

ALPINE CLUB OF KITCHENER-WATERLOO INC.

BY-LAW V

INDEX	PAGE
ARTICLE I PURPOSE OF CLUB	2
ARTICLE II SEAL AND HEAD OFFICE	2
ARTICLE III MEMBERSHIP	2
ARTICLE IV DUES FOR ACTIVE MEMBERS	3
ARTICLE V MEMBERSHIP CARDS	3
ARTICLE VI ANNUAL AND SPECIAL MEETINGS OF MEMBERS	2
ARTICLE VII DIRECTORS AND OFFICERS	4
ARTICLE VIII ELECTIONS AND DUTIES OF DIRECTORS AND OFFICERS	6
ARTICLE IX CLUB OPERATIONS	7
ARTICLE X CANCELATION AND TERMINATION OF MEMBERSHIP	8
ARTICLE XI CONTROLLERS	8
ARTICLE XII GENERAL ADMINISTRATION	8
ARTICLE XIII INTERPRETATION	9

BY-LAW NUMBER V

A by-law relating to the transactions of the business and affairs of THE ALPINE CLUB OF KITCHENER-WATERLOO, INC. Be it enacted as a by-law of the Alpine Club of Kitchener-Waterloo Inc. (hereinafter called the Club) as follows:

ARTICLE I

PURPOSE OF THE CLUB

SECTION 1. The purpose of the Club is the practicing and preserving the customs of the Gottscheer Founders and their German language and culture within a social environment and the ownership and operation of facilities where the Club's activities are conducted.

ARTICLE II

SEAL AND HEAD OFFICE

SECTION 1. The Head Office of the Club shall be situated at 464 Maple Avenue in the City of Kitchener in the Regional Municipality of Waterloo and Province of Ontario.

SECTION 2. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Club.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership of the Club shall be of 3 classes: active, social and honorary.

ACTIVE MEMBERSHIP

SECTION 2. The active membership of the Club shall consist of persons of Gottschee ancestry, of German ancestry or with a demonstrated interest in German culture.

SECTION 3. Applicants shall be admitted as active members by the following procedure:

a) A written application for membership, sponsored by an active member in good standing, shall be submitted to the Board of Directors. Any person 19 years or older may become an active member.

b) Applicants shall become active members upon a majority vote of the Board of Directors.

SECTION 4. Before becoming an active member, a person shall have been a social member for at least one year. At the discretion of a simple majority of the Board of Directors this condition may be waived.

SECTION 5. Only active and honorary members shall have a vote at any annual, general or special meeting of the members of the Club.

SECTION 6. An active member may resign from the Club by submitting their written resignation to the Board of Directors and such resignation shall take effect at the end of the month in which it is given; provided that such resigning member shall be liable for the payment of all dues and fees owing to the date on which their resignation becomes effective.

HONORARY MEMBERS

SECTION 7. An active member who has performed some distinguished service for the club may be elected an honorary member of the club under the following procedure:

a) The Board of Directors shall nominate such person or such person may be nominated by a petition signed by the Board of Directors.

b) The Board elects nominee(s) upon a majority vote of the Board of Directors.

SECTION 8. An honorary member has the same rights and privileges as an active member but is exempt from paying the yearly membership fee.

SOCIAL MEMBERS

SECTION 9. Social members shall have no vote at any meeting of the membership of the Club and their membership shall automatically expire at the end of each calendar year unless a social member has applied and is accepted as an active member.

SECTION 10. Any paid up member of another German club in KW who wants to join any Alpine Subgroup may do so upon approval of the Alpine subgroup's President and be admitted as an Alpine social member. The Alpine Club's social membership fee is waived in such a case.

ARTICLE IV

DUES FOR ACTIVE AND SOCIAL MEMBERS

SECTION 1. Annual membership dues payable by active members and social members shall be set by the Board at the Board meeting held prior to the end of the calendar year.

SECTION 2. Each active and social member shall pay annual dues which are due at the beginning of each calendar year.

SECTION 3. Any member who is more than three months in arrears in payment of the membership dues shall be given written notice by the Secretary, by mail or e-mail, to the member's last known address on record.

SECTION 4. If payment of outstanding dues is not made by the member within the next thirty days after the notice referred to in Section 3 is given, the member's membership is deemed terminated as of December 31 of the previous year.

