

# INTERNATIONAL PRACTICAL SHOOTING CONFEDERATION ONTARIO



## **Constitution**

9 November 2017

INTERNATIONAL PRACTICAL SHOOTING CONFEDERATION – ONTARIO

## **BY-LAW NO. 1**

A by-law relating generally to the transaction of the affairs of the International Practical Shooting Confederation – Ontario, a not for profit corporation incorporated in the province of Ontario Canada, also known as IPSC Ontario, hereinafter referred to as “the Corporation”.

### **DEFINITIONS**

“The Board”, “Board of Directors” – Refers to the Board of Directors of the Corporation.

“Directors” – Refers to the Directors of the Corporation.

“By-Laws” – Refers to the Constitution and by-laws of the Corporation.

“Member in good standing”; “current member” – refers to a member who has paid all required dues and fees, satisfies the criteria for membership and has full rights of membership.

“Assets” – refers to physical assets, intellectual property, data and any other thing held by, owned by, purchased by, developed by or conceived by The Corporation.

### **CORPORATE NAME**

#### **Article 1**

The proper name of the Corporation is “International Practical Shooting Confederation – Ontario”.

### **OBJECTIVES**

#### **Article 2**

The objectives of the Corporation shall be:

- 2a) To promote the sport of practical shooting in Ontario;
- 2b) To respect the principles of the sport of practical shooting;
- 2c) The education and training of practical shooters and the running of competitions for them;
- 2d) To have an IPSC championship program which respects the principles of the sport of practical shooting;
- 2e) To promote and cultivate the safe and efficient use of firearms by persons of good character;
- 2f) Any such other complementary purpose consistent with these objectives.

### **HEAD OFFICE**

#### **Article 3**

The head office of The Corporation shall be in the Province of Ontario, in a city, and at such place as The Board may from time to time determine.

## AFFILIATION

### Article 4

The Corporation is affiliated with the International Practical Shooting Confederation – Canada and the International Practical Shooting Confederation.

## MEMBERSHIP

### Article 5

#### 5a) Class:

Membership in The Corporation is of one class: “Member”.

#### 5b) Eligibility:

Any person of good character who subscribes to the objectives of The Corporation may become a member of The Corporation upon written application and payment of the appropriate fee, and successful completion of the Black Badge course.

An application for membership may be rejected by a unanimous decision of The Board of Directors.

#### 5c) Dues:

The Board of Directors may set or re-set the annual membership dues in advance of the following calendar year. Members will be notified of the current upcoming dues on the membership renewal form for the renewal year.

From time to time the Board may allow for variation of dues. For example, discounts might be enacted for members meeting certain criteria, or on a case by case basis. The Board may also waive their dues entirely. Any such members whose dues are waived need not remit dues for the duration of the waiver and are not subject to suspension for not remitting dues as per 5h) for the duration of the calendar year.

#### i) Life Membership

##### (1) Bestowing

In recognition of extraordinary service to the Corporation, the Board may bestow a Life Membership upon a member. A Life Membership is bestowed via a 2/3 majority vote of the entire Board of Directors. Such a member need not remit dues for the duration of their Life Membership, and is not subject to suspension for not remitting dues as per 5h).

##### (2) Grandfathering

(a) At the time of the enactment of these By-Laws and Constitution, any member that has at any time in the past held a life membership as bestowed by any previous Board of Directors of the corporation by resolution or common practice, or as a result of any resolution by

the members of the Corporation at any duly constituted meeting of its members, shall have their Life Membership continued.

(i) The members commonly known by the following names are explicitly affirmed as Life Members:

1. Bud Melless, ON91269
2. Dennis Williams, ON 11
3. Doug Lewis, ON93257-LM5
4. Jacob Kent Hill, ON91073
5. Jack Payne, ON 9156-LM4

(3) Duration

Unless otherwise terminated, Life Memberships have a duration of the lifetime of the individual on whom they are bestowed.

(4) Transferability/Extensibility

Life Memberships are not transferable in any way, and do not extend to anyone other than the individual upon whom they are bestowed.

