



**BY-LAWS OF THE ST. CATHARINES
GAME & FISH ASSOCIATION**

Last Updated March 14, 2025

SECTION 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the board of directors of the Corporation;
- c. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation and includes the positions of President, Vice President – Ramp Operations, Vice President – Derbies and Events, Treasurer, Secretary and Past President.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

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

SECTION 2 – Directors

2.01 Directors

The Directors shall have the general power to consider and transact any business either special or general at any meeting of the Directors. The Directors shall exercise all power of the Association except by statutes expressly directed or required to be executed by the Association in general meetings. If the Board

of Directors in its wisdom decides that certain issues may be put to a vote of the general membership, a majority vote of the members present who cast their ballots on questions so referred shall determine such question for the Association.

2.02 Election and Term

The members shall elect the Directors to hold office for a two-year term at the Annual General Meeting of the Association. All Directors then in the office shall serve the remainder of their term and retire, but if qualified shall be eligible for re-election. The term of the newly elected Directors shall begin the following January.

2.03 Eligibility

No person shall be elected as a Director unless they have been a member in good standing of the Association for a full season immediately preceding the Annual General Meeting. The Board at its discretion may make exceptions to this requirement.

2.04 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.05 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- c. a quorum of Directors may fill a vacancy among the Directors.

2.06 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- b. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.
- c. All committee chairs are responsible to provide meeting notes with identified actions to the Secretary for inclusion at a subsequent Board meeting agenda.

All committee chairpersons shall be responsible for keeping and presenting receipts for their individual committees to the Finance Budget committee/Treasurer as soon as practical, but no later than sixty (60) days, after each event, promotion or operation. The Treasurer will be responsible to maintain the proper files and include information as part of the financial report.

2.07 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict-of-interest provisions of the Act;

SECTION 3 – Board Meetings

3.01 Calling of Meetings

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

3.02 Regular Meetings

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

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than three days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair

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

3.05 Voting

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

3.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. Board meetings may be held entirely by phone or electronic means.

3.07 Persistent Absence

Should any Officer or Director be absent from three (3) consecutive meetings of Directors, the Directors may declare the office vacant. In such a case, nominations should begin immediately for a time period defined by the board of directors and the appointment shall be declared by a vote at the next membership meeting.

SECTION 4 – Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Signing Directors

Cheques must be signed by a least any two Officers or Directors. Normal practice will have the President and Treasurer sign all cheques. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

4.04 Discretionary Spending

The Executive shall have discretionary spending to a limit of three hundred dollars (\$300.00) per item or event. The President shall have discretionary spending to a limit of one thousand dollars (\$1000.00) per item or event. Amounts above this to a limit of three thousand dollars (\$3000.00) must have approval of a minimum of four (4) board members. Amounts exceeding this must be approved by a majority at a board meeting, emergencies excluded. For any transaction greater than three thousand dollars (\$3000.00), the board of directors may ask for multiple quotes at their discretion.

4.05 Contingency Fund

The association shall maintain a contingency fund for an amount determined by resolution of the board.

SECTION 5 – Officers

5.01 Officers

The members shall elect the Officers to hold office for a two-year term at the Annual General Meeting of the Association. All Officers then in the office shall serve the remainder of their term and retire, but if qualified shall be eligible for re-election. The term of the newly elected Officers shall begin the following January. The same person may hold two or more offices of the Corporation. The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the board may prescribe from time to time.

5.02 Eligibility

No person shall be elected as an Officer unless they have been a member in good standing of the Association for a full season immediately preceding the Annual General Meeting. Outstanding candidates may be exempt from this clause at the discretion of the Board of Directors.

No person shall be elected for the position of President unless they have been elected by the members as a Director or Officer on at least two occasions.

5.03 Office Held at Boards Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being appointed,
- the Officer's resignation, or
- such Officer's death.

5.04 Duties

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

5.05 Duties of the Chair

The Chair shall perform the duties required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.

5.06 Duties of the President

The President shall, when present, preside at all meetings of the members of the Association and of the

Board of Directors. The President shall be also charged with the general management and the supervision of the affairs and operation of the Association. The President shall act ex-officiate on all committees. During the absence or inability of the President, their duties and powers may be exercised by the First Vice President, or in their absence, the Second Vice President. The President shall also perform such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the First Vice President

The First Vice President shall assume the duties of the President in their absence and shall be in charge of and/or oversee matters relating to fish. The First Vice President shall also perform such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Second Vice President

The Second Vice President shall assume the duties of the President in the absence of the President and in the absence of the First Vice President and shall be in charge of and/or oversee matters relating to ramp operations and property maintenance. The Second Vice President shall also perform such other duties as may be required by law or as the Board may determine from time to time.

5.09 Duties of the Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association. They must also keep a proper book of accounts and shall deposit all monies or other valuable effects in the name of and to the credit of the Association in such bank or banks as may from time to time be denoted by the Board of Directors. They shall provide whenever required of them an account of all transactions as Treasurer, and the financial position of the Association. The treasurer shall also perform such other duties as may be required by law or as the Board may determine from time to time.

5.10 Duties of the Secretary

The Secretary shall act as ex-officiate clerk of the Board of Directors. They shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the book kept for that purpose. They shall give all notices required to be given to members and Directors. They shall be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the association. The secretary shall also perform such other duties as may be required by law or as the Board may determine from time to time.

SECTION 6 – Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune

whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

SECTION 7 – Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

SECTION 8 – Members

8.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other individuals interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board.

- General Members shall be individuals who have applied and been accepted for General Membership in the Corporation.
- The term of Membership of a General Member shall be one year, subject to renewal in accordance with the policies of the Corporation.
- As set out in the articles, each General Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each General Member shall be entitled to one (1) vote at such meetings.

8.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act. The annual membership fee shall be set from time to time by the Board of Directors.

8.03 Honorary General Membership

The Directors may confer Honorary General Memberships at any time upon any person who, for meritorious services, deserves this recognition. Such Honorary General Membership shall be for a calendar year being the current year or the following year. Honorary General Members shall be exempt

from payment of dues but shall be granted all rights and privileges of General Members.

8.04 Lifetime General Membership

The Directors, or members, may nominate Lifetime General Memberships at any time upon a person so deserving. Such Lifetime General Members shall be exempt from payment of dues but shall be granted all rights and privileges of General Members. Each nominee is to be voted upon independently at any General Meeting of the membership. Anyone who has served a term as President is granted a Lifetime General Membership.

8.05 Disciplinary Act or Termination of Membership for Cause

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws or for misconduct or behaviour which is deemed to be contradictory to the welfare of the association.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

SECTION 9 – Members Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and

- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 5 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is fifteen (15) members, nine (9) of which shall be directors. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

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

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a

second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and

- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournment

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

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

SECTION 10 – Notices

10.01 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation 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.

SECTION 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

This By-law may be amended by a majority vote of the Board and the Members.

Enacted [Insert Date]

President, Mark Penner

Secretary, Mike Nemcko