ARTICLE V

MEMBERSHIP CARDS

SECTION 1. Every social member shall receive a membership card from the Treasurer upon payment of the annual fee for social membership, which shall expire at the end of that calendar year.

SECTION 2. Every active member shall receive from the Treasurer a new membership card not later than April 1st of each calendar year upon payment of the annual fee for active membership.

SECTION 3. Every membership card must be signed by the President and the Treasurer, or such other directors or officers as are authorized to do so, by the Board of Directors.

SECTION 4. Every member must be able to present their membership card upon entering the Club premises.

ARTICLE VI

ANNUAL AND SPECIAL MEETINGS OF MEMBERS

SECTION 1. The annual meeting of the members shall be held at the Head Office of the Club on the first Sunday of March in each year. All special general meetings of the members shall be held at the Head Office of the Club.

SECTION 2. At every annual meeting of the members, in addition to any other business that may be transacted, the report of the Directors shall be presented to the membership. As well, the number of Directors shall be elected for a two year term to fill the positions of Directors whose terms are expiring. The newly elected Board of Directors will take office at the first Board of Directors meeting following the annual meeting. The members may consider and transact any other business provided notice in accordance with the Not-for-Profit Corporations Act, 2010 of Ontario (the "Act") of such business is included in the Notice of the annual meeting. The Board of Directors or the President or a Vice-President shall have the power to call at any time a special meeting of the members of the Club. Notice of the time and place of annual or special general meetings shall be delivered in writing by prepaid lettermail or email to each voting member at least ten days in advance of such meetings,

but need not be advertised by public notice nor delivered to social members, provided that any meetings of the members may be held at any time without such notice if all voting members of the Club are present thereat or by proxy duly appointed, and waive the requirement of notice being given.

SECTION 3. A quorum for the transaction of business at any meeting of members shall consist of not less than twenty active members.

SECTION 4. The President or in the absence of the President, a Vice-President, shall be Chair of meetings and the Secretary or absent the Secretary, the Assistant Secretary shall be Secretary of all meetings of the members.

SECTION 5. At all meetings of members every question shall be decided by a majority of votes by the voting members present in person unless otherwise required by the by-laws of the Club, or by law, and every active member shall have one vote. Social members shall have no vote at any meeting of the members of the Club.

SECTION 6. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any active member in which case the vote shall be by secret ballot in such manner as may be determined by the Chair of the meeting.

SECTION 7. A declaration by the Chair of the members' meeting that a resolution has been carried or not carried or has been carried by any particular majority and an entry to that effect in the minutes of the Club shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

SECTION 8. In case of an equality of votes at any annual or special meeting of the members, whether upon a show of hands or by secret ballot, the Chair shall be entitled to a second or casting vote.

SECTION 9. A voting member may participate in a members' meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting in the Association makes such means available. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

SECTION 10. The directors may determine that a meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting means or by any combination of in-person attendance and by one or more telephonic or electronic means, or entirely in person, and the notice of the meeting shall specify how the meeting is to be held.

SECTION 11. In addition to voting in person or by proxy, if a vote is to be taken by secret ballot, a voting member may vote by mail or by telephonic or electronic means if the Association has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted. The Directors may direct that such electronic voting shall be in place of voting by proxy, and that voting by proxy not be permitted at a meeting of the members, so long as provided for in the notice of the meeting.

ARTICLE VII

DIRECTORS AND OFFICERS

SECTION 1. The officers of the Club shall be the President, who shall also be the Chair of the Board, the 1st Vice-President, the 2nd Vice-President, the Secretary, the Assistant Secretary, the Treasurer, the Assistant Treasurer, the Controller, Cultural Director(s) and the Bookkeeper, all of whom shall be Directors of the Club.

SECTION 2. The President will remain on the Board of Directors as Past President following their term in office until such time as a new past President comes about with the election of another President. The Past President shall be entitled to notice of and to attend meetings of the Board, and offer input, perspectives and advice to the Board, subject always to the right of the Board to request that the Past President absent themselves from any meeting or part of a meeting of the Board. The Past President shall not be entitled to vote.

