

OWEN SOUND REVOLVER CLUB INC.  
BY-LAW #1

**This Bylaw replaces Bylaw #1 dated 09 May 2019**

A bylaw relating generally to the organization of OWEN SOUND REVOLVER CLUB INC.

BE IT ENACTED as a by-law of OWEN SOUND REVOLVER CLUB as follows:

**1. HEAD OFFICE**

- a) The Head Office of the Corporation shall be in the Municipality of Georgian Bluffs in the Township of Derby in the County of Grey, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.
- b) The mailing address shall be at c/o the Secretary at an address or Post Office Box determined from time to time by the Directors.

**2. SEAL**

- a) The Seal, an impression of whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

**3. BOARD OF DIRECTORS / EXECUTIVE**

- a) The affairs of the Corporation shall be managed by a Board of Directors (also to be known as the "Executive") of eight persons consisting of the President, Vice President, Secretary, Treasurer, Range Safety Officer, Property Officer and two Directors at Large, each of whom at the time of their election (or within 10 days thereafter) and throughout their respective term of office shall be a member of the Corporation. The immediate Past President may also attend Board meetings to offer input and may vote on issues.
- b) Each Director shall be elected to hold office until the first Annual Meeting after he shall have been elected, or until his successor shall have been duly elected and qualified.
- c) Each person on the Board of Directors shall be a Director of the Corporation.
- d) Members must be in attendance to be nominated or a letter, signed by both the nominator and the nominee, must be in the possession of the Secretary at the meeting.
- e) President, Secretary, Range Safety Officer and one Director at Large shall be elected in even-numbered years, and Vice-President, Treasurer, Property Officer and the other Director at Large shall be elected in odd-numbered years. In the event that there are other vacancies at the time of the election, they shall also be filled for the remainder of the term for the respective position.
- f) The election may be by a show of hands unless a ballot be demanded by any member, in which case at least two scrutineers shall be selected by the members present from those members not seeking election.

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g) The members of the Corporation 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 such a resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

h) Any Director may be immediately removed from office by a 2/3 vote of the remaining executive for failure to fulfill their duties or for acting in a manner that is illegal or detrimental to the Corporation, subject to approval of a 2/3 majority of the members at a subsequent General Meeting.

**4. VACANCIES ON BOARD OF DIRECTORS**

a) Vacancies of the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual General Meeting of the members, at which the Directors for the ensuing year are elected.

b) If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

c) If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall hereby be deemed to have occurred, which may be filled in the manner above provided.

**5. QUORUM AND MEETINGS, BOARD OF DIRECTORS**

a) A majority of the Directors shall form a quorum for the transaction of business.

b) Except as otherwise required by law, the Board of Directors may hold its meetings at such a place or places or by electronic methods as it may from time to time determine. No formal notice of such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

c) Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered in writing, or by telephone, or by electronic format not less than seven days before the meeting is to take place, or shall be mailed to each director not less than 15 days before the meeting is to take place.

d) The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of giving of such notice.

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- e) The Board may appoint a day or days in any month or months for regular Board meetings at an hour to be named, and of such regular meeting no additional notice need be sent.
- f) A Directors meeting may also be held, without notice, immediately following the Annual General Meeting of the Corporation.
- g) The Directors may consider or transact any business either special or general at any meeting of the Board.
- h) Minutes of Board meetings shall be recorded by the Secretary or designated alternate, and available for review by members.
- i) If not otherwise covered by the By-laws, Board meetings shall be conducted according to Robert's Rules of Order Newly Revised.

**6. ERRORS IN NOTICE, BOARD OF DIRECTORS**

- a) No error or omission in giving such notice for a meeting of the Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had 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.

