

# Toronto Camera Club By-laws 2020

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### Notes:

The By-law Review Committee recommending the 2020 changes consisted of:  
Manu Malkani, Vice President  
Mike Fellhauer, Past President  
Victor Peters, Treasurer  
Bill Reith, Secretary

## **HISTORICAL NOTES**

In the year 1884, the Club came into existence as The Photographic Section of the Canadian Institute. On March 17<sup>th</sup>, 1888, it was formally organized at a meeting of Amateur Photographers held in the Gentlemen's Room at the Old Queen's Hotel. An extract of the Minutes of the Meeting reads:

"Moved by Mr. W.B. McMurrich, then mayor of Toronto, seconded by Mr. Hugh Neilson, that we agree to form an Amateur Photographic Association in the terms of the circular laid before the meeting, to be known as the Toronto Amateur Photographic Association, and that a committee of seven be appointed to draft rules, see as to location of rooms, ascertain the names of the Members who will join, and report fully at the next meeting."

Five years later on January 19<sup>th</sup>, 1893, The Association was incorporated under the Benevolent Societies Act as "The Toronto Camera Club".

The Club's first Salon was opened on May 18<sup>th</sup>, 1892 and according to a report in the Toronto Globe of that date "It was a brilliant success".

On November 15<sup>th</sup>, 1920, twenty-seven years after its Incorporation, the Club was re-incorporated under The Ontario Companies Act, as a Corporation without share capital.

In March 1954 the Club moved from its quarters at 2 Gould St., which it had occupied since 1902, to 130 Eglinton Avenue East. In 1965 the Club moved to its present location at 587 Mount Pleasant Road, after acquiring the building, and in 1978 extensively renovated it to suit its purposes.

In March 2013 the Club celebrated its 125<sup>th</sup> anniversary. 2015 marked the fiftieth anniversary of its move to 587 Mount Pleasant Road.

The Club is affiliated with the Canadian Association for Photographic Art (CAPA), International Federation of Photographic Art (FIAP), the Photographic Society of America (PSA), the International Association of Art Photographers (IAAP)? and the Ontario Council of Camera Clubs (OCCC).

## **THE TORONTO CAMERA CLUB BY-LAWS 2020**

Last approved at a General Meeting of the Members on September 21, 2020

WHEREAS it is deemed advisable and in the interests of The Toronto Camera Club to pass a new series of general By-laws regulating its affairs and to repeal all existing general By-laws and amendments thereto:

NOW THEREFORE IT IS ENACTED as follows:

### **PART 1**

#### **PURPOSES AND OBJECTS**

The purposes and objects of The Toronto Camera Club as set out in its Charter are:

“A” To study and promote the art of Photography and

“B” To use and apply Photography in all its branches as a means of Historical, Scientific and Survey Record and generally to practice and advance Photography in all its branches as a Science and Art.

### **PART 2**

#### **DEFINITIONS**

##### **2.1 Definitions:**

- The terms ‘ sent, mail, mailed or mailing’ shall be meant to include ‘faxed’ or ‘emailed’.
- The ‘Club Year’ shall be that period of time from the first of July in any calendar year to the thirtieth of June of the next calendar year.

### **PART 3**

#### **PARLIAMENTARY AUTHORITY**

3.1 The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall be used as a guide to govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Club may adopt.

## **PART 4**

### **MEMBERS**

The Members of the Club shall be Honorary Members, Active Members, Life Members and Student Members as hereinafter provided.

- 4.1 Honorary Members shall be entitled to all the privileges of the Club except as hereinafter mentioned, without payment of fees and shall so be elected, in recognition of meritorious service, at a general meeting of the Club by a two-thirds (2/3) vote of the Members. No one shall be so elected an Honorary Member unless his/her name has been previously submitted to the Board of Directors and their approval obtained. Those so elected shall continue to be Honorary Members for life, except as noted under para. 4.11.
- 4.2 Active Members are entitled to all the privileges of the Club and may take part in all its activities. Applications for membership shall be made ~~in writing~~ to the membership Chair, together with the appropriate fees.
- 4.3 Life Members of the Club shall be those who have maintained their membership for a continuous period of thirty (30) years. They shall be entitled to all the privileges of the Club but shall not be obliged to pay membership fees. In order to maintain status as a Life Member each such Member shall be required to confirm their membership annually, without any obligation to pay a membership fee. They shall also be subject to para. 4.11.
- 4.4 A Student Member is any full time accredited student, in full time attendance at an institute of learning, interested in the art and science of photography who, upon payment of the prescribed fee, shall have all the privileges of regular membership, including the right to hold office unless he/she is under eighteen (18) years of age.
- 4.5 All Members shall be subject at all times to such rules and regulations as may be enacted from time to time by the Board of Directors.
- 4.6 Membership fees and charges for events shall be determined by the Board of Directors.
- 4.7 Only Members in good standing shall be allowed to enter Club competitions or participate in Club activities. Non-Members are not entitled to use Club equipment or facilities except as authorized in advance by the Board of Directors.
- 4.8 Active and student members who have not renewed their membership by payment of the required fees before September 30 each year shall be removed from the membership roll.
- 4.9 A Member may obtain guest privileges by payment of a fee determined by the Board of Directors. This privilege will allow the Member to invite a guest to any Club meeting or activity for which a specific fee is not being charged. (Guest privileges do not include guest attendance at lecture series.) The Board of Directors may from time to time determine which activities are eligible for guest attendance and the frequency with which guests may attend meetings.

