

# PROPOSED CHANGES TO THE BY-LAWS – APRIL 26, 2019

## CHAPTER 2 • MEMBERSHIP AND GENERAL MEETING

### Expand definition of family membership

**Reason:** Family units can take many different forms and the club should welcome all. Also, the voting age should be updated to reflect the current legal voting age in Ontario.

#### CHANGE FROM:

Art.1 The membership shall consist of the applicants for the incorporation of the corporation and such other individuals, as are admitted to membership by the Board of Directors. Family membership shall consist of **husband and wife**, each having one vote, and their dependent children up to **21 years of age**, living in the same household. Such dependent children shall have no voting privileges.

#### TO:

Art.1 The membership shall consist of the applicants for the incorporation of the corporation and such other individuals, as are admitted to membership by the Board of Directors. Family membership shall consist of **two partners**, each having one vote, and their dependent children up to **18 years of age**, living in the same household. Such dependent children shall have no voting privileges.

### Change membership terms from calendar year to annual

**Reason:** Under the current model, membership is for a calendar year and renews in January. Members joining partway through the year pay a reduced membership fee. This is complex to manage and doesn't incentivize members who wish to join in the latter part of the year. Moving to an annual membership model, with renewal happening on the anniversary date of joining the club, is more flexible. The new membership management software also makes it easier to process renewals at any time of the year.

If this change is approved, the renewal date for all current members who do not have a recorded date of joining the club will remain on January 1<sup>st</sup>. For those members, membership dues for 2019 will exceptionally be collected up to June 1<sup>st</sup>, 2019.

#### CHANGE FROM:

Art. 6 Membership dues in effect shall be collected **for the calendar year. New members only joining the Club after August 1st of each year shall pay half the yearly dues for the remainder of the calendar year.** Any change in membership dues proposed by the Board of Directors shall be approved by a majority of members at the Annual General Meeting. Membership dues **for the current year not paid by June 30th** will result in cancellation of membership.

#### TO:

Art. 6 Membership dues in effect shall be collected **annually.** Any change in membership dues proposed by the Board of Directors shall be approved by a majority of members at the Annual General Meeting. Membership dues not paid **within 90 days of the renewal date** will result in cancellation of membership.

#### CHANGE FROM

Art. 7 Honorary, life-time and active members **of the immediately preceding calendar year** shall be eligible to vote at the Annual General Meeting. Honorary, life-time and active members **of the current year** shall be eligible to vote at special meetings of which notice has been mailed at least ten days prior to such meeting.

#### TO:

Art. 7 Honorary, life-time and active members **in good standing as of March 31<sup>st</sup>** shall be eligible to vote at the Annual General Meeting. Honorary, life-time and active members **in good standing as of the date of the meeting** shall be eligible to vote at special meetings of which notice has been mailed at least ten days prior to such meeting.

### Dissolution of the Finance Commission

**Reason:** The Finance Commission was created to oversee and actively develop investments for the explicit purpose of generating interest. As a non-profit organization, however, the Club is not allowed to hold investments for the purpose of generating interest revenue. For this reason, all Club investment funds have since been closed and transferred to a Guaranteed Interest Certificate (GIC) and Savings account. As a result, the Finance Commission has lost its purpose. At their meeting on March 8, 2018, the members of the Finance Commission unanimously decided to recommend dissolving the Commission and transferring responsibility on any re-investment of the Club's funds to the Board.

#### CHANGE FROM:

Art. 10 PROCEDURE OF ANNUAL GENERAL MEETINGS

- Reading of minutes of last General Meeting.
- President report
- Treasurer report of the preceding year and report of the Auditor to be submitted at the meeting and approved by the Membership.
- Finance commission report**
- Amendments to the by-laws. Notice of any amendment to the by-laws shall be given to the members in writing at least thirty days prior to the meeting. Amendments to the by-laws shall require a two-thirds majority by the members voting in person or by proxy as defined in Art. 8.
- Election of Directors, Officers **and Finance Commissioners** and appointment of the Auditor.
- Motions and general business. A simple majority of members voting in person or by proxy as defined in Art. 8, is required.