**7. VOTING, BOARD OF DIRECTORS**

- a) Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote.
- b) 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.
- c) A declaration by the Chairman that a resolution has been carried, and an entry to that effect in the Minutes, shall be taken as 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.
- d) In the absence of the President, his duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

**8. POWERS OF DIRECTORS**

- a) The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or

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otherwise authorized to exercise and do.

b) Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein, owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

**9. REMUNERATION OF DIRECTORS**

a) The Directors shall receive no remuneration for acting as such.

**10. OFFICERS OF CORPORATION**

a) There shall be a President, Vice-President, Secretary, Treasurer, Range Safety Officer, Property Officer and such other officers as the Board of Directors may determine by by-law from time to time.

b) There shall be Club Level Training Officers who:

- Shall successfully complete an approved course relating to firearms safety training.
- Shall be responsible for firearms training delivery to new and probationary members.
- Shall recommend safety rule changes, as required, to the Range Safety Officer and the Executive.
- Shall be appointed by the Range Safety Officer and serve a minimum one year term.

c) The other officers of the Corporation need not be members of the Board, and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

**11. DUTIES OF PRESIDENT AND VICE-PRESIDENT**

a) The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors.

b) The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation.

c) The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and Minutes of meetings.

d) During the absence or inability of the President, his duties and powers may be exercised by

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the Vice-President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercised any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

**12. DUTIES OF SECRETARY**

- a) The Secretary shall be ex officio clerk of the Board of Directors.
- b) He, or a designated alternate, shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose.
- c) He shall give all notices required to be given to members and Directors.
- d) He shall be the custodian of the seal of the Corporation and of all books, papers, correspondence, contracts, and other documents belonging to the Corporation which he shall deliver up only when authorized by a Resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

**13. DUTIES OF TREASURER**

- a) The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.
- b) He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation.
- c) He shall also perform such other duties as may from time to time be determined by the Board of Directors.

**14. DUTIES OF RANGE SAFETY OFFICER**

- a) Shall be responsible for the general and specific operations of the range in accordance with Federal and Provincial regulations.
- b) Shall enforce all Club-approved range safety rules and regulations without prejudice.
- c) Shall be responsible for range inspection and maintenance in conjunction with the Property Officer.

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- d) Shall recommend safety rule changes, as required, to the executive.
- e) Shall select, approve and assist the "Club Level Training Officer/s".

**15. DUTIES OF PROPERTY OFFICER**

- a) Shall be responsible for overseeing the general overall condition and maintenance of "The Club Facilities".
- b) Keep receipts and a record of expenses and pass on to the Secretary/ Treasurer.
- c) Shall call/schedule work-bee events to accomplish the above.
- d) Keep a record of membership attendance at such events.
- e) Carry out scheduled and routine range inspections in conjunction with the Range Safety Officer.

**16. DUTIES OF OTHER OFFICERS AND DIRECTORS**

- a) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.
- b) Directors at Large may be called upon to perform an informal review of the Corporation's books if no outside auditor is appointed.

**17. EXECUTION OF DOCUMENTS**

- a) Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.
- b) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board.
- c) The President, Vice-President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporate Seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and 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 company or corporation.
- d) Notwithstanding any provision to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the

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

**18. BOOKS AND RECORDS**

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

**19. MEMBERSHIP**

a) The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the Board of Directors.

b) Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

c) In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

d) Each member eligible to vote shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

e) Each member shall be promptly informed by the Secretary of his admission as a member.

f) There shall be membership classifications and qualifications as are passed by the Corporation from time to time and set out in By-Law Number 2. A member shall comply with all qualifications as therein set out to be considered such.

**20. DUES**

a) There shall be dues or fees payable by members as shall from time to time be fixed by vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

b) The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated only by unanimous vote of the Board of Directors.