- 4.10 Any Member willfully infringing the By-laws, rules or regulations of the Club or being guilty of conduct in or out of the Club premises detrimental to the character or interests of the Club, may be suspended from the privileges of the Club by a two thirds (2/3) majority vote of the Board of Directors. Such suspended Member shall have the privilege of appearing before the Past Presidents' Council for the purpose of appealing that decision. (See para. 8.5).
- 4.11 The Club shall not be in any way responsible for any goods, chattels or property of any Member of the Club left at, brought into or upon the Club's premises. Such property, of Members who have resigned or who have been struck off the roll, may be sold by the Club if said property is uncalled for after one month's written notice to such former Member to remove same. The proceeds are to be devoted to the uses of the Club.
- 4.12 The Club premises shall not be used for commercial gain of any individual member except as authorized, in advance, by the Board of Directors.
- 4.13 The use of the Club facility, including all equipment, by the Members shall at all times be subject to rules and regulations which shall be determined by the Board of Directors. Each Member shall be responsible for loss or damage resulting from his/her wanton or negligent use of the Club premises or property and shall be liable to the Club for the amount of such loss or damage as ascertained and fixed by the Board of Directors.
- 4.14 Club equipment may only be removed from the Club premises with the prior approval of the Board of Directors and then only to be used for Club purposes.

## **PART 5**

### **MEETINGS OF MEMBERS**

- 5.1 The fiscal year-end of the Club shall be June 30.
- 5.2 The Annual General Meeting of the Members of the Club shall be held in April or May of each year at the Club premises, or at such other place as the Board of Directors may determine. The purposes of the meeting shall be to receive a stewardship report from the President on behalf of the Board of Directors, to elect Directors for the ensuing year and to transact all such other business as may properly come before the meeting.
- 5.3 The financial statements of the Club in respect of the fiscal year ended June 30 shall be presented to the Members by the Treasurer at a special meeting of the Club in September or October each year. Statements shall be available to each Member in advance of the meeting.
- 5.4 Special general meetings of the Members may be called at any time by the Board of Directors. The Board of Directors shall, upon the written request of the fewer of twenty-five (25) Members or ten percent (10%) of the current membership, call a special general meeting. The request of the Members shall state the explicit purpose of the proposed meeting.

- 5.5 The President of the Club shall preside as Chair at every general or special meeting of the Club, as called in para 5.4, or in his/her absence, one of the Vice-Presidents, and failing them, Members present shall choose another Director, and if no Director is present, or if all the Directors present decline to accept the Chair, then Members present shall choose one of their number to be Chair. In such a case, where a non-Director is the Chair, the business of the meeting shall be limited to the explicit purpose of the meeting.
- 5.6 Notice of the date, time and place of the holding of any annual general or special meetings of the Members of the Club shall be given at least ten days prior to such meeting, to each Member of the Club in good standing, and no other notice shall be necessary. Non-receipt of notice of any meeting shall not in itself invalidate the business of the meeting.
- 5.7 In the event of an equality of votes at any general or special meeting of the Members, the Chair shall have the deciding vote.
- 5.8 At any general or special meeting of the Club, unless a ballot is requested, a declaration by the Chair that a resolution has been carried, by a show of hands, shall make such resolution effective, and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact.
- 5.9 If a ballot is requested the same shall be taken in such manner as the Chair shall direct and the result of such ballot shall be deemed to be a resolution of the Club in general or special meeting.
- 5.10 A quorum of at least fifteen percent (15%) of the Members as of thirty (30) days before the meeting shall be necessary to constitute the annual or a special general meeting of the Club. No absent Member is entitled to be represented by proxy.