SECTION 3. The Kitchen/Food Manager(s), the Facilities Manager, Ladies Auxiliary President, Dance Group President and Bowling League President and any President of other sub-groups affiliated with the Club and recognized by the Board of Directors may be appointed to the Board of Directors.

SECTION 4. The President of any sub-group must have been an active member of good standing of the Club for at least one year prior to election and remain a member of good standing during the Presidency of that sub-group.

SECTION 5. The affairs of the Club shall be managed by the Board of Directors, consisting of a minimum of 6 and a maximum of 15 Directors, each of whom shall have been an active member of the Club in good standing for a period of at least one year and throughout the term of office shall continue to be an active member of the Club. Until changed in accordance with the Act, the Board shall consist of 10 Directors. One half of the directors, or if the number of directors is not divisible by 2, as close to one-half as is possible, shall be elected each year, for a two-year term. Provided the number of Directors is changed, the Board may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, provided that the total number of appointed Directors may not exceed one-third of the number of Directors elected at the previous annual meeting. A majority of Directors present shall constitute a quorum for the transaction of business. The active members of the Club may, by resolution passed by a majority of the votes cast at a special general meeting of which notice, specifying the intentions to pass such resolution has been given, remove any Director before expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any qualifying person in their stead for the remainder of that position's term.

VACANCIES ON BOARD OF DIRECTORS

SECTION 6. Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office be filled by the Board of Directors at a regular meeting of the Board or at a special meeting called for that purpose from among the qualified members of the Club. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

PLACE AND TIME OF DIRECTORS' MEETINGS

SECTION 7. Except as otherwise required by law, the Board of Directors shall hold its meeting at the Head Office of the Club as called and no public notice of such meeting shall be required. Additional Directors' meetings may be called by the President or Vice-President upon giving notice delivered, telephoned or emailed to each Director not less than twenty-four hours before such meeting is to take place. The statement 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. A Directors' meeting may also be held, without notice, immediately following the annual general meeting of the members of the Club. The Directors may consider or transact any business either special or general at any meeting of the Board and may hold a meeting of the Board at any time or place without notice, provided that all Directors are present, or if those absent have signified in writing their consent to the meeting being held in their absence. A Director may, if all the Directors of the Association consent, participate in a meeting of the Directors or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.

VOTING OF DIRECTORS

SECTION 8. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote. All votes at any such meeting shall be taken by a show of hands and a declaration by the Chair that a resolution has been carried or carried by a particular majority and an entry to that effect in the Minutes shall be prima facie evidence of the fact without proof of the number of proportions of the votes recorded in favour of or against such resolution. A Director disagreeing with the majority at a meeting may have their dissent recorded with the reasons therefor.

CHAIR OF BOARD MEETINGS

SECTION 9. The President, or in absence of the President, a Vice-President, shall be Chair of all meetings of the Board of Directors.

CONFLICT OF INTEREST

SECTION 10. A Director who is in any way directly or indirectly interested in a contract or transaction with the corporation shall make the disclosure to the Board required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Board of Directors or vote on any resolution to approve any such contract or transaction.

ARTICLE VIII

ELECTIONS AND DUTIES OF DIRECTORS AND OFFICERS

SECTION 1. The Officers and Directors of the Club shall be elected at the annual general meeting of the members and the election shall be by secret ballot.

SECTION 2. An Election Committee, consisting of a Chair and two Directors, shall be chosen by the Directors at one of their meetings prior to the annual meeting. Two more committee members shall be chosen at the annual meeting from the attending members to assist in the voting. This Committee shall supervise and be responsible for the conduct of the election of officers and directors.

SECTION 3. The Election Committee will solicit the membership for candidates and present them at the annual meeting. Candidates may also be nominated at the annual meeting by an active member and all candidates must publicly declare that they will accept the office if elected.

SECTION 4. In the case of an equality of votes given to two or more candidates for the same office, another vote shall immediately be taken at the same meeting to decide the question.

SECTION 5. The Board of Directors shall appoint such other committees as may be required to assist in the administration of the affairs of the Club and shall set out the powers and duties of each such committee.

SECTION 6. Officers and Directors shall receive no remuneration for acting as such.

