until the AGM two years hence.
- b) The other Directors shall hold office for a period of one year, commencing with the AGM at which he/she is elected until the next AGM.

2.02 Qualifications

- a) Members elected to the Board must have attained the legal voting age, in the Province of Ontario, at the commencement of their term of office.
- b) Members elected to the board must have a fully paid membership and commit to continue that membership for the duration of his/her term of office.
- c) Members elected to the board must commit that they will not miss more than three (3) board meetings in a year during their term.
- d) Members must declare any potential conflict of interest at the time of their nomination. Disqualification may occur if a nominee or director is a director or officer of a competing organization.

2.03 Vacancies

The office of a Director shall be vacated immediately:

- if the Director resigns office by written notice to the WBC, which resignation shall be effective at the time it is received by the WBC or at the time specified in the notice, whichever is later;
- if the Director dies or becomes bankrupt;
- if the Director becomes a director or officer of a competing organization;
- if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.
- if the Director misses more than 3 board meetings in a 12 month period.

2.04 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:

- Any vacancies for an Executive Director position, occurring in the course of a year, shall be filled by an election at a member's Special General Meeting called by the remaining directors on the board. If there are no Directors in office, the meeting may be called by any Member as quickly as possible.
- Any vacancies for a non executive Director position, occurring in the course of a year, shall be filled by appointment by the remaining members of the Board.

2.05 Nomination of Directors

a) Annual Members Meeting

- Nominations for all open board positions on the board should be received at least 30 days prior to the annual member's meeting. The nomination can be made by any member in good standing and must be seconded by another member in good standing.

- The WBC secretary must confirm that the nominated candidate agrees to let his name stand, prior to issuing the member meeting notification.
 - Members must be advised of the candidates for the Board of Directors positions at least 10 days prior to the AGM.
 - Nomination for any open board position can be made at the annual member's meeting by a member in good standing and when seconded by another member in good standing when a candidate was not nominated prior to the meeting.
- b) Special Members Meeting
- A candidate can be nominated at the special member's meeting when an Executive Director is being replaced part way through his term. The nomination can be made by any member in good standing and must be seconded by another member in good standing.
 - The nominated candidate must accept the nomination.

The election process for member meetings is covered in section 9.06.

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the WBC in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - considered reasonable by the Board;
 - approved by the Board for payment by resolution passed before such payment is made; and
 - in compliance with the conflict of interest provisions of the Act.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair (president) or any two Directors at any time and any place on notice as required by this by-law.

3.02 Regular Meetings

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

Quorums for any club regular board meetings shall be 50% plus 1 of elected board members.

3.03 Notice

Notice of the time and place, if applicable, for the holding of a regular meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the WBC not less than seven days before the date the monthly meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

Directors can be notified of urgent (unplanned meetings) via telephone , email or messaging technologies with less notice.

3.04 Chair

The Chair (President) shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.05 Voting

Each Director has one vote except the Chairperson. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have the deciding vote.

Proxy voting is not permitted at a board meeting.

3.06 Participation by Telephonic or Electronic Means

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

Section 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 WBC shall be placed for safekeeping. This financial institution must align with the WBC Constitution.

4.02 Financial Year

The financial year of the WBC ends on May 31st each year.

4.03 Process

In addition to the powers provided by the general law of the Province of Ontario, the powers which the Board may exercise by majority vote in order to carry out its non-profit objectives are as follows:

- a) To invest surplus funds in any way permitted by law for the investment of funds, upon such terms as the Board deems fit within a Canadian Chartered Financial Institution;
- b) A special resolution requiring a 75% majority vote is required to borrow or raise money from time to time with or without security as the Board deems fit in order to meet the objectives of the Woodstock Badminton Club;
- c) All four Executive Directors will be given signing authority for the club; with any two of the 4 required to authorize a payment issued by the club. Authorizers shall not be members of the same family.
- d) Audit/ Review Engagement: At the annual meeting, a resolution will be made to appoint an auditor for the next fiscal year. The auditor must be permitted under the Public Accounting Act, 2004 and be independent of the club. Members may by special resolution at the annual member's meeting, vote to not have an audit or review engagement if the club's revenues of the organization are less than those stated in the provincial ONCA legislation. The special resolution requires an 80% majority vote at the annual or special member's meeting.
- e) Bank: All funds of the club shall be placed in an account at a chartered bank under the name of The Woodstock Badminton Club.

Section 5 - Officers

5.01 Officers

Board members take on specific officer positions at the WBC. Therefore candidates for the board are nominated for a board position that is associated with a specific officer position.

Therefore, the Executive Directors each have an operational role and are officers as well as Directors of the club.

