

**The Winnipeg Rowing Club Inc.  
(the "Club")**

**General By-law Number 1**

**Article I. General Provisions.**

Section 1.01 **Name.** The name of the Club is "The Winnipeg Rowing Club Inc." The Club may also be referred to informally as "Winnipeg Rowing Club", "WRC" or the "Club".

Section 1.02 **Continuation of Unincorporated Club.** The Club has been established to succeed and carry on the undertaking of the unincorporated association known as the Winnipeg Rowing Club (the "Unincorporated Club") which was founded in 1881. The Club will succeed and assume all of the assets, liabilities, obligations, rights and privileges of the Unincorporated Club and continue its operations and traditions. The Club may adopt the slogan of the Unincorporated Club: "Tradition since 1881".

Section 1.03 **Purpose.** The purposes of the Club are set out in its Articles of Incorporation as:

- (a) Promoting the sport of rowing by operating a rowing club located in or otherwise serving the City of Winnipeg and, primarily through those rowing club operations, providing facilities, equipment, administration, coaching, training and other support and assistance for persons participating in the sport of rowing;
- (b) Promoting health, fitness and social development; and
- (c) Carrying out such other activities that the board of Directors of the corporation determines will promote the sport of rowing or support or compliment the operation of the rowing club and the promotion of health, fitness and social development.

The Club will fulfill those purposes primarily by promoting the sport of rowing at the club, provincial, national and international levels. It will do so through recruiting individuals to membership who have the desire to participate effectively, by providing suitable resources for training on and off water, by providing competent instruction and coaching at a level appropriate to the

participants and by providing an opportunity for Club Members to respond collegially to the mental and physical challenges and social development which rowing entails.

Section 1.04 **Safety.** The safety of Club Members and others is paramount in the operation of the Club. All decisions made and actions taken by or on behalf of the Club must consider safety and may not expose Club Members or others to an unreasonable risk of death, illness or injury, or of loss of or damage to property.

Section 1.05 **Relationship with Other Organizations.** The Club will, as long as permitted, maintain memberships in the North West International Rowing Association, The Manitoba Rowing Association and Rowing Canada Aviron and such other organizations as the Board determines will advance the purposes of the Club. The Club will maintain a collaborative relationship with such other rowing and sport organizations so as to achieve the maximum benefit for the Club and Club Members, and to contribute to the success of those other organizations.

Section 1.06 **Club Colours.** The Club colours are red and blue on a white background. Competitive uniforms and blades will display the Club colours unless circumstances, or a decision of the Board of Directors of the Club (the Board"), requires otherwise.

Section 1.07 **Club Premises and Facilities.** The Club will assume the Unincorporated Club's interest in the lease of 20 Lyndale Drive, Winnipeg, Manitoba from the City of Winnipeg. Under that lease, the Unincorporated Club is a co-tenant with Manitoba Rowing Association and The Winnipeg Rowing Club Building Company Limited of the Land and premises from which the Club will operate. The Club will take over and maintain the facilities and equipment of the Unincorporated Club. The Club may acquire and use other premises, facilities and locations for its activities from time to time.

Section 1.08 **Club Crest.** The Crest of the Club is:



but it may be changed by the Club Members from time to time.

Section 1.09 **Year-end.** The fiscal year end of the Club is December 31 in each year. The Board may determine different year-ends and periods for memberships and for programs of the Club.

Section 1.10 **Communications.** Whenever possible, the Club may use e-mail, web-based and other electronic means of communications. No communication by the Club is invalid by reason of using generally-accepted methods of electronic or other communications.

