

GENERAL BY-LAWS



Suggestions for Updates, Revisions or Corrections to the By-laws can be submitted by any club member by emailing to:

info@EtobicokeCameraClub.org

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1. Definitions

In this By-law and all other By-laws of the Etobicoke Camera Club (hereinafter the "Club"), unless the context otherwise requires:

"**Act**" means the [Canada Not-For-Profit Corporations Act S.C. 2009, c. 23](#) including the [Canada Not-for-profit Corporations Regulations, SOR/2011-223](#) made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated Articles of Incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement or Revival of the Club;

"**Board**" means the Board of Directors of the Club;

"**By-law**" means this By-law and any other By-law of the Club as amended and which are, from time to time, in force and effect;

"**Director**" means a member of the Board of Directors;

"**Incapable**" means that the individual is found, under the laws of a province, to be unable, other than by reason of minority, to manage their property or is declared to be Incapable by any court in a jurisdiction outside Canada;

"**Meeting of Members**" means an annual general meeting (AGM), or a special Meeting of Members at which membership business is conducted;

"**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;

"**Policies and Procedures**" means such Policies and Procedures as adopted, or amended, by the Board from time to time;

"**Proposal**" means a proposal submitted by a member of the Club that meets the requirements of Section 163 (Member Proposals) of the Act;

"**Quorum**" means the minimum number of voting members who must be present at a properly called meeting in order to conduct business;

"**Regular Club Meeting**" means a meeting that is not a Meeting of Members and typically held weekly, during the Club season, to conduct the Club's program;

"**Requisition**" means an instrument(s) used by members to request a Meeting of Members as set out in Section 167 of the Act;

"**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution. Examples of a Special Resolution are By-law changes fundamental to the organization as set out in Section 197(1) of the Act.

2. Interpretation

- 2.1 In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
- 2.2 Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

3. Club Purpose

- 3.1 To maintain an organization that offers members the opportunity to enhance their knowledge skills and appreciation of the art and science of photography.

4. Legal Name

- 4.1 The Club shall have the legal name of THE ETOBICOKE CAMERA CLUB.

5. Banking Arrangements

- 5.1 The banking business of the Club shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint, or authorize from time to time by Ordinary Resolution. The banking business or any part of it shall be transacted by an officer or officers of the Club and/or other persons as the Board of Directors may, by Ordinary Resolution, from time to time designate, direct, or authorize.

6. Corporate Seal

- 6.1 The Club may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Club shall be the custodian of the corporate seal.

7. Membership

- 7.1 Membership in the Club is open to all individuals who:
- a) are at least 18 years of age;
 - b) support the purpose of the Club;
 - c) submit the membership application form applicable to the current membership year; and
 - d) pay their membership dues annually, as set by the Board.
- 7.2 The Board may by Ordinary Resolution bestow honorary membership on an existing member who has made an outstanding contribution to the Club, as set out in the Policies and Procedures.
- a) An honorary member has the same rights and privileges as any other member.
 - b) Once honorary membership is bestowed on a member, that member is no longer required to pay annual membership dues or to complete the annual membership application.
 - c) An honorary membership is bestowed until the member dies unless terminated by the Board in accordance with Section 7.4 hereof.
- 7.3 Members have the right to receive notice of, attend, speak at, move and second motions at, and vote on all matters coming before, all Meetings of Members.
- 7.4 The Board shall have authority by Ordinary Resolution to suspend or terminate any member from the Club for any one or more of the following grounds:
- a) violating any provision of the Articles, By-laws, or written Policies and Procedures of the Club;
 - b) carrying out any conduct which may be detrimental to the Club as determined by the Board in its sole discretion;
 - c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Club.
- 7.5 In the event of suspension or termination as per Section 7.4 hereof, the nature and severity of the member's actions will guide the Board when making their decision whether to terminate or suspend membership.
- 7.6 In the event that the Board determines that a member should be terminated or suspended from membership in the Club, the President, or such other officer as may be designated by the Board, shall provide to the member twenty (20) days notice of a Board meeting considering the member's suspension or termination, and shall provide reasons for the proposed suspension or termination. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the Board may by Ordinary Resolution suspend or terminate the member from

membership in the Club. If written submissions are received within the required period, the Board will consider such submissions before arriving at their final decision. The Board shall notify the member concerning such final decision within a further twenty (20) days following the Board meeting. The Board's decision shall be final and binding on the member, without any further right of appeal.