## **PART 6**

### **BOARD OF DIRECTORS**

- 6.1 The affairs of the Club shall be managed by a Board of twelve (12) Directors, all of whom shall be Members in good standing for at least two (2) full Club Years, The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or carried out by the Club except those activities prescribed by the By-laws to be carried out by others or any activities prohibited by statute. Directors must act in the best interest of the club, demonstrating loyalty, honesty and good faith.
- 6.2 The immediate Past President shall, if he/she is willing to serve, automatically become a Director for the year immediately following his/her term as President. In such case only eleven (11) Directors need be elected at the Annual General Meeting of the Club. Each year the President shall, by March 31, declare in writing to the Nominating Committee whether he/she is willing to become a Director for the following year.

- 6.3 Except as provided in para. 6.2, the Board of Directors shall be elected each year by the Members at an Annual General Meeting of the Club and shall hold office until their successors are elected or appointed. Election of the Board of Directors is to be by ballot, unless they are elected by acclamation. Members of the Board of Directors shall be eligible for re-election, if otherwise qualified, except as specified in para 6.4 below.
- 6.4 No Member shall be a Director for a period in excess of five (5) consecutive Club Years, except the immediate Past President may serve a sixth year in that capacity as a Director. However, any Director (including Officers) who no longer serves on the Board of Directors for any reason shall only be eligible for re-election as a Director of the Club after an absence from the Board of Directors of two (2) or more full Club Years, no matter how long a term he/she has served on the Board of Directors. No two (2) Members from the same household shall serve on the Board of Directors at the same time.
- 6.5 As long as a quorum of Directors remains in office, vacancies on the Board of Directors, however caused, except as noted in para. 6.11, may be filled by a majority vote of such Directors. A person appointed by such Directors to fill a vacancy on the Board of Directors shall hold office for the balance of the term of the vacating Director. If, at any time, a quorum of Directors no longer remains in office a special meeting of Members must be called to elect new Directors to fill the vacancies on the Board of Directors. Such meeting shall be called within thirty (30) days of the date on which a quorum of Directors no longer remains in office.
- 6.6 Seven Directors shall form a quorum for the transaction of business at any meeting of the Board of Directors.
- 6.7 The Directors shall meet on a monthly basis at the Club's premises at a time and date determined by the President. The Directors may meet at any time, if all the Directors are notified and if a quorum of the Board of Directors has signified their consent to attend such meeting. Meetings of the Board of Directors may also be held upon the call of the President or any two Directors at any time, if all Directors are notified at least five (5) business days before the meeting is to take place.
- 6.8 Members of the Club may attend meetings of the Board of Directors but are allowed to speak or participate only at the invitation of the Chair. Members may (at least seven (7) days prior to a meeting of the Board of Directors) request permission from the President to make a presentation to the Board of Directors.
- 6.9 Motions proposed and seconded at any meeting of the Board of Directors, shall be decided by a majority vote and, in the case of a tie, the Chair shall have the deciding vote. Any Director may request voting by ballot on any business requiring a vote at a meeting of the Board of Directors.
- 6.10 Any Director may at any time be removed from office by a resolution passed by at least a two-thirds (2/3) vote of the Members at a special meeting of the Club duly called for that purpose, and, by a majority of the votes cast at that meeting, another qualified person may be elected in his/her stead for the remainder of his/her term. In the event that no Director is elected to fill any vacancy created at such special meeting, the Board of Directors may fill any such vacancy in accordance with para. 6.5.

- 6.11 The Club hereby consents that each and every Director or Officer of the Club shall be deemed to have assumed office on the express understanding, agreement and condition, that every such Director or Officer, his/her heirs, executors and administrators of his/her estate 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 all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in and about any action, suit or proceedings which are brought, commenced or presented against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted to be done by him/her in or about the execution of the duties of his/her office and also from and against all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own willful neglect, default or criminal intent.
- 6.12 No Director or Officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act of conformity or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the order of the Board of Directors for or on behalf of the Club or for the insufficiency or deficiency of any Security in or upon which any of the moneys of or belonging to the Club shall be placed out or invested at arm's length 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 through the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful act or default.
- 6.13 In matters of urgency, the President or any Director may canvass the Board of Directors and may act on the decision of a majority of those contacted. In such instances, an attempt must be made to contact all Directors, and a quorum must be contacted. The decision so reached should be ratified by motion at the next Board Meeting. Authorization for expenditures in excess of one thousand dollars (\$1,000.00) may not be obtained by canvassing of the Board of Directors but requires approval in advance at a Board of Directors' Meeting. (\*This limit may be altered by approval of the Board of Directors at a regular meeting of the Board of Directors).
- 6.14 Where major changes of Club policy or expenditures or divestitures, which can be expected to cumulatively exceed fifteen thousand dollars (\$15,000) within one (1) Club Year for one item or a related group of items in the current year, are contemplated, the matter must be referred to the Members for resolution. (Formerly 8.5)
- 6.16 The Board of Directors shall:
- 6.16.1 Make rules and regulations governing the use of the Club's premises and property by the Members and define the benefits of membership.