(5) Suspension/Termination

(a) Should the holder of a Life Membership have their membership suspended, their Life Membership shall automatically resume upon the lifting or expiration of their suspension, unless their Life Membership is otherwise terminated.

(b) A Life Membership may be rescinded/terminated by a unanimous vote of the entire Board of Directors. If this occurs, the affected member must pay prorated dues for the current membership year within thirty days or their membership will be immediately suspended as per 5h)

(c) Expulsion of a holder of a Life Membership as a member of the Corporation shall automatically terminate their Life Membership. Should their expulsion from the Corporation be overturned via 5g) iii), the member shall have their Life Membership automatically resume upon the reinstatement of their membership, unless it is otherwise terminated.

ii) Family Membership

(1) Definition

(a) A Family Membership includes one member, their spouse, and their children under the age of 18 years living at home and in full-time attendance at school. The dues for Family Memberships shall be set by the Board of Directors from time to time. The dues for such memberships shall be treated as one; failure to remit dues for a

Family Membership shall be treated as if the individuals constituting the family membership individually did not remit dues.

- (b) Members whose dues are paid via a Family Membership individually hold ordinary memberships in the Corporation, with all the rights and privileges thereof.
- (c) Other than the remittance of dues as a unit, there are no special rights or privileges bestowed upon members whose dues are paid via a Family Membership.

(2) Transferability/Extensibility

Family Memberships are not transferable in any way. However, should additional members of the family as defined in 5c) ii) (1) come to live with the family whilst a Family Membership is in good standing, they shall be automatically included in that family membership for the current membership year.

(3) Suspension/Expulsion/Termination

- (a) The suspension or expulsion of any member that is currently part of a Family Membership does not affect the standing of the individual memberships of any other family members whose dues are included in the Family Membership. Other than the remittance of dues, the status of such members stands on its own, individually.

5d) Term:

Memberships expire on December 31<sup>st</sup>, subject to pre-payment for the following year, or renewal.

5e) Renewal:

Membership may be renewed annually on, or prior to expiry for an additional term of one year providing the member was a member in good standing at the time of renewal or expiry.

5f) Resignation:

A member may surrender their membership upon written notice to the Secretary of The Corporation; said resignation to take effect on the date of receipt of said notice by the Secretary, or other date named by the resigning member. A member undertaking such action relinquishes any dues or other fees owing him, and all rights of membership.

5g) Suspension/Expulsion:

- i) Any member whose conduct is decided by The Board of Directors to be injurious to the interest and welfare of The Corporation, or where a conflict of interest, detrimental to The Corporation is shown to exist, may be temporarily suspended or have their membership in The Corporation

terminated.

- ii) Such a decision requires a 2/3 majority vote of The Board of Directors, before which the member must be given 2 weeks' notice of a meeting at which they must be afforded an opportunity to be heard by The Board in reference to the issue. The notice must include the date, time, and place of the meeting, as well as details of the complaint against them. Failure of the member to appear before The Board does not affect the validity of The Board's decision.
- iii) An expulsion decision by The Board may be appealed by the member to the membership of The Corporation at a special meeting called for that purpose. It requires a 2/3 majority vote of members present at such a meeting to overturn The Board's decision.

5h) Suspension - Dues:

A member who fails to pay annual dues before the deadline, as set from time to time by The Board, will have their membership suspended immediately, subject to renewal.

5i) Reinstatement:

Any member under suspension for non-payment of dues, or having resigned voluntarily from the club, may apply for reinstatement within a period of 1 year without reapplying for membership. After one year of absence, the former member must reapply for membership as though he had never been a member and pay such fees as The Board shall direct.

5j) Suspension – Safety:

Members may have their shooting privileges temporarily suspended by the Black Badge Coordinator or their delegate for safety infractions, as per the Black Badge Policy. Upon any required remediation, the member's shooting privileges may be reinstated by the Black Badge Coordinator or their delegate.