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**21. ANNUAL AND OTHER MEETINGS OF MEMBERS**

- a) The Annual or any other General meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine, or by electronic methods, and on such day as the said Directors shall appoint, but no later than March 31.
- b) At any General Meeting, only issues that have been published on the agenda in advance of the meeting, amendments and procedural motions excepted, will be voted on.
- c) At every Annual General Meeting (AGM), in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors, if any are appointed, shall be presented, and a Board of Directors elected and auditors appointed, if required, for the ensuing year, and the remuneration of the auditors shall be fixed.
- d) The membership may consider and transact any business either special or general without any notice thereof at any meeting of the members.
- e) General meetings of the members of the Corporation may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary upon written request of five (5) members submitted to the Secretary.
- f) No public notice nor advertisement of members meetings, annual or general, shall be required, but notice of the time and place and proposed agenda of every such meeting shall be given to each member by sending the notice by prepaid mail or electronic means, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.
- g) Minutes of General meetings shall be recorded by the Secretary or designated alternate, and available for review by members.
- h) If not otherwise covered by the By-laws, meetings shall be conducted according to Robert's Rules of Order Newly Revised.

**22. ERRORS OR OMISSION IN NOTICE**

- a) 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 Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting any may ratify, approve and confirm any or all proceedings taken or had thereat.

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b) For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

**23. ADJOURNMENTS**

a) Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

b) Such adjournment may be made notwithstanding that no quorum is present.

**24. QUORUM OF MEMBERS**

a) A quorum for the transaction of business at any meeting of members shall consist of not less than 10% of members eligible to vote present in person. If quorum is not achieved at a general meeting, the business on that agenda shall be conducted at the next general meeting at which quorum shall be those members present.

**25. VOTING OF MEMBERS**

a) Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation age 18 or over shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member, but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. A proxy shall be limited to a maximum of five (5) proxy votes.

b) No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, payable by him.

c) At all meetings of members every question shall be decided by a majority of the votes of members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member.

d) Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation 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 such resolution.

e) The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of

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such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

f) In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

**26. FINANCIAL YEAR**

a) Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the last day in each year.

**27. CHEQUES, ETC.**

a) 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 Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts on collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.

b) Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release or verification slips.

**28. DEPOSIT OF SECURITIES FOR SAFEKEEPING**

a) The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors.

b) Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.

c) The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

**29. NOTICE**

a) Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given personally or by electronic means or by post, addressed to the

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director, officer or member at his or their address as the same appears on the books of the Corporation.

- b) A notice or other document so sent by post shall be deemed to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if by electronic means shall be held to be sent when the same was transmitted.
- c) For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

**30. BORROWING**

- a) The directors may from time to time, provided it is in accordance with Corporations Act and Section 59 thereof;
  - (i) borrow money on the credit of the Corporation; or
  - (ii) issue, sell or pledge securities of the Corporation; or
  - (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, 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 Corporation.
- b) From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

**31. INTERPRETATION**

- a) In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa, and references to persons shall include firms and corporations.

**32. AMENDMENTS TO THE LETTERS PATENT, CONSTITUTION AND BYLAWS**

- a) Must be received in written draft form by Secretary at least 40 days prior to a general meeting called for the purpose of approval.

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b) The Executive will post any such amendments on the main bulletin board inside the entrance door, in draft form as written, for review by all members 30 days prior to any General meeting held for the proposed approval of such amendments, and shall attach the proposed amendments to the agenda for such meeting.

c) Shall become effective only after a majority vote of members eligible to vote, who are present at such meeting, or their proxies. Amendments to the Letters Patent shall, in addition, require approval of the Corporations Branch of the Ministry of Consumer and Commercial Relations.

Passed by the Board of Directors and sealed with the corporate seal as of the 27th day of April 2021.

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President

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Secretary

I hereby certify the within by-law was duly confirmed by the directors and members of the Corporation at a meeting duly called for the purpose on the 27th day of March 2021.

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Secretary

**Revisions approved at AGM 2021-03-27 are as follows:**

5(b) changed to include "or by electronic methods"

24 changed from 25% to 10%

21(a) changed to include "or by electronic methods"

Certification date changed to 27<sup>th</sup> day of March 2021.