- 7.7 A member's membership in the Club is terminated when:
- a) the member dies or resigns from membership in the Club;
 - b) the Board terminates their membership in accordance with Section 7.4 hereof;
 - c) the member fails to pay membership dues as required by Section 7.1(d) hereof; or
 - d) the Club is liquidated and dissolved under the Act.

- 7.8 For greater certainty and subject to the Articles and the Act, upon the termination of a member's membership, all of that member's rights of membership are also terminated.

8. Electronic Notice of Meeting of Members

- 8.1 Notice of all Meetings of Members and meetings of the Board shall be sufficiently delivered if sent by email to the electronic address provided by the member to whom notice is to be delivered.

9. Regular (Weekly) Club Meetings & Events

- 9.1 Regular Club Meetings may be held at a date, place, and time in Canada as determined by the Board, and are usually held weekly from September to May. Regular Club Meetings shall ordinarily be chaired by the President or, in the President's absence, the Vice-President. In the absence of the President and Vice-President, the members present shall be entitled to elect one of their number to chair the Regular Club Meeting.
- 9.2 Other Club meetings (i.e., annual banquet, outings, special interest group meetings, information meetings, workshops etc.) which are in keeping with the Club's stated goals and objectives and which are sanctioned by the Board, may be organized by the Board or its designates, and may be held at a place, date, and time other than the Regular Club Meetings.

10. Club Business Meetings - aka “Meetings of Members”

- 10.1 Meetings at which membership business is conducted and votes taken are referred to as “Meetings of Members”. This includes the Annual General Meeting, also known as the AGM, and any other special business meetings which may be called from time to time.
- 10.2 At any Meeting of Members, unless there is a requirement for approval by Special Resolution imposed by the Act or these By-laws, matters will be decided by Ordinary Resolution. In the event of a tie, the vote will fail.
- 10.3 All meetings may be held by electronic means as determined by the Board, pursuant to the Policies and Procedures.
- 10.4 The Club should hold its Annual General Meeting in April of each year but no more than 15 months after the last Annual General Meeting and no later than 6 months after its financial year-end.
- 10.5 A Quorum at any Meeting of Members is 20% of the Club membership and is required to be present for the meeting to validly conduct business. The only individuals who may be present at any Meeting of Members are members of the Club or invited guests. In the absence of the President and Vice-President, the members present shall be entitled to elect one of their number to chair the Meeting of Members.
- 10.6 If a Quorum is present at the opening of a Meeting of Members, the members present may proceed with the business of the meeting, even if a Quorum is not present throughout the meeting.
- 10.7 Notice of any Meeting of Members shall be communicated to the Club membership a minimum of twenty-one (21) days prior to the meeting date.
- a) With respect to the Annual General Meeting, the notice will provide that the Club’s financial statements, and any resolutions to be moved at the meeting, will be posted on the Club’s website at least 10 days prior to the meeting.
 - b) If the Board of Directors has received a Proposal meeting all of the requirements of Section 163 of the Act, the notice will include the Proposal, and any statement in support of the Proposal the member requests be included.
- 10.8 Within 90 days after a Meeting of Members, the following is to be posted on the Club’s website:
- a) Minutes, including all resolutions passed at the meeting; and
 - b) If the meeting was an Annual General Meeting, the Club’s annual financial statements.
- 10.9 Special Meetings of Members may be called at the discretion of the Board.

10.10 The Board shall call a special Meeting of Members if it receives a Requisition which meets all requirements of the Act. If the Board does not call a meeting within twenty-one (21) days of receiving such a Requisition, any member who signed the Requisition may call the meeting.

11. Board Governance

11.1 The Club is governed by the Board, which shall consist of ten (10) voting Directors and one (1) nonvoting *ex officio* Director. The number of Directors may be changed through a Special Resolution of the members amending these By-laws.

11.2 If the change in the number of directors referenced in 11.1 hereof results in a greater number of directors than permitted under the Club's Articles of Incorporation, a Special Resolution of the members amending the Articles will be required.

11.3 The four (4) Executive Officers of the club shall be the President, the Vice President, the Secretary, and the Treasurer, all of whom shall also be Directors. Together they will compose the Executive Committee.