## **Article II. Memberships and Programs.**

Section 2.01 **Club Offerings.** The Club will offer memberships and programs consistent with its purposes and resources. The Club will continue the tradition of the Unincorporated Club of promoting and maintaining excellence in competitive programs for all ages and levels of athletes. The Board may from time to time limit the number of Club Members and program participants consistent with the capacity of the Club's resources and its financial viability. The Club may limit access to and use of Club resources according to membership category and to non-membership programs and may set performance and other reasonable standards for admission to membership categories and non-membership programs. The Club may allow persons who are not Club Members or non-membership program participants access to or use of Club resources when the Board or a delegate determines it is in the best interests of the Club to do so.

Section 2.02 **Selection.** The Club may determine entries and crew selection of individuals entitled to compete or participate for the Club in any rowing or fitness event. The Board may appoint and delegate entry and crew selection responsibility to one or more coaches, to a Club Captain and/or to a Head Coach or Coaching Director, either generally, for a period of time, or for any one or more events. Any decision made under this section does not provide a right of review under the Club Dispute Resolution Policy or otherwise.

Section 2.03 **Conduct.** All Club Members and persons participating in non-membership programs or events or otherwise using Club facilities, must abide by these and all other By-laws of the Club and all Club Policies, Rules, Regulations, rulings and directions.

Section 2.04 **Dues, Fees and Assessments.** The Board will determine the membership dues, non-membership programs fees and other assessments and charges to be charged in each financial year of the Club and may modify any of them during the course of a year if required to maintain the financial stability of the Club. The Board may determine that any due, fee or other assessment or charge may be pro-rated for a partial year or according to season or may determine that the full fee, due or assessment or charge applies regardless of the timing of application or registration and may provide credits to non-membership program participants who obtain membership in a program year. The Board may establish payment terms and plans for dues, fees or other assessment or charges.

Section 2.05 **Compensation for Damages.** Club Members and non-membership program participants and others participating in Club events or using Club facilities are responsible for loss or damage to Club property that is caused or contributed to by them or by those for whom they are at law responsible, regardless of insurance the Club maintains on its equipment and facilities. The Board may require a Club Member, a non-membership program participant or any other person participating in Club events or using Club facilities to compensate the Club for, or to repair, any such damage.

Section 2.06 **Lien on Equipment.** The Club has a lien on the equipment and property of a Club Member or non-member program participant that are located on Club

premises for any and all amounts owing to the Club by that individual and the Club may seize and detain that equipment and property until all amounts owing to the Club by that individual are paid in full.

Section 2.07 **Membership.** Membership will be determined annually. Individuals may apply for membership in the Club, provided:

- (a) Membership normally entails a year-round involvement in rowing from and training at the Club and, when applicable, competing in any club-based competitive events as a member of the Club. Membership may be divided by the Board into different categories, such as competitive, recreational and independent and based on different age groups such as junior, senior and masters. Access to Club resources, such as equipment, support, coaching and other services may differ by membership category. Different dues, fees, assessments and other charges and expenses may be allocated by the Board to different membership categories and may, but need not, be based on costs of the facilities and services provided. The Board may restrict the size of a membership category.
- (b) Membership is not transferable and membership dues are not refundable unless the Board determines otherwise.
- (c) The Board may pro-rate membership fees during the year consistent with seasonal expenses.
- (d) Club Members who are away from Winnipeg for education, temporary employment or rowing training or competition (such as National and Development Team members and candidates), but who maintain affiliation with the Club, may retain membership. In those circumstances, the Board may waive or reduce dues, fees and assessments consistent with use of Club facilities or other factors.
- (e) Membership is subject to the timely payment of all applicable dues, fees and assessments. The Board may refuse, suspend, terminate or impose conditions or limitations on membership in case of default in any payment.