The Executive Directors consist of the following officer positions:

- President / Chairman of the board of Directors
- Vice President
- Secretary
- Treasurer

5.02 Office Held for Board Term

Officers hold their position for the length of their term as Executive Director.

5.03 Duties

Officers shall be accountable for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Vice-President

The president shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Secretary

The secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

5.09 Duties of the other Directors

The other Directors shall perform the operation duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Executive or Director of the club is liable for the acts, neglects or defaults of any other Executive, Director, Member or Employee of the club or for joining in any receipt or for any loss, damage or expense happening to the club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the WBC shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or WBC with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- complied with the Act and the WBC's articles, constitution and By-laws; and
- exercised their powers and discharged their duties in accordance with the Act

Section 7 - Conflict of Interest

7.01 Conflict of Interest

Whenever a Director has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

- The interest of such a director is fully disclosed to the board of directors.
- No interested director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
- Any transaction in which a director has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
- Payments to the interested director shall be reasonable and shall not exceed fair market value.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 8 - Members

8.01 Membership

Membership in the club is open to any resident in the Province of Ontario. The Board shall review the membership fee at the beginning of each new fiscal year and adjust it if they deem it to be necessary. Membership is non-transferable. A member in good standing is any member who has signed a Membership Agreement and Liability Waiver and has paid in full the annual membership fee set by the Board or has been awarded an honorary annual membership.

The Board is responsible for setting membership and court fees. Membership fees and court fees must be set at a level that ensures the financial viability of the club.

Annual memberships are active for one full year from the date of payment.

If a person does not wish to make an annual commitment, daily court fees must be paid. Court fees are not applied to an annual membership.

8.02 Disciplinary Act or Termination of Membership for Cause

The Board is empowered to dismiss or suspend from the Woodstock Badminton Club, a coach, volunteer, parent or player of the Woodstock Badminton Club by special resolution who is deemed not to be fulfilling their duties and responsibilities, or for inappropriate conduct that is deemed against the Woodstock Badminton Club's policies, code of conduct, by-laws or constitution. The special resolution requires a seventy-five percent (75%) vote of the Board to suspend or dismiss any of the above. This action must take place at a special board meeting called by any 3 members of the board.

A 15 days written notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The Annual General Meeting of the club shall be held within 120 days after the fiscal year-end, May 31, each year; the exact meeting date to be chosen by the Board.

The business transacted at the annual meeting shall include:

- receipt of the agenda;
- receipt of the minutes of the previous annual and subsequent special meetings;
- past year reports
- consideration of the financial statements;
- report of the auditor or person who has been appointed to conduct a review engagement;(if applicable)
- reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year; (if applicable)
- election of Directors; and
- such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the WBC of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Constitutional Amendments require a special resolution with a 2/3rd majority vote. Bylaw revisions require an ordinary resolution with a majority vote. Proposed amendments to the Constitution and/or Bylaws, must be filed with the Club Secretary at least 21 days prior to the AGM; and to club members 10 days prior to the AGM. Proposed amendments to the governance documents can only be made by members and they must have a mover and seconder.

All motions, exclusive of special resolutions, presented at the Annual General Meeting shall be passed by a majority vote (50% + 1) of members present, and in good standing at that meeting.

9.02 Special Meetings

A Special General Meeting of the club shall be held at the written request of six members in good standing and/or Board members. The date of this Special General Meeting should be agreeable to both the Board and the members requesting the meeting.

The Special General Meeting Agenda shall include items based on proposed changes to the Constitution or Bylaws, or Dissolution as outlined in the WBC Constitution or for the election of a replacement executive director.

9.03 Notice

Proposed amendments to the Constitution and/or Bylaws, must be filed with the Club Secretary at least 21 days prior to the SGM; and to club members 10 days prior to the SGM. Proposed amendments can only be made by members, and they must have a mover and seconder.

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. This would typically include the resolutions and supporting material to be voted on and the names of the members that are nominated for a board position.

9.04 Quorum

There is no minimum number of non board members that need to be present for the general and special member meetings to proceed. However there must be 50% plus 1 of elected board members. present.

9.05 Chair of the Meeting

The Vice-President of the Board of Directors shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Voting at a members' meeting is open to any member whose membership is in good standing, has attained legal voting age in the Province of Ontario. and is present at the General Meeting.

Constitutional Amendments and other special resolutions require a 2/3 majority vote. By-laws and other business require a majority vote (50% + 1).

At Board Meetings, each Director, except the Chairperson, shall have one vote. In the case of a tie, the Chairperson shall have the deciding vote.