5k) Leave of Absence:

Any member in good standing who wishes to temporarily leave The Corporation for any good reason, may, upon written application to the Secretary, obtain a leave of absence issued by The Board; said leave of absence to be reviewed annually.

5l) Claims:

No member of The Corporation shall have a claim on any assets belonging to The Corporation.

## **BOARD OF DIRECTORS**

### **Article 6**

6a) Delegation of power:

The balance of power for The Corporation rests with the membership. On behalf of the members, The Board of Directors manages the affairs of The

Corporation and generally promotes the objectives of The Corporation. All decisions of The Board are reviewable by the general membership at the next annual general meeting.

6b) Composition:

The Board is made up of seven (7) Directors who are, and must remain throughout their term, members in good standing of The Corporation.

6c) Portfolios:

i) The Board will have the following standing rolls/portfolios fulfilled by individual board members:

- Match support
- Communications
- Membership

ii) The exact tasks of these portfolios are established from time to time by The Board.

iii) The portfolios are assigned amongst The Board by The Board. The Board may reassign these portfolios at any time by simple majority vote.

6d) Term of Office:

The Directors' terms of office are staggered to assure continuity of leadership across elections. At each election, no more than 4/7 of The Board is replaced.

i) Directors shall be elected by members and will hold office until their terms expire and their successors have been duly elected.

ii) The term of a Director is two (2) years, and begins the January 1 immediately following the election.

iii) A Director shall retire at the end of his term but is eligible for re-election if qualified.

6e) Privileges:

No Directors shall receive any remuneration for acting as such.

6f) Board Meetings:

i) Location:

The Board may hold meetings at such place as it may from time to time determine.

ii) Call:

A board meeting may be called by:

- a) the President; or
- b) the Secretary on written request by any two Directors.

iii) Notice of Board Meeting:

a) Notice of meeting must be provided to all board members at least 48

hours in advance of the meeting or be mailed to each Director not less than five (5) days before the meeting is to take place, except where:

- i) all Directors are present; or
- ii) the Director consents in writing to the meeting being held in their absence; or
- iii) The Board at any meeting, fixes a date and time for the next board meeting; or
- iv) The Board fixes a date or time each month or part month for regular meetings; no notice need be given or mailed for such meetings.

b) 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 the giving of such notice.

iv) Error in Notice:

No error or omission in giving such notice of a Board meeting shall invalidate such a meeting.

v) Attendance:

Directors may participate in board meetings:

- a) In person; or
- b) By conference telephone or other communications equipment by which all persons participating in the meeting can hear each other, or see each other's submissions, and a Director participating in a meeting pursuant to this section shall be deemed to be present in person at the meeting.

Members may participate in board meetings:

- a) Any current member of The Corporation, upon written or faxed request to any one of the Directors, has the right to attend any meeting of The Board of Directors as an observer and shall be entitled to the same notice of meeting as are all of the Directors.

vi) Absence:

Any Director who fails to attend three consecutive board meetings may be removed by 2/3 majority vote of The Board.

vii) Quorum:

Four (4) Directors are required to form quorum for the transaction of business at a Board of Directors meeting.

viii) Votes to Govern:

At all board meetings, every question shall be decided by a simple majority of the votes cast unless otherwise required by the By-Laws of



The Corporation or by law.

ix) Chairperson:

The President or his delegate, or in their absence another Board member chosen by majority vote of those present, fulfills the role of chairperson of the meeting.

x) Record of Proceedings:

- a) The proceedings of Board meetings shall be recorded by the Secretary or the person acting in that capacity, and such record shall constitute the "Minutes" of said meeting.
- b) All resolutions shall be recorded together with the names of the Directors who voted for or against or abstained.
- c) The minutes of all Board meetings are to be made available to members once approved by a simple majority vote of Directors at a subsequent meeting. The minutes shall be made available within seven days of approval, or as soon thereafter as is practicable.

xi) External Resolutions:

Resolutions in writing, consented to in writing, by all of the Directors shall have the same force and effect as resolutions passed by the Directors at a duly constituted meeting of The Board.