11.4 Directors must have served on the Board for a minimum of one (1) year prior to being nominated as President.

11.5 The remaining six (6) voting Directors shall have responsibility for the following areas of Club operations; Programs, Competitions, Membership, Communications, Technical and Social.

11.6 The immediately previous President of the Club shall be the Past President and nonvoting *ex officio* Director.

11.7 Pursuant to Section 148(1) of the Act and the ECC Policies and Procedures, every Director and officer of the Club in exercising their powers and discharging their duties shall:

- a) act honestly and in good faith with a view to the best interests of the Club; and
- b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

11.8 The President, and/or the Board, may appoint any Committee deemed necessary for managing the affairs of the Club.

- a) Committees may consist of Directors or members who are not Directors.
- b) All committees are responsible to report to the Board, either directly or indirectly via the responsible Director.
- c) The Board will be responsible for oversight of all committees.

- d) When deemed appropriate, Committee chairs may be elected by the membership in accordance with Section 14(7) hereof.
- e) Some Committees may continue from year to year. Examples would be Outings, Viewfinder, O3C, CAPA.
- f) Some Committees may be ad hoc and created or terminated as needed.
- g) The President, in consultation with the Board, may amend or terminate committees as deemed necessary.

11.9 In their absence from a Board meeting, a Director may appoint a member to present and report on their behalf.

11.10 In their absence from a Board meeting, no one can **act** or **vote** on behalf of a Director.

11.11 A Director must not delegate responsibility for governing the organization. In certain circumstances a Director may, in consultation with the Board, delegate particular tasks related to management of the Club, provided the Director supervises the delegated task.

12. Qualifications of Directors

12.1 The following individuals are disqualified from being a Director of the Club:

- a) A member not in good standing;
- b) Anyone not qualified pursuant to Section 126(1) of the Act; including but not limited to
 - i. anyone who is Incapable;
 - ii. an individual who has the status of a bankrupt.

12.2 A member in good standing means:

- a) any individual who has fulfilled the requirements for membership, and
- b) who is not suspended from membership.

13. Board Terms and Term Limits

13.1 The term for each Director is one (1) year. Terms commence at the conclusion of the Annual General Meeting at which the Director is elected, and expire, unless terminated earlier in accordance with these By-laws, at the conclusion of the next Annual General Meeting.

13.2 The term limit for each Director is eight consecutive one-year terms, without regard to any change in the Director's area of responsibility. A Director may seek re-election after serving

the permitted eight consecutive one-year terms only after not having served on the Board for a period of at least one (1) year prior to seeking re-election.

14. Election of Directors, Officers, and Non-Board Positions

- 14.1 The election of directors and officers and non-Board positions is conducted each year at the Annual General Meeting.
- 14.2 A Nominating Committee chaired by the Past President and assisted by the President, the Vice-President or other long-serving Club member(s) shall compile a slate of candidates for election. If there is no Past President, the Board will appoint a chair by Ordinary Resolution. The slate shall identify the name of each Director candidate and the respective position for which they seek election, pursuant to Section 11.3 and 11.5 hereof. The slate provided by the nominating committee shall provide only one candidate per position. This slate shall be presented to the membership at the Annual General Meeting.
- 14.3 Twenty-one (21) days prior to the Annual General Meeting, the Secretary shall advise the membership, by email and by announcement at a Regular Club Meeting, of the Nominating Committee's proposed slate of candidates. The Secretary shall also inform the membership that additional nominations will be accepted at any time prior to the AGM and also by open nominations, otherwise known as nominations from the floor. Nominations received within the 21-day period referred to above must be in writing and include the consent of the nominee. For nominations from the floor the nominee must be present and consent to the nomination.
- 14.4 At the Annual General Meeting, if the Secretary did not receive any additional nominations from the membership prior to the meeting, or from the floor, the Chair of the Nominating Committee shall present the slate and call for a motion confirming the slate's acclamation of Directors, Officers, and their respective positions on the Board.
- 14.5 When the Secretary receives one (1) or more nominations from the membership, as permitted by Section 14.3, resulting in a number of candidates in excess of the number of directors required, the Chair of the Nominating Committee shall:
- a) present a slate for any positions for which only one nomination was received, and call for a motion confirming the acclamation of the candidate to those positions; and
 - b) conduct an election by secret ballot to determine which candidates are elected to the positions for which there is more than one candidate.
- 14.6 In the election required by Section 14.5(b) hereof, a member shall be required to cast a vote for only one candidate for the contested position. The candidate receiving the greatest number of votes will be elected.