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Art. 10 PROCEDURE OF ANNUAL GENERAL MEETINGS

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- e) Election of Directors **and** Officers and appointment of the Auditor.
- f) Motions and general business. A simple majority of members voting in person or by proxy as defined in Art. 8, is required.

**CHANGE FROM:**

Art. 13 The members may by resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director, Officer **or Finance Commissioner** before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any member in his stead for the remainder of his/her term.

**TO:**

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**Allow use of email to communicate with members**

**Reason:** In addition to regular mail, the Board should also be able to communicate with members via email or any other mode of communication (when provided) to call a General Meeting.

**CHANGE FROM:**

Art. 11 The Board of Directors, or the President or Vice-President shall have the power to call a General Meeting of members on ten days notice sent **by prepaid mail** to last address recorded on the books of the Corporation.

**TO:**

Art. 11 The Board of Directors, or the President or Vice-President shall have the power to call a General Meeting of members on ten days notice sent to last address recorded on the books of the Corporation.

**CHAPTER 3 • BOARD OF DIRECTORS**

**Reduce the number of Directors**

**Reason:** The use of new membership management software makes it less onerous to manage the club's members and doesn't warrant a dedicated Board position anymore. Membership management duties can be combined with those of the Secretary.

Social events organized by the sections are now mostly open to all Club members, reducing the need for a Director of Entertainment. Having a smaller Board makes it also less challenging to fill in open positions.

**CHANGE FROM**

Art. 1 The Board of Directors shall consist of: President, Vice-President, Secretary, Treasurer, **Director of Entertainment**, Editor of newsletter, **Membership Chairperson** and such other officers as are created from time to time, and the Chairman of each section as elected by the members of such sections; **provided that the number of directors shall be a minimum of eleven and** each shall be a member of the corporation.

**TO:**

Art. 1 The Board of Directors shall consist of: President, Vice-President, Secretary, Treasurer, Editor of newsletter and such other officers as are created from time to time, and the Chairman of each section as elected by the members of such sections; and each shall be a member of the corporation.

**CHAPTER 5 • FINANCE COMMISSION**

**Dissolution of the Finance Commission**

**Reason:** See Chapter 2, Article 10 above

**CHANGE FROM**

Art. 1 Funds including interest thereon earmarked for the purpose of purchasing an interest in investments shall be entrusted to the Finance Commission.

Art. 2 The Finance Commission shall be composed of seven members. The President of the Club shall automatically become a member of the Commission. The remaining six members shall be elected by the Annual General Meeting for a three year term.

Art. 3 Candidates for the Finance Commission must have been members of the club for at least two full calendar years prior to their election.

Art. 4 No member of the Finance Commission shall gain any personal of financial advantage by virtue of his honorary office.

Art. 5 The commissioners shall elect a chairman among their members to hold office for one year. The President of the club can not be elected as chairman of the Commission.

Art. 6 Five members of the Commission shall constitute a quorum.

Art. 7 The commissioners shall actively seek and investigate investments suitable for the Club.

Art. 8 The Finance Commission is authorized to acquire investments on behalf of the Swiss Club, Toronto. The total price of such investments is not to exceed 75% of the Corporation's (Club's) tangible net worth — which shall be based on the latest published Balance Sheet. Such purchase must however be approved by five of the seven Finance Commissioners. All Commissioners must cast a vote "Yes" or "No". No Commissioner shall abstain from voting.

Art. 9 The approval of real estate investments must be obtained at such General Meeting by at least 75% of votes cast, including proxies as defined in CHAPTER 2, Art. 9.

Art. 10 Should a vacancy occur in the Finance commission during a regular term of office, the Board of Directors shall propose candidates. The first candidate to obtain a two-third majority of the remaining commissioners shall become a member of the Commission until the next following Annual General Meeting.

**TO:**

(abrogated)