Proxy voting is permitted for Annual and Special member meetings. Members wishing to vote by proxy must notify the club's secretary at least 5 days in advance of the meeting that they will not be attending and must provide the name of the member that they have given the responsibility for casting their vote. Members can hold a maximum of 2 proxy votes.

Votes for director positions will be held with a written secret vote. If there is a tie, a second written vote will be taken with only the two candidates that are tied on the ballot.

Votes on all other matters shall be taken by a show of hands. The chair can however decide to have a written vote if there is any uncertainty about the outcome (close vote or many proxy holders in attendance). If there is a tie vote upon a written ballot, the motion is lost. The chair may vote when a written vote is called.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

- The time of the continued meeting.
- If applicable, the place of the continued meeting.

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 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the WBC, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the WBC to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

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 of the WBC shall be delivered personally, or sent by email to any such Member at the Member's latest email address as shown in the records of the WBC; and to such Director at his or her latest email address as shown in the records of the WBC

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the WBC has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Schedule - A (Duties of the President)

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president also serves as the Board's central point of communication with members, coaches and directors. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and ensures the Board discusses all matters relating to the Board's mandate.

The President shall:

- Call and preside at all meetings of the Board and of the Club, except as otherwise provided for.
- Encourage the formation of committees when necessary.
- Encourage and support the Executive, Board Members and Committees in the performance of their duties.
- Be an ex-officio member of all committees.

Schedule - B (Duties of the Vice-President)

The Vice-President shall:

- Assist the President in the performance of his/her duties, and shall exercise all the powers of the President in her/his absence.
- Act as Chair at the member meetings (AGM & SGM)

Schedule - C (Duties of the Treasurer)

The treasurer shall have the custody of the funds of the club and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the club in the books belonging to the club and shall deposit all monies at a chartered bank. The treasurer shall disburse the funds of the WBC as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the club.

The **Treasurer** shall:

- Prepare the annual budget for the operation of the Club, for approval by the Board.
- Supervise expenditures by the Board to ensure agreement with the details of the budget previously approved.
- Provide a financial report at all meetings of the Board, which shall include as a minimum, a monthly:
 - Bank Reconciliation Statement
 - Comparative Income Statement
 - Balance Sheet
- Provide a full financial report for the Annual General Meeting.
- Co-ordinate the finance committee, if one is formed by the Board.
- Assist in the preparation of any grant applications.

Schedule - D (Duties of the Secretary)

The secretary shall keep a confidential roll of the names and email addresses of the Members for the purposes of communicating with members. The secretary ensures the proper recording and maintenance of minutes of all meetings of the club, the Board and Board committees. The secretary has custody of all minute files and documents and ensures that they are maintained.

The **Secretary** shall:

- Notify Board members prior to each Board Meeting, record and file/post Minutes
- Notify Board members prior to each Board Meeting
- Notify all Members at least three weeks prior to AGM.
- Support and maintain correspondence with all members including newsletters, events, volunteer opportunities, tournaments, etc.

Schedule -E (Duties of the other Directors)

The elected board is responsible for the management and operation of the club. In addition to the duties listed in the following section they will also take on other tasks required to ensure the successful operation of the club. The executive in consultation with the other elected board members will work together to assign accountability and responsibilities to each member of the board using the WBC Director's Handbook and duties described in the by-laws as a guide. The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Board members may each assume one or more of the following roles:

The **Membership Director** shall:

- Establish and implement procedure to record new and renewed memberships
- Manage and update memberships and required documentation.
- Recruit and train those who would be processing memberships e.g.: Openers.
- Recommend an annual membership fee schedule to the Board

The **Maintenance Director** shall:

- Inspect the premises regularly and report to the Board the condition of the building and equipment as required. Recommend and implement necessary courses of action.
- Oversee the care and maintenance of the building and staff/volunteers who are to assist.
- Be responsible for security, fire, safety duties, training for the board, openers, others in these matters.

The **Tournament Director** shall:

- Communicate with national/provincial/region organizations to ensure optimal communications.
- Circulate and keep updated notices/ links for upcoming tournaments.
- Promote and organize in-house tournaments for both adults and youth.
- Promote, organize and run invitational tournaments that are hosted by WBC

The **House Director** shall:

- Organize special cleanup days as required in the spring and fall.
- Organize the routine housekeeping of the premises.
- Order supplies, as needed for the upkeep of the club, including the concession.
- Contact club members to arrange help for 3rd party tournaments that are held at our facility.
- Approve requests for club rentals, and notify members who are affected by the rentals.
- Oversee the process of rentals, room setup

The Director-at-Large shall:

- Assume any duties assigned by the board.

All Directors shall report monthly to the board, or when regular board meetings are held.