6g) Vacancies:

- i) Vacancies on The Board may be filled by 2/3 majority vote of the remaining board from current members of The Corporation with the following restrictions:
  - a) The appointment expires at the end of the calendar year at which point the position is filled by election. This occurs regardless of when the vacated term was to expire; the election is for the remaining one-year term in the case of an early term vacancy. (A vacancy which occurs in within the first 12 months of a term); and
  - b) Only one (1) such vacancy may be filled in any year.
- ii) In the event more than one (1) vacancy occurs, the additional positions are to remain vacant; unless there is no longer quorum of The Board, in which case a Special General Meeting and election will immediately be called to fill the vacancies.
- iii) Any offices or portfolios that become vacant as the result of a Board vacancy can be filled from the Directors by a simple majority vote of The Board.
- iv) Should at any point during their term a Director not be a member in good standing of The Corporation, their position shall be vacated.

a) Exception: Grace Period for Remittance of Dues

Should a newly elected or already serving Director be suspended per 5 h)

for failure to remit Dues, they will have a grace period up until the commencement of the first Board meeting for the fiscal year whereby their position will not be considered vacated, in order to bring themselves out of arrears. Should they be reinstated as a member per 5 i) prior to said meeting, their position shall not be vacated and they shall serve their term as Director as if they were continuously a member. Should they fail to bring themselves out of arrears prior to the meeting and hence be reinstated, their position shall be vacated.

b) Exception: Reinstatement of A Director Expelled as A Member

If a Director expelled as a member under 5 g) ii) should be reinstated per 5 g) iii) prior to the end of what would have been their term of office prior to their expulsion, they shall resume their position, displacing anyone that may have been appointed to fill their vacancy in the interim. Their term of office shall remain the same as it was prior to their expulsion.

6h) Elections:

The Directors shall be elected by the members at the Annual General Meeting and the election shall be by ballot in a process to be determined by resolution of the Board of Directors. The election shall be run by the Election Committee Chair who may be appointed by the President or by the Board of Directors. Each member in good standing as determined by the Election Committee Chair under the Election Policy, is entitled to cast one (1) ballot, which is not transferable. Listing of a member in the membership directory of the corporation showing a paid up membership for the calendar year of the election is proof, in the absence of evidence to the contrary, of a member's good standing in the corporation.

6i) Nominations:

Nominees for election to The Board must be current members. The nomination process shall be determined by resolution of the Board of Directors. All adult members in good standing of I.P.S.C Ontario shall be equally eligible for nomination under any such policy. No person may stand for election unless the nomination procedure has been followed and no candidate may be nominated from the floor at any General Meeting.

6j) Resignation:

A Director may resign by written notice to the Secretary. Such resignation shall take effect immediately upon receipt of the notice or in accordance with the terms of the resignation.

6k) Removal:

A Director may be removed from The Board:

- i) Per Article 6 f) vi) Absence; or
- ii) by 2/3 majority of votes cast by members at a Special General meeting called specifically for that purpose with proper notice. The vacant position may be filled by election at said meeting if notice included

nominations of proposed replacements.

6l) General:

- i) The names, telephone numbers, fax numbers and e-mail addresses of all current Directors shall be made available to the members of The Corporation.
- ii) The Directors shall be responsible for the keeping and maintaining of all the necessary books and records of The Corporation.

6m) Indemnification:

- i) The corporation shall, to the extent legally permissible, indemnify each officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, insurance deductible amounts, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service as officer, director, or employee of the corporation.
- ii) No indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment not covered by insurance shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

## **OFFICERS OF THE CORPORATION**

### **Article 7**

7a) The elected Board of Directors are the Officers of The Corporation. The offices/roles are:

- President
- Vice-President
- Secretary
- Treasurer
- Three (3) Directors without office.

7b) All Officers as described in 7 a) must be Directors of The Corporation.