- (f) Membership is subject to the individual agreeing to abide by the By-laws, Policies, Rules, Regulations, rulings and directions of the Club and its delegates and, whenever requested, providing a written acknowledgment of that agreement. Membership is also subject to the individual providing, whenever requested, a waiver and indemnity in favour of the Club and of others determined by the Club, of claims by or through the individual arising from or in connection with membership and Club activities.
- (g) An individual under 18 years of age may, with his or her parent's or guardian's consent, become a Club Member. The Club may establish special rules and policies for minor Club Members.
- (h) The Club may provide financial assistance to Club Members whose ability to pay the costs of rowing is restricted by age, educational commitments, training schedules or other cause.
- (i) Directors of The Winnipeg Rowing Club Building Company Limited who are not otherwise members of the Club are entitled to Club membership, but not to the use of Club resources on that account.
- (j) The Club may use an automated or other membership registration system, but membership is limited to those persons who are accepted as Club Members by the Board. The Board may refuse membership despite the completion of the registration process and payment of membership dues by an individual, provided that all dues, fees and other assessments and charges that have not been earned by the Club through provision of goods or services are refunded.
- (k) The Board may refuse membership to any individual, terminate or suspend a membership or impose conditions on membership if it determines, on reasonable grounds, that the individual does not support the purposes of the Club, does not or is likely not to respect the By-laws, Rules and Regulations of the Club and the rulings and directions of its Board, officers, coaches, program directors and other delegates, acts in a manner unbecoming of a Club Member, is in default of obligations to the Club, is not capable of safely or effectively participating in the membership category, or would likely create

a safety or security risk to the Club, its facilities, membership, program participants or invitees, or otherwise if the Board determines, on reasonable grounds, that such action is in the best interests of the Club. Other than in the case of a suspension pending a review, any action taken by the Board in this section shall be subject to the Dispute Resolution Policy of the Club.

- (l) The Club may refuse to allow an individual to participate in a particular membership category if the size of that category is limited and the category is full, if the Board, on advice of the relevant coach(es), the Club Captain and/or the Head Coach or Coaching Director, determines that accepting other applicants for participation in that category is more likely to achieve better competitive results for or is otherwise in the best interests of the Club, or if the individual does not meet specific standards needed to participate in that membership category. The Board may delegate decisions on who may participate in a membership category to the relevant coach(es), the Club Captain and/or the Head Coach or Coaching Director. A decision of the Board or of the relevant coach(es), the Club Captain and/or the Head Coach or Coaching Director in this section is final and does not provide a right of review under the Club Dispute Resolution Policy or otherwise.
- (m) Each Club Member is entitled to receive notice of and attend meetings of the members of the Club and is entitled to exercise one vote on each matter put to a vote. The parent(s) or guardian(s) of a Club Member who is a minor may attend meetings of members of the Club, but are not entitled to vote. A Club Member who is not in good standing in payment of dues, fees or other assessments or charges or whose membership has been suspended is not entitled to exercise voting rights.
- (n) The Board may from time to time confer Honourary Club membership on deserving recipients, but that designation does not, without specific authorization of the Board, confer voting rights or the right to use Club resources, either generally or for a specific purpose. An Honourary Club membership may be for life or for a specific period of time.

Section 2.08 **Non-Membership Programs.** In addition to memberships, the Club may offer non-membership rowing and fitness programs and determine the scope of those programs in terms of size, content, eligibility, timing, allocation of and access to resources, fees and assessments, provided:

- (a) Non-membership program participation does not confer membership or membership rights, and specifically does not confer the right to vote at meetings of Club Members, unless the Board specifically determines that participation in a particular program shall also carry membership rights either generally or in any particular way.
- (b) The Club may refuse to accept admission to a non-membership program to any individual or suspend or terminate an individual's participation in a program for any reason and such refusal or termination does not provide a right of review under the Club Dispute Resolution Policy or otherwise.
- (c) Non-membership program participation is also subject to the individual providing, whenever requested, a waiver and indemnity in favour of the Club and of others determined by the Club, of claims by or through the individual arising from or in connection with program participation and Club activities.
- (d) Non-membership program participants must obtain membership in the Club in order to be eligible to compete as a member of the Club in a rowing or other athletic competition or otherwise to represent the Club, unless the Board determines otherwise. Non-membership programs may involve rowing or other athletic competitions, but at a program and not an inter-club level.