- 14.7 Following the election of Directors, the Chair of the Nominating Committee shall table a slate of candidates to chair committees which are required to execute the Club's annual program, as approved by the Board. Such chair positions will include, but are not limited to, CAPA Rep, O3C Rep, Viewfinder, Zoom Manager, etc. Pursuant to Section 11.8 such committees may change over time depending on the needs of the Club. The chairs of these committees will not be members of the Board of Directors. Such elections will follow a process analogous to that outlined in Section 14.3 through 14.6 hereof.
- 14.8 At the conclusion of voting, as required by Section 14.4 through 14.7 hereof, the Chair of the Nominating Committee will introduce those members newly elected to Board, and to non-Board positions, if elections were held for non-Board positions.

15. Removal of Directors

- 15.1 The Board may by Ordinary Resolution remove any Director from office who the Board is satisfied is not fulfilling their duties as a Director as set out in the Policies and Procedures. The Board shall permit the Director to attend the meeting considering such a resolution only for the purpose of making representations on why the Director should not be removed.

16. Vacation of Office

- 16.1 A Director holds office until:
- a) the Director's term expires pursuant to Section 13.1 hereof;
 - b) the Director resigns from office;
 - c) the Director ceases to have the necessary qualifications, pursuant to Section 12.1 hereof;
 - d) the Board declares the Director's position vacant for absenteeism, defined as missing three (3) meetings of the Board in a nine (9) month period without reasonable excuse; or (2) consecutive meetings without reasonable excuse;
 - e) the Director reaches the maximum term limits pursuant to Section 13.2 hereof;
 - f) the Director is removed from the Board pursuant to Section 15 hereof; or
 - g) the Director dies.
- 16.2 Where a Director vacancy occurs prior to the Annual General Meeting, the Board may by Ordinary Resolution appoint a qualified member to fill such vacancy until the next Annual General Meeting.

17. Conflict of Interest

- 17.1 A Director shall disclose any real or perceived conflict of interest. Conflict of interest exists if a Director is:
- a) party to a proposed or existing material contract or transaction with the Club, or
 - b) a Director or officer has a material interest in, any person who is a party to an existing or proposed material contract or transaction with the Club.
- 17.2 Disclosure shall be at the meeting at which the contract or transaction is being considered. That Director shall not attend any part of a meeting during which the contract or transaction is being discussed and shall not vote on any resolution to approve the contract or transaction. A Director absenting himself from a portion of any meeting to comply with this provision shall not affect the calculation of Quorum for the meeting if Quorum exists both before and after the Director absents himself or herself from the meeting.

18. Notice of Board Meetings

- 18.1 Notice of the date, time, and place for the holding of a Board meeting shall be given as required by Section 8 hereof, not less than 5 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present at the meeting, and no Director present at the meeting objects to the holding of the meeting, or if those Directors not present at the meeting have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

19. Board Meetings

- 19.1 Meetings of the Board shall be held at least four times in each fiscal year, and at other dates and times as determined by the President, the Vice-President or any two Directors. Meetings of the Board shall ordinarily be chaired by the President or, in the President's absence, the Vice-President.
- 19.2 The Quorum to validly conduct business at a Board meeting shall be a majority of the Directors entitled to vote. If a Quorum is present at the opening of a Board meeting, the

Directors present may proceed with the business of the meeting, even if a Quorum is not present throughout the meeting.

- 19.3 At a Board meeting, all matters shall be decided by Ordinary Resolution of the Board. Each Director shall have one vote regardless of the number of positions held on the Board.
- 19.4 In the absence of a Board meeting, and when deemed necessary by the Executive Committee, a matter can be determined by an Ordinary Resolution of the Board conducted by email poll in which a Quorum of the Board participates.

20. Proxy Voting

- 20.1 Proxy voting will not be permitted at any Board meeting or Meeting of Members.

21. Other Associations

- 21.1 The Club shall maintain membership in associations that are relevant to the art and science of photography and which the Board recognizes as beneficial and compatible with its purpose.