7c) An individual Director may only hold one officer position; in exceptional cases and by unanimous consent of The Board, a Director may hold a second position, but only until the end of the current term and their successor is duly elected or appointed.

7d) Officer Elections:

The Officers are elected by The Board of Directors from amongst the elected

Directors at their first board meeting. This may occur either by:

- i) Unanimous agreement of The Board; or
- ii) By a secret ballot vote. On the first ballot, the candidate with the lowest number of votes will drop out and all Directors will vote again for the position. This style of voting shall continue until all but one candidate has been eliminated.

#### 7e) Term of Office

The term of Office for an officer shall normally be to the end of the current fiscal year of the Corporation and until their replacement has been duly elected or appointed.

#### 7f) Resignation of Offices

An Officer may resign their Office by written notice to the Secretary. Such resignation shall take effect immediately upon receipt of the notice or in accordance with the terms of the resignation. Such a resignation only removes the office; the former holder of the office shall still otherwise remain a Director if they were a Director.

#### 7g) Vacancies of Offices

Should an Office become vacant, the Board shall appoint a replacement as soon as possible via simple majority vote. In the interim until a replacement can be found and to provide continuity of operations, the President may appoint an interim Officer to fill the role, but that temporary appointment must be ratified at the next available Board meeting by simple majority vote.

In any case, any appointment of Officers to fill vacancies shall expire at the end of the current term of office.

#### 7h) Removal of Offices

An Officer may be removed from an Office by a 2/3 majority vote of the entire Board. Such a removal only removes the office; the former holder of the office shall still otherwise remain a Director if they were otherwise a Director.

## **DUTIES OF PRESIDENT**

### **Article 8**

The President shall:

- 8a) Be the section coordinator with respect to The Corporation's affiliation with the International Practical Shooting Confederation and shall perform all of the functions and duties of a section coordinator as prescribed by the International Practical Shooting Confederation.
- 8b) When present, shall preside as chairperson at all meetings of the members and of The Board and shall be responsible for the preparation of the agendas for such meetings.
- 8c) Be the match Director for the IPSC Ontario Championship Match, or may delegate that position to any member of the corporation at their sole

discretion.

8d) Act as the Chief Executive Officer of the corporation, charged with the general management and supervision of the affairs and operations of The Corporation.

8e) Sign all By-Laws of The Corporation.

### **DUTIES OF VICE-PRESIDENT**

#### **Article 9**

The Vice-President shall:

9a) During absence or incapacity or at the request of the President, perform all of the President's duties.

9b) Perform such other duties as may from time to time be determined by The Board of Directors.

### **DUTIES OF SECRETARY**

#### **Article 10**

The Secretary shall:

10a) Be the clerk of The Board.

10b) Attend wherever possible all meetings of the Board and meetings of members of The Corporation, record all facts and Minutes of all proceedings in the books kept for that purpose. Should the Secretary be unable to attend, the Board or the members respectively may appoint via majority vote another person to record minutes on the Secretary's behalf.

10c) Give all notices required to be given to members and to Directors.

10d) Be the custodian of the seal of The Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to The Corporation and shall deliver these 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.

10e) Sign all By-Laws of The Corporation.

10f) Perform such other duties as may from time to time be determined by The Board of Directors.

### **DUTIES OF TREASURER**

#### **Article 11**

The Treasurer shall:

11a) 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.

- 11b) Disburse the funds of The Corporation under the direction of The Board of Directors, taking proper vouchers there for 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.
- 11c) Perform such other duties as may from time to time be determined by The Board of Directors.

## **DUTIES OF DIRECTOR**

### **Article 12**

Each Director shall:

- 12a) Perform such duties as may from time to time be determined by The Board of Directors.