### **Article III. Governance**

#### **Section 3.01 The Board of Directors and Club Officers**

- (a) The assets and affairs of the Club shall be managed by the Board of Directors of the Club (the "Board"). The Club will have a minimum of three and a maximum of twenty Directors.
- (b) The individuals holding the following positions will be Directors of the Club:



- (i) The President;
  - (ii) Two Vice-presidents;
  - (iii) The Secretary; and
  - (iv) The Treasurer.
- (c) The President shall act as Chair of meetings of the Board and of meetings of the Members of the Club, except during those proceedings involving an election where the President is standing for office. Unless the Board appoints a specific person for any particular event or purpose, the President is authorized to represent the Club generally, and specifically at the Manitoba Rowing Association, the North-West International Rowing Association or Rowing Canada Aviron, and may appoint in writing a delegate to discharge the responsibilities of representing the Club.
- (d) In the absence of the President and if not delegated by the President or by the Board, a Vice President may exercise duties of the President.
- (e) The Secretary shall take minutes of the meetings of the Board and the Members of the Club, which shall be presented for approval at the next regular Meeting of such body. The Secretary shall also keep or arrange to be kept appropriate records of the membership, a record of action items and a record of all Policies, Rules and Regulations and agreements, records and documents of the Club.
- (f) The Treasurer shall ensure that proper books of account for the Club are maintained, and shall prepare an annual budget, financial reports on a periodic and annual basis for use by the Board, and for the Annual General Meeting of the Members of the Club. The Treasurer shall arrange for the payment of liabilities of the Club. The Club shall have a bank account for all monies of the Club, and the signing officers for the account shall be, for cheques, any two Officers, and for deposits or receipt of funds, any one officer of the Club or a person delegated by the Treasurer for that purpose.

- (g) The Officers of the Club will be the President, the Secretary and the Treasurer.
- (h) The Board may determine titles and specific areas of responsibility for administration of the Club, for example, House and Grounds, Boats and Equipment, Programs and Fundraising. The Board may appoint individuals to be responsible for specific areas of responsibility and may from time to time determine that the person holding that area of responsibility will be a Director of the Club.
- (i) The Board will determine if any one or more categories of membership will have a representative sit as a member of the Board, and the representatives of those categories ("Member Representatives") will be Directors of the Club. More than one category of membership may be represented by a single Member Representative.
- (j) While Member Representatives and other Directors may voice the views and concerns of their constituency and their personal views, they are expected to vote and act, as a Director, in the best interests of the Club.
- (k) If limited Club volunteer resources or other circumstances require, one individual may occupy more than one Office or Board position, but shall have only one vote as a Director in those circumstances.
- (l) Not less than 2/3 of the Board of Directors must be Club Members.
- (m) The Club Captain (if any) and the Head Coach or Coaching Director (if any) of the Club may be appointed to and removed from those positions by the Board from time to time. They will have such responsibilities as the Board determines.
- (n) No Director shall be entitled to remuneration for acting as such.
- (o) If a Director dies, resigns or is removed from office, the Board may leave the position vacant, may appoint another Director or a Club Member to fill his or her office or to perform his or her duties until the next Annual General Meeting, or may call a Special General Meeting of the Club Members or of

those Club Members of the category(ies) of membership represented by a Member Representative to elect a Club Member to fill the vacancy.

- (p) A Director may be removed by a vote of not less than 75% of the members of the Board if the Director has not attended at least one-half of the Board meetings in the immediately preceding 6 months without good excuse, or otherwise for cause as determined by the Board, but any such decision is subject to the Dispute Resolution Policy of the Club.
- (q) Each Director must disclose any personal interest or other conflict of interest in any matter being considered by the Board and may not participate in the Board's consideration of or vote on the matter, provided that a Director's membership in any particular membership category does not, by itself, constitute a personal interest or conflict of interest.
- (r) The Board may from time to time form and authorize task forces, committees and other forms of delegation to one or more persons with such powers and duties for the Club or for the Board as the Board determines, and the Board may terminate or amend any such delegation.