DUTIES OF PRESIDENT

SECTION 7. The President shall preside at all meetings of the members of the Club and at all meetings of the Board of Directors and shall also be charged with the general management and supervision of the affairs and operations of the Club. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and certificates. The Vice-President shall assist the President with duties of the office upon request, or further, in the absence or inability to discharge duties of the President, the Vice-President shall exercise the duties of the office of President.

DUTIES OF SECRETARY

SECTION 8. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members. The Secretary shall record or cause to be recorded all facts and minutes of all such meetings in books to be kept for that purpose and shall give notices required to be given to members and Directors. The Secretary shall be the custodian of all minutes, correspondence, newsletters and communication belonging to the Club. The Assistant-Secretary shall assist the Secretary in their duties and shall perform the same during the absence or inability of the Secretary.

DUTIES OF TREASURER

SECTION 9. The Treasurer shall receive all moneys and other valuable effect and deposit them in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall keep full and accurate records of receipts and deposits, maintain a reasonable petty cash fund and report the Club's cash position to the Board of Directors at the Board meetings. The Treasurer is charged with vetting all claims for payment and either paying approved ones out of petty cash or submitting them to the bookkeeper for payment. The Assistant-Treasurer shall assist the Treasurer with the duties of the office and shall perform the same during the absence or inability of the Treasurer. The Treasurer will work closely with the Secretary and will update the Secretary on the status of the membership dues.

DUTIES OF BOOKKEEPER

SECTION 10. The Bookkeeper shall keep full and accurate records of all receipts and disbursements of the Club and fulfill all regulatory reporting required of the Club. The Bookkeeper shall disburse the funds of the Club under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at all regular meetings thereof or whenever required by the Board, an account of all transactions as Bookkeeper. The Bookkeeper shall report the financial position of the Club quarterly by means of proper financial statements. The Bookkeeper shall be the custodian of all deeds, records, books, contracts, documents, receipts and other documents of the Club. The Bookkeeper shall have a secure and fire safe space in the Club facility for these papers and upon approval of a simple majority vote of the Board may keep these items at the Bookkeeper's residence as long as secure and fire safe storage is available there.

DUTIES OF CONTROLLER

Section 11. The Controller shall audit the financial books and records of the Club and present Controllers' reports concerning the same to the duly constituted meetings of the members of the Club and shall perform such other duties as may from time to time be determined by the Board of Directors. The Controller may select a member or past member of the Board of Directors to assist in the audit of the Club's records.

DUTIES OF OTHER OFFICERS

SECTION 12. The duties of all other officers of the Club shall be such as the terms of their engagement call for or the Board of Directors requires them.

SECTION 13. Notwithstanding the above described duties of the officers, the President may change or reassign the duties of officers or name new officers with the consent of the affected officers and the unanimous approval of the Board of Directors.

ARTICLE IX

CLUB OPERATIONS

SECTION 1. In order to support the cost of operating the Club's facility, the Club may:

- a) rent out all or part of the Club's facility to third parties for activities such as weddings, parties, gathering, meetings and events of all kinds at the discretion of the Club's General/Kitchen Managers
- b) run for profit events to which both Club members and the public are invited
- c) lease part of the Club's facility for longer terms for compatible uses with the approval of the Board of Directors
- d) enter into a shared ownership arrangement of the facility after ratification by the active membership.

SECTION 2. The third party renters may purchase their food from the Club or from caterers approved by the Club's Kitchen Manager, but the bar must be run by the Club.

FINANCIAL

SECTION 3. No capital expenditure in excess of an amount as determined by active members of the Club at an annual general meeting shall be made by the Board of Directors without the approval of the majority of the active members of the Club attending a general meeting or a meeting called for that purpose.

SECTION 4. Emergency repair expenditures to the Club facility do not require the approval of the active membership.

SECTION 5. The Board of Directors shall by resolution designate the bank in which money and investments are held for safekeeping and transactions.

EXECUTION OF DOCUMENTS

Section 6. Deeds, transfers, licenses, contracts and engagements on behalf of the Club shall be signed by such directors as are authorized to do so from time to time by the Board and in such manner as is approved by the Board from time to time, the Secretary shall affix the seal of the Club to such instruments as require the same.

BOOKS AND RECORDS

SECTION 7. The Bookkeeper shall see that all necessary books and records of the Club required by the by-laws of the Club or the Act, are regularly and properly kept. Those records not in possession of the Bookkeeper shall be secured at the Club facilities.