22. Board Authority

- 22.1 Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Club, may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which, and the individual(s) by whom, a particular document or type of document shall be executed. Such authority may be general or confined to specific instances. Any individual authorized to sign any document may affix the corporate seal (if any) to the document. Any officer or Director may certify a copy of any instrument, resolution, By-law, or other document of the Club to be a true copy thereof.
- 22.2 The Executive Committee has the authority to authorize unbudgeted expenditures, as permitted by the Policies and Procedures.
- 22.3 The Board will be responsible for all financial decisions of the Club, including but not limited to setting and approving the budget and expenditures.

23. Fiduciary Practices and Standards

- 23.1 The Club's fiscal year shall end on December 31st of each year.
- 23.2 Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from their position. The Club may reimburse a Director for reasonable expenses incurred by them in the performance of their duties.
- 23.3 The Club's bank accounts shall be maintained by the Treasurer who will ensure safe storage and appropriate disbursement of the Club's funds in accordance with directives from the Board and an approved annual operating and cash flow budget.
- 23.4 The signing officers of the Club shall be the Treasurer, President, Vice President, and Secretary. All disbursements require signatures of any two (2) of these signing officers.
- 23.5 All funds of the Club shall be deposited, to the credit of the Club's account at the financial institution selected by the Board, in a timely manner.
- 23.6 Financial statements will be prepared periodically by the Treasurer as required by the Board.
- 23.7 The previous fiscal year's financial statements and report will be presented for approval to the membership at each Annual General Meeting.
- 23.8 The Board shall appoint a member with accounting expertise to conduct a financial review of the Club's finances on an annual basis. The accounting appointee will review the financial record of the Club and prepare a report which will be presented to the Board prior to the Annual General Meeting.
- 23.9 Subject to any applicable law, no Director or committee member shall be liable for the acts, receipts, neglects or defaults of any other Director or committee member; or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune which may happen in the execution of the duties of their office or in relation thereto unless the same shall happen through his or her own wilful neglect or misconduct.
- 23.10 The Club shall indemnify and save harmless, at the Club's sole expense, every Director and committee member, and their heirs, executors and administrators, from and against all costs, charges and expenses whatsoever which they sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them in or about the execution of the duties of their office in the Club, except for such costs, charges or expenses as are occasioned by their own negligence or wilful misconduct.

24. Invalidity of Provisions of this By-law

24.1 The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

25. Omissions and Errors

25.1 The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board, or the non-receipt of any notice by any such individual where the Club 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.

26. By-laws and Effective Date

26.1 Subject to the Articles, the Board may, by Ordinary Resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the Club. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members, where it may be confirmed, rejected, or amended by the members by Ordinary Resolution. If the By-law, amendment, or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the members at the next Meeting of Members or if it is rejected by the members at the meeting.

26.2 This section does not apply to a By-law that requires a Special Resolution of the members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by members.

CERTIFIED to be By-law No. 1 of The Etobicoke Camera Club, as enacted by the Directors of the The Etobicoke Camera Club by Ordinary Resolution on the *8th* day of *August, 2022* and confirmed by the members of the Club by Special Resolution on the *19th* day of *September, 2022*.


Dated as of the *20th* day of *September, 2022*.



Barb Marszalek, President

Jocelyn J.
Ubaldino

Jocelyn Ubaldino, Vice President

 Digitally signed by Jocelyn J. Ubaldino
DN: cn=Jocelyn J. Ubaldino, o, ou,
email=jocelynubaldino@gmail.com, c=CA
Date: 2022.10.04 13:26:13 -04'00'

27. By-law revisions and amendments:

Adopted at GENERAL MEETING November 16, 1959
Amended October 03, 1960
Amended January 17, 1966

Adopted at GENERAL MEETING April 04, 1966
Amended February 26, 2003

Adopted at GENERAL BUSINESS MEETING April 07, 2003
Amended February 16, 2005

Adopted at GENERAL BUSINESS MEETING April 18, 2005
Amended February 11, 2009

Adopted at GENERAL BUSINESS MEETING April 20, 2009
Amended February 10, 2010

Adopted at GENERAL BUSINESS MEETING April 26, 2010

Adopted at Special Meeting of Members, September 19, 2022