### **Section 3.02 Election and Removal of Officers and Other Directors**

- (a) The President, two Vice-presidents, Secretary and Treasurer of the Club will be elected at the Annual General Meetings of the Club Members and will hold office until resignation, removal or until a successor has been appointed or elected, whichever occurs first.
- (b) In order to promote continuity, the term of office for President, the two Vice-Presidents, Secretary and Treasurer shall normally be two years. The elections for President, one of the Vice-presidents and Secretary, and for Treasurer and the other Vice-president, shall be held in alternate years.
- (c) Nominations for the the President, Vice-presidents, Secretary or Treasurer of the Club to be elected at an Annual General Meeting of Club Members must be filed with the Secretary in writing not less than fourteen days prior to the date of that meeting. Nominations must be signed by not less than five Club Members, and include the consent of the person nominated. The

Board may appoint a nominating committee to propose a slate of those positions to be elected and the report of a nominating committee and proposed slate will be included in the notice of the Annual General Meeting provided to the Club Members.

- (d) Member Representatives, if any, will be chosen by the members of the membership category(ies) represented. The Board will provide notice to the Club Members in the categories of membership for which Member Representatives are to be chosen, and will appoint a Club Member from each of those categories to administer the process. If any member category has not chosen a representative within 4 weeks of the notice from the Board, or if there is a disagreement as to the choice of the Member Representative, then there will be an election of that Member Representative by the category(ies) of Club Members to be represented. The election will be administered by the Secretary of the Club following the process the Secretary determines.
- (e) No Director will sit for more than 6 consecutive years.

### Section 3.03 **Notices**

- (a) Notices and other communications may be given by posting on the bulletin board(s) at the Club boathouse, on the Club website, verbally in person or by telephone, by publication in a Club newsletter that is distributed to Club Members or by electronic means to the membership generally or to any one or more Club Members, and will be deemed to have been received at the time of posting, communication, publication, or electronic communication. A member may notify the Secretary in writing that he or she does not receive notices or other communications through any or all of the foregoing methods and provide an alternate means of notice and communications, provided that such alternate means is practical for the Club and the member pays the additional costs and expenses to the Club for using it.
- (b) No error or omission in giving notice or other communication will invalidate any meeting or any decision or other action taken with respect to that notice or communication. Any Director or Club Member may at any time waive

notice of any meeting or other communication and may ratify and approve any decision or other action taken with respect to any notice or communication.

#### Section 3.04 **Meetings**

- (a) Not less than 60% of the Directors of the Club shall form a quorum for the transaction of business at a Board meeting. Decisions of the Board shall be made by the majority of the Directors present at the meeting, or by a written resolution signed by all Directors. In case of a tie vote at a Board meeting, the chair of the meeting shall have a casting vote.
- (b) Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if the date, location and time was set at the previous meeting, if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. The Board may appoint a day or days in any month or months and time(s) and location(s) for regular Board meetings, in which case no specific notice of those meetings is needed. A Board meeting may also be held, without notice, immediately following the Annual General Meeting of the Club Members. The Directors may consider or transact any business at any meeting of the Board. Board meetings will be open to Club Members unless the Board determines that the nature of the matter being considered requires that it meet *in camera*, in which case the Board may require persons who are not Directors to leave the meeting.
- (c) Special Board Meetings may be called by the President or by the Secretary on direction in writing of two Directors or of ten Club Members. Notice of such meetings shall be given to each Director not less than five days before the meeting is to take place unless the matters to be considered require earlier consideration, in which case shorter notice may be given. Notice of a Special Board Meeting will include information on the matter(s) to be considered at the meeting and where possible, a copy of any submissions or materials to be considered.