## **COMMISSIONS**

### **Article 13**

- 13a) The Corporation will continuously have the following commissions:
  - i) Ontario Black Badge Coordinator
  - ii) Ontario NROI Coordinator
- 13b) The Board of Directors, by simple majority vote, annually appoint the commissioners from suitably qualified candidates.
- 13c) There is no limitation on the number of terms a commissioner can serve.
- 13d) The terms of the appointments are concurrent with the fiscal year of The Corporation, and the appointments are offered to candidates in September of the year immediately preceding the term of service.
- 13e) Concurrent with the offer of commission, an annual work plan is developed in concert with the commissioner, outlining the goals and work direction to be taken during that commissioner's term of appointment.
- 13f) Acceptance by a commissioner of such an offer is binding upon the following year Board of Directors for the term.
- 13g) Due to the critical nature to IPSC Ontario of the roles fulfilled by the commissioners, The Board may not replace a sitting commissioner unless they can show the replacement candidate is superior, thus can more productively, and effectively fulfill the role. Changes to the appointment of a commissioner can be overturned by a 2/3 majority of members at a Special Meeting called for that purpose.
- 13h) Commissioners shall not receive any remuneration for acting as such.

## **DUTIES OF Ontario Black Badge Coordinator**

### **Article 14**

The Black Badge Coordinator shall:

- 14a) Direct and operate the Ontario Black Badge program.
- 14b) Collect and report to the Board of Directors statistics on the program.
- 14c) Provide reports on the program to the Board of Directors at each board meeting.
- 14d) Provide a report to the members at the Annual General Meeting.
- 14e) Abide by and enforce the procedures in the Ontario Black Badge Co-ordinator program manual and policy.
- 14f) Perform such duties as may from time to time be determined by the Board of Directors.

## **Duties of Ontario NROI Coordinator**

### **Article 15**

The Ontario NROI Coordinator shall:

- 15a) Direct the Ontario NROI program.
- 15b) Collect and report to the Board of Directors statistics on the program.
- 15c) Provide reports on the program to the Board of Directors at each board meeting.
- 15d) Provide a report to the members at the Annual General Meeting.
- 15e) Abide by and enforce the procedures in the Ontario NROI Co-ordinator program manual and Policy.
- 15f) Perform such duties as may from time to time be determined by the Board of Directors.

## **COMMITTEES**

### **Article 16**

16a) The Corporation shall have the following committees:

- Election
- IPSC Ontario Championship Provincial Match

And when appropriate:

- IPSC Ontario Provincial Classification and Ranking Program
- IPSC Ontario Club Representatives

16b) The Board may strike such other committees as may be required from time to time.

- 16c) Except for the election committee, The Board shall annually appoint chairpersons for each committee.
- 16d) The Board may remove a chairperson at any time.
- 16e) Chairpersons shall be accountable to The Board, and shall act without bias.
- 16f) Chairpersons will provide regular reports to The Board on committee work and status. Reports must accurately reflect the views of all members of the committee.
- 16g) The chairperson may appoint a sufficient number of committee members for the workload of the committee, from members of The Corporation.
- 16h) No chairperson or committee member may receive any remuneration for acting as such.
- 16i) Any member in good standing may serve on a committee.
- 16j) A chairperson may resign his position by written notice to the Secretary.
- 16k) Should a chair vacancy occur, The Board will appoint a replacement in a timely manner.

## **ELECTION COMMITTEE**

### **Article 17**

- 17a) The Elections Committee Chairperson is nominated and elected annually by the members present at the Annual General Meeting.
- 17b) The Elections Committee Chairperson will hold office until their term expires and their successor has been duly elected, or in the absence of a successor will hold office for the following calendar year.
- 17c) The Chairperson appoints the members of the committee, and has sole authority to do so. Each member of the committee, including the Chairperson:
  - i) may not be a candidate in the election; and
  - ii) may not be a current Director or office holder; and
  - iii) must be a member in good standing.

## **IPSC ONTARIO CLUB REPRESENTATIVES COMMITTEE**

### **Article 18**

- 18a) Each shooting club in Ontario, which has a minimum of five (5) current IPSC Ontario members, shall be entitled to have an IPSC Ontario club representative on this committee.
- 18b) The representative for each such club shall:
  - i) Be a current IPSC Ontario member.
  - ii) Be elected by the current IPSC Ontario members of said club.



