

Suggested Changes/Queries re: Proposed ONCA-Compliant GCC By-Laws			
2024-04-18			
Proposed Article Suggested Change/Query/Comment	Proposed By	Comments	Committee Recommendation
<p>Article 2.3.1 : <i>Membership Dues and Duration: Year – Unless otherwise determined by the Board, the membership year of the Corporation will be November 1 to October 31.</i></p> <p>Membership Year should be Oct 1 - Sept 30</p>	John Gordon	Proposed is Nov 1 - Oct 31. When do most members sign up?	<p>Keep as is. Nov. 1 to Oct. 31 - to be in line with Article 3.1.</p> <p>a) The latest the AGM can be held is October 30th based on <i>Article 3.1 Annual Meeting will be held within 15 months of the last Annual Meeting and within 6 months of the Corporation's fiscal year end.</i></p> <p>If Membership Year ended Sept. 30th, and the AGM was held in October, we would not have any members from that fiscal year.</p> <p>b) The Board is authorized to change if required</p>
<p>Article 2.4:3 <i>Transfer, Suspension, and Termination of Membership. May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.</i></p> <p>May Not Resign. Is this enforceable?</p>	John Gordon	The Club would not accept their resignation, therefore, they are still a Member and subject to disciplinary action as directed by the Board.	Keep as is.
<p>Article 3.4 <i>Notice</i> <i>Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.</i></p> <p>Notice – Minimum notice of AGM of 10 days is too short; I suggest 21 days which is used elsewhere in the Bylaws.</p>	Ron Beath, Michael Wayling	ONCA/Proposed Article 3.4 reads min 10 days, no more than 50; MW agreed 10 days is too short	Change ten (10) days to twenty-one (21) days, By-Law-4 will be updated accordingly and republished before AGM.
<p>Article 3.8 <i>Quorum</i> <i>15% of Members present or by proxy will constitute a quorum. 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</i></p> <p>Quorum Is there danger in this? An item would be passed or defeated without a quorum being present. This does not seem like a good place to go in my opinion.</p>	John Gordon	ONCA reads: Opening quorum sufficient (2) 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, unless the by-laws provide otherwise. 2010, c. 15, s. 57 (2).	Keep as is. This is consistent with other Boards (as per G.Haugh and B.Hemphill) and compliant with ONCA

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<p>Article 4.3 Eligibility of Directors</p> <p>Another item should be added that an employee or a person receiving compensation from the club cannot be a Director.</p>	John Gordon	<p>ONCA allows for remuneration of directors, officers and employees of the corporation, and remuneration of a Director/Officer/Member for services performed in another capacity.</p> <p>GC Board of Director Meetings include Declaration of Conflict for Agenda Items</p> <p>Article 7.10 No Remuneration <i>All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.</i></p> <p>Article 7.11 Conflict of Interest <i>A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.</i></p>	Keep as is
<p>Article 4.7 Circulation of Nominations <i>Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.</i></p> <p>Circulation of Nominations Change “circulated” to “announced”</p>	Michael Wayling	One definition of circulated is "made known"	Keep as is
<p>Article 4.8 Election <i>8-12 Directors will be elected at each Annual Meeting as follows:</i> <i>a) Half the Directors will be elected at alternate Annual Meetings to those listed in sub-section b.</i> <i>b) Half the Directors will be elected at alternate Annual Meetings to those listed in sub-section a.</i></p> <p>How will this be managed ? Consider changing to: “8-12 Directors will be elected at each Annual Meeting.” and removing a) and b)</p>	Michael Wayling	This suggestion not consistent with a proposed 2-year term	Keep as is

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<p>Article 4.10 Terms: <i>Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. There will be a term limit of three (3) consecutive 2-year terms.</i></p> <p>A 2 year term with a 3-term consecutive limit is good: helps to attract new Board members and keeps Board fresh</p>	Ron Beath		Keep as is
<p>Article 4.13.11 : <i>Meetings will be open to Members of the Corporation. Members of the public will only be allowed by invitation of the Board.</i></p> <p>Agree with open Board meetings for Members to promote transparency</p>	Ron Beath	Need for closed portion of meeting when discussing specific individuals or legal matters?	Keep as is
<p>Article 5.9 : Other Officers <i>The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.</i></p> <p>no need to be able to appoint additional Officers; Officers should be Directors</p>	Ron Beath	We may want to have a General Manager as an Officer at some point? Should all Officers be Directors (rather than just additional Officers?)	Keep as is