- (d) A majority of the Club Members, or at least 30 Club Members present in person or represented by proxy, whichever number is less, shall form a quorum for the transaction of business at a meeting of Club Members. Decisions of the Club Members shall be made by a majority of the Club Members present at a meeting or represented by proxy, or by a written resolution signed by all Club Members. In case of a tie vote, the chair of a Club Members' meeting shall not have a casting vote. In the case of a tie vote, the matter in question is defeated. In the case of a tie in voting for an elected position, a re-vote shall be taken without adjournment. If there are more than two candidates, the candidate with the least number of votes will be eliminated, provided that if there are only two candidates and there are two consecutive tie votes, the meeting will be adjourned for not more than 6 weeks for the purpose of completing the election. The adjourned meeting will be open to all members of the Club whether or not they were in attendance or represented by proxy at the earlier meeting.
- (e) The Club will hold an Annual General Meeting of the members of the Club in Winnipeg each year, within 90 days of the year-end of the Club or as soon after that as is practical. Notice of the Annual General Meeting will be given at least four weeks prior to its date and will include a list of the Offices to be elected at the meeting and any report and slate recommended by a nominating Committee. In addition to any other business that may be transacted, any reports of the Board or of a Directors and the financial statements of the Club will be presented, Directors will be elected, an auditor will be appointed or a decision made not to appoint an auditor.
- (f) The Board, the President or a Vice-president or the Secretary may at any time and the Secretary on requisition by no fewer than ten Club Members in writing will call a Special General Meeting of the Club Members. Notice of the date, time and place of the meeting and the nature of the business intended to be transacted at it will be given to the Club Members at least ten days before the date of the meeting; provided that any meetings of Club Members may be held at any time and place without such notice if all the members of the club are present or represented by duly-appointed proxy.

- (g) Unless specific notice is required in a By-law or Policy of the Club, the Club Members may consider and transact any business without any notice thereof at any meeting of the Club Members, except to confirm, enact or amend any By-law of the club, in which case notice of the By-law or amendment, including a copy of it, of must be given not less than seven days before the meeting.
- (h) The chair of a meeting of the Board or of the Club Members may rule on procedural matters; in the absence of bad faith or inconsistency with an express Club Policy, Rule or Direction applicable to the circumstance, any such ruling is final and binding.
- (i) Directors and Club Members may participate in meetings by electronic means that permit the person to hear clearly what is said at the meeting and to speak to it. In case of a ballot, the Secretary of the meeting will confidentially record the vote of each person participating by electronic means.
- (j) All votes at a meeting of the Board or Club Members shall be taken by a show of hands, provided that for contested elections or if demanded by any person entitled to vote, will be by way of secret ballot.
- (k) Any meetings of the Board or Club Members may be adjourned to any time and from time to time and any business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjournment. An adjournment may be made notwithstanding that no quorum is present.
- (l) For the purposes of Part XXII of *The Corporations Act* (Manitoba), a resolution passed by the Board is deemed to be, and has the same force as, a by-law passed by the Board.

### Section 3.05 **Policies, Rules and Regulations.**

- (a) The Board will pass, and may from time to time amend, a Dispute Resolution Policy that respects the principles of natural justice and due process. That Dispute Resolution Policy will be used in all cases of a material dispute or

disagreement involving the Club and a member or between two or more members concerning membership or other Club matters. The Board will administer the Dispute Resolution Policy or may in any case delegate its administration to one or more qualified impartial individuals, or as provided in the Dispute Resolution Policy.

- (b) The Board may pass and may from time to time amend or repeal other Policies, Rules and Regulation of the Club.
- (c) The Board may, but is not required to seek member ratification of any Policy, Rule or Regulation, but it remains in force unless and until disapproved or amended by the membership.
- (d) The Board, Club Officers, the Club Captain (if any), the Head Coach or Coaching Director (if any) of the Club, a coach of the Club or any delegate of any of them, or any person acting on behalf of the Club and at its request may make rulings, decisions and directions consistent with the By-laws of the Club and its Policies, Rules and Directions and Club Members must abide by them, subject to the Dispute Resolution Policy of the Club.