- iii) Be subject to re-election as determined by the current IPSC Ontario members of that club.
- 18c) Each IPSC Ontario club representative shall act as liaison between The Corporation and the club IPSC members by:
- i) Being the voice of the IPSC club members to The Corporation.
  - ii) Passing information in both directions between the two.
  - iii) Being the contact person for the IPSC members of that club to The Corporation.
  - iv) Being the person who submits all IPSC Ontario sanctioned match results to IPSC Ontario. If he is not able, then a delegate may submit match results.

## **MEETINGS OF THE CORPORATION**

### **Article 19**

19a) Types:

There are two (2) types of membership meetings:

- i) Annual General Meeting - Must be held once during each fiscal year of The Corporation.
- ii) Special General Meeting - held as often as called.

19b) Location:

Membership meetings may be held at the head office of The Corporation or elsewhere in Ontario at such other place as The Board may determine.

19c) Call:

A membership meeting may be called by The Board of Directors.

19d) Requisition:

Members may requisition a special general meeting upon written request to the Secretary. The requisition must contain:

- i) The full name and signature of no less than 5% of the current members of The Corporation; and
- ii) The specific details of the business to be transacted as will be provided to members in the Notice of meeting.

Upon receipt of a proper requisition, The Board must schedule, organize and hold the meeting to occur no sooner than 37 days and no later than 120 days after receipt of the request. The costs of organizing, distributing notice and holding the meeting will be paid by The Corporation, unless a motion to recoup the costs from the requisitioners is brought and passed by a 2/3 majority at the meeting.

19e) Notice:

- i) Notice of meeting must be mailed to all members at least thirty-seven

(37) days in advance of the date the meeting is to take place. It must also be posted on The Corporation website.

ii) The notice must contain:

- a) The date, time and location of the meeting; and
- b) The purpose of the meeting and details of the specific business to be transacted; and
- c) Other such information as required in the By-Laws.

19f) Attendance:

Only current members of The Corporation may attend membership meetings, except that The Board of Directors may invite other individuals who have legitimate business at the meeting.

19g) Quorum:

Twenty (20) Members, of which four (4) must be Board members, are required to form quorum for the transaction of business at a members meeting.

19h) Chairperson:

The President or his delegate, or in their absence another Board member chosen by majority vote of those present, fulfills the role of chairperson of the meeting.

19i) Record of Proceedings:

- i) The proceedings of Membership meetings shall be recorded by the Secretary or other person acting in that capacity, and such record shall constitute the "Minutes" of said meeting.
- ii) All resolutions and their disposition shall be recorded together with the names of the persons who made and seconded the motion.
- iii) The draft minutes of all membership meetings are to be made available to members in a timely manner; in every case, not later than 30 days after the meeting and any adjournment thereof.

19j) Business:

The following business shall be transacted at:

- i) Annual General Meeting:
  - a) Approval of previous minutes.
  - b) Presentation of reports from The Board and all current committees.
  - c) Presentation of the financial statements and the report of the auditors or accountants.
  - d) The appointment of the auditors or accountants for the subsequent year.

- e) New business.
- f) Such other business as may legally and properly be brought before the meeting pursuant to the By-Laws.
- ii) Special General Meeting:
  - a) Such business as may legally and properly be brought before the meeting pursuant to the By-Laws.

19k) Voting:

i) Eligibility:

A member in good standing is eligible to vote.

ii) Votes to Govern:

At all meetings of members, every question shall be decided by a simple majority of the votes cast unless otherwise required by the By-Laws of The Corporation or by law.

iii) Show of Hands:

Every question shall be decided by a show of hands, unless a poll is demanded. Unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall constitute prima facie evidence of the fact without proof of the number of votes being recorded. The result of a vote so taken shall be the decision of The Corporation upon the matter in question.

iv) Polls:

Any member may demand a poll of any question voted upon. If a poll is demanded and not withdrawn, a poll upon the question under discussion shall be taken in such a manner as the Chairperson or a motion from the floor shall direct. Polls can be open or secret. Where open, the Secretary will record the name and vote of each member, including abstentions. The result of a poll so taken shall be the decision of The Corporation upon the matter in question.