FINANCIAL YEAR

SECTION 8. Unless otherwise ordered by the Board of Directors, the fiscal year of the Club shall terminate on the 31st day of December in each year.

SUB-GROUPS

SECTION 9. Any and all assets of any sub-group of the Club, financial and or otherwise, shall become the property of the Club upon the demise, insolvency or termination by the Board of any sub-group.

ARTICLE X

CANCELLATION AND TERMINATION OF MEMBERSHIP

SECTION 1. In order to expel a member charged with conduct unbecoming a member of the Club, a petition signed by at least twenty active members shall be filed with the Secretary who shall immediately notify the Board of Directors of the same.

SECTION 2. The Board of Directors shall then investigate the charge and determine whether such member should be expelled from membership.

SECTION 3. If the Board of Directors determines that such member should be expelled from membership, such resolution shall become effective only when it is confirmed by a two-thirds majority of the active members present and voting at a meeting duly called for that purpose.

SECTION 4. The Board of Directors shall give such member fifteen days notice in writing of the charges made against such member and the time and place of the membership meeting called to consider the same and such member shall have the right to justify their conduct at such meeting before the vote for expulsion is taken.

SECTION 5. Any person whose membership in this Club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the Club and all his right and interest in the Club.

ARTICLE XI

CONTROLLERS

SECTION 1. If required by the Act, at each Annual General Meeting the membership shall appoint a controller to audit the accounts of the Association, or if the appointment of a controller is waived by extraordinary resolution in accordance with the Act, persons to review the accounts of the Club shall be appointed, to hold office until the following Annual General Meeting.

ARTICLE XII

GENERAL ADMINISTRATION

SECTION 1. Whenever under the provisions of the by-law of the Club notice is required to be given, such notice may be given either personally or emailed or mailed by post to the address as the same appears on the books of the Club. A notice or other document so sent by post shall be held to be delivered at the time when the same was mailed as aforesaid.

OMISSIONS AND ERRORS

SECTION 2. The accidental omission to give any notice to any member, Director, officer or controller, or the non-receipt of any notice by any member, Director, officer or controller, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

COMPUTATION OF TIME

SECTION 3. In computing the date when notice is to be given under any provision of the by-laws or the Act requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

WAIVER OF NOTICE

SECTION 4. Any member, director, officer or controller may waive any notice required to be given under any provision of the by-laws or of the Corporations Act and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

BANKING ARRANGEMENT

SECTION 5. The banking business of the Club, or any part thereof, shall be transacted with each bank, trust company or other firm or corporation carrying on a banking business 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 Club'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.

PROTECTION OF DIRECTORS AND OFFICERS

SECTION 6. No Director or officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Club through insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Club shall be deposited or for any loss occasioned by any error of judgment or oversight on the part of a Director or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of a Director's office or in relation thereto unless the same shall happen through their own dishonesty.

INDEMNITY OF DIRECTORS AND OFFICERS

SECTION 7. Subject to the Act, every Director or officer of the Club and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club, from and against:

- a) All costs, charges and expenses whatsoever which such director or other officer sustains or incurs 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.
- b) All other costs, charges and expenses which a Director or officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

SECTION 8. The Club shall purchase and maintain annually Errors & Omission insurance for its Directors and officers.

ARTICLE XIII

INTERPRETATION

SECTION 1. In this by-law and all other by-laws of The Alpine Club of Kitchener-Waterloo, Inc. words importing the singular number only shall include the plural and vice versa; words importing persons shall include companies, corporations, partnerships and any number aggregate or persons; "Board" shall mean the Board of Directors; "Act" shall mean the "Not-for-Profit Corporations Act, 2010", as amended from time to time, or any act that may hereafter be substituted therefore.

SECTION 2. This By-Law shall come into force when confirmed by the members in accordance with the Act and By-Law No. IV is repealed as of the coming into force of this By-Law; provided however that such repeal shall not affect the previous operation of such repealed By-Law or effect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such repealed By-Law; provided further that all officers and persons acting under such repealed By-Law shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the members or the Board of Directors or any committee of the Board of Directors with continuing effect passed under such repealed By-Law shall continue to be good and valid except to the extent inconsistent with this By-Law and until amended or repealed.