#### Section 3.06 **Club Culture.**

- (a) The Club is a volunteer-run organization with limited resources. It is best-served by Club Member collegiality, co-operation, support and tolerance. Defects in form or other irregularities in procedure will not invalidate decisions made by the Board or any delegate in good faith and consistent with applicable Club Policies, Rules or Directions. Members should not be concerned with trivial matters or only personal interests, but with the best interests of the Club as-a-whole.
- (b) Except in the case of personal information and confidential commercial information and the ability of the Board to consider matters *in camera*, Club Members are entitled to reasonable access to Club records, books, documents, information and proceedings whenever required for productive purposes, provided that the Club Member requesting access will pay the



Club's reasonable cost of providing same when it involves an incremental cost to the Club.

#### Article IV. **Club Business**

##### Section 4.01 **Execution of Documents**

- (a) The Club need not have or use a Corporate Seal, but the Board may from time to time determine a form of seal for the Club and when and how it is to be used. However, the lack of a seal or of its use does not invalidate any document or action taken by the Club.
- (b) Documents to be executed by the Club may be signed by any two Officers or by one Officer and one other Director, or the Board may delegate to other individuals the execution of any particular or group or category of documents. A coach or other person performing services for or assisting the Club may sign documents on behalf of the Club in connection with the normal functions of the coaching or other services.

Section 4.02 **Assets, Banking and Borrowing.** The Club may buy, sell, lease, borrow, rent and otherwise acquire, use and dispose of property, real and personal, and investments in any form, as the Board determines is in the best interests of the Club, and may borrow funds and grant security on Club assets, present and after-acquired, for those purposes or for Club operations. The Club may operate one or more bank or investment accounts at such financial institutions as the Board determines and may determine the signing authorities for each account.

#### Article V. **Interpretation and Amendment**

Section 5.01 **Interpretation.** In these By-laws and in all other By-laws of the Club, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender or neuter, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Section 5.02 **Amendment.** This By-law may be amended at an Annual or Special General Meeting of the Club Members by a vote of two-thirds of the Club Members

present and voting, provided that notice of the amendments that are proposed shall have been given in the Notice calling the Meeting and that the proposed amendments are posted on the Notice Board of the Club and on its web site at least one week before the Meeting called to consider them. At the meeting, the proposed amendments may be further amended without notice, but this shall not authorize further amendments to parts of this By-law for which no notice of proposed amendment has been given, unless those further amendments are a necessary consequence of form or process needed to make the proposed amendment effective or sensible.

Article VI. **Transitional Provisions**

Section 6.01 **Adoption of Unincorporated Club Governance.** Unless inconsistent with these or any other By-laws passed by the Club, until replaced, amended or repealed by the Club, the Club assumes and adopts as its own the policies rules, regulations, practices and procedures of the Unincorporated Club. The Officers and Executive, coaches and volunteers of the Unincorporated Club will serve in comparable positions with the Club until their successors are elected or appointed.

Section 6.02 **Assumption of Unincorporated Club Assets and Obligations.** Upon transfer to the Club of the assets of the Unincorporated Club, the Club will assume, and duly perform and discharge all of the obligations and liabilities of the Unincorporated Club and will enjoy all of the assets, rights and privileges of the Unincorporated Club.

Section 6.03 **Assumption of Unincorporated Club Membership.** All members of the Unincorporated Club become Club Members upon transfer to the Club of the assets of the Unincorporated Club, in the same categories and on the same conditions and with the same responsibilities and obligations to the Club as was the case for the Unincorporated Club. The record of any past or present member of the Unincorporated Club with the Unincorporated Club shall be deemed to be the record of that individual as a Club Member.