19l) Adjournment

Any meetings of The Corporation 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. Such adjournment may be made notwithstanding that no quorum is present.

## **CONSTITUTION AND BY-LAWS**

### **Article 20**

By-Laws are the fundamental rules of the organization; changes to them require great care and attention. As such, any change, addition or deletion to the By-Laws of

The Corporation requires 2/3 majority vote of the members at a properly noticed meeting where:

- 20a) Notice of meeting must be provided as per the By-Laws.
- 20b) The notice must contain the exact wording that will be voted on at the General (Annual or Special) meeting.
- 20c) Generally, a members meeting must be called to make changes to the By-Laws, except in the case of an emergency requiring immediate action, in which case changes can be made under the following conditions:
  - i) Initially, by a 2/3 majority vote of The Board of Directors;
  - ii) Ratified as soon as possible by members as described in this bylaw, and in any case no later than the next annual general meeting.
  - iii) If the proposed change fails to achieve ratification by members, the changes are null and void, and the By-Laws revert to their pre-change state.

## **REPORTS TO MEMBERS**

### **Article 21**

Members are the core of the organization, and in order to remain informed have the right to be provided information about the organization. The following information must be made available when requested in writing by any current member, and be made available on the IPSC Ontario website. Specifically:

- 21a) Current Constitution and By-Laws.
- 21b) Current Auditor's reports and financial statements of The Corporation.
- 21c) Minutes of Board and Membership meetings.

## **DEPOSIT OF SECURITIES AND INSTRUMENTS FOR SAFEKEEPING**

### **Article 22**

The securities of The Corporation 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 Corporation signed by such Officers, or agents of The Corporation, and in such a manner, as shall from time to time be determined by resolution of The Board, and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians of The Board, shall be fully protected in acting in accordance with the directions of The Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **EXECUTION OF INSTRUMENTS**

### **Article 23**

- 23a) The Directors of The Corporation may from time to time:

- i) Borrow money on the credit of The Corporation;
- ii) Issue, sell or pledge debt obligations of The Corporation;
- iii) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of The Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of The Corporation;
- iv) Give indemnities to any Director or other person who has taken or is about to undertake, any liability on behalf of The Corporation or any corporation controlled by it, and secure any such Director or other person against loss, by giving them by way of a security, a mortgage, or charge upon the whole or any part of the real and personal property, undertaking and rights of The Corporation, provided however that such indemnities shall be limited in accordance with the provision of The Ontario Business Corporations Act.

23b) Notwithstanding, any provisions to the contrary contained in the By-Laws of The Corporation, 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 Corporation may, or shall, be executed.

## **BANKING ARRANGMENTS**

### **Article 24**

The banking business of The Corporation or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on banking as The Board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transacted on The Corporation's behalf by such one or more Officers and/or other persons as The Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without the restriction and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of The Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptance, bills of exchange and orders for the payment of money; the giving of receipts for the orders relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any office of such, or banker, to do any act or thing on The Corporation's behalf to facilitate such banking business.

## **AGENTS AND ATTORNEYS**

### **Article 25**

The Board shall have the power from time to time to appoint agents or attorneys for The Corporation in or out of Ontario with such powers of management or otherwise as may be deemed necessary.

## **RULES OF ORDER**

### **Article 26**

Roberts Rules of Order shall govern the conduct of all meetings of The Corporation where not in conflict with the Constitution or other By-Laws.

## **FINANCIAL YEAR**

### **Article 27**

Unless otherwise directed by The Board of Directors, the fiscal year of The Corporation shall be from January 1<sup>st</sup> to December 31<sup>st</sup> each year.

## **INTERPRETATION**

### **Article 28**

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 or the feminine gender, as the case may be, and vice versa; and references to persons shall include firms and corporations.