- 6.16.2 Appoint from among the Members and Directors of the Club, committees to manage various aspects of the Club's activities and resolve matters in question concerning such activities. The Board of Directors is also to establish procedures to govern the activities of such committees. The Chairs of such committees shall report at least annually and more often if request by the Board of Directors concerning the activities of their committee and shall submit all questions of policy arising in the work of the committee for the consideration of the Board of Directors.
- 6.16.3 Annually appoint Directors or Members to a standing committee to be known as the Finance and Audit Committee. This committee shall consist of not fewer than three people, at least one of whom shall be a Director, and two (2) other Members in good standing, at least one of whom shall have been a Member for five (5) years. The committee shall be appointed not later than the June meeting of the Board. The committee shall oversee the finances of the Club and offer the Board of Directors such advice and information in all matters concerning the Club's finances, as the Board of Directors may require from time to time. The committee shall carry out its duties in accordance with para. 7.6
- 6.16.4 Annually appoint Directors or Members to a standing committee to be known as the "Competitions Committee". This committee shall review rules for Competitions among Club Members and determine the eligibility and suitability of judges for various competitions.
- 6.16.5 Subject to para. 6.1, maintain and "Executive Committee" consisting of the President, Vice-Presidents and two other Directors, to direct the Club's operations, if necessary, between meetings of the Board of Directors. The committee shall report fully on its activities to the Board of Directors.
- 6.16.6 Annually appoint a committee to be known as the "Nominating Committee" by the second Tuesday of January each year and advise the Members of the names of the Members serving on this committee. This committee shall consist of the President or Past President, another Director and another Member in good standing. One of the three must have been a Member for at least five (5) years. The committee will recommend Members for appointment as committee chairs for the upcoming year's activities and recommend and receive nominations for the upcoming election of the following year's Board of Directors. Other nominations for the positions of Director can be submitted to the "Nominating Committee" up until three (3) weeks before the Annual General Meeting by any two (2) Members in good standing, along with a written confirmation from the nominee that he/she is willing to serve. The "Nominating Committee" shall notify ineligible Nominees, in writing, before the list is published. The "Nominating Committee" shall publish the list of all eligible Nominees for the positions of Director at least ten (10) days before the election. At the Annual General Meeting, nominations for candidates for the Board of Directors will not be accepted from the floor.
- 6.16.7 Appoint a "By-law and Policy Review Committee" at least every five (5) years. This committee shall consist of a Director and two (2) other Members in good standing. One of the three (3) must have been a Member for at least ten (10) years.

6.16.8 When deemed appropriate, enter into affiliation or other relationships with other clubs, societies, or organizations having objectives similar to this Club provided that such affiliation or relationship does not amount to amalgamation, and further may appoint Members of the Club to represent the Club on all Boards, committees and bodies and corporations in which this Club is entitled to representation.

## **PART 7**

### **OFFICERS AND COMMITTEES**

- 7.1 The Officers of the Club shall be Past President, President, one or more Vice-Presidents, Secretary, Treasurer and such other Officers as the Board of Directors may from time to time determine. One person may hold more than one office. The President and Vice-President(s) shall be Directors of the Club and shall be elected to those offices by the Directors at their first meeting. The President or any Officer may be subsequently changed by a motion passed by a majority of Directors. The Director automatically appointed in para. 6.2 may, if eligible under para. 6.4, be elected to a second term as President, and if not so elected becomes Past President.
- 7.1.1 Other Officers appointed by the Board may, but need not be, Directors of the Club. Officers shall be elected or appointed annually and are eligible for re-appointment or re-election subject to para. 6.4.
- 7.1.2 No Director may serve as President for more than two (2) consecutive Club Years within his/her maximum term as a Director. After having left office no President may be re-elected to that position unless two (2) Club Years have passed since his/her last term as President expired. (See para. 6.4).
- 7.1.3 The Board of Directors shall have the power to prescribe from time to time the duties of the Officers of the Club. No Officer or Director shall be remunerated for his/her services to the Club in their capacity as a Director or Officer of the Club but may be reimbursed for any proper pre-approved expenditure incurred on the Club's behalf. Officers, who are not Directors, have no voting rights at the meetings of the Board of Directors.
- 7.2 The President shall be the Chief Executive Officer of the Club and shall generally supervise its activities. He/she shall preside at meetings of the Club and of the Board of Directors. In the absence of the President, the First or Second Vice-President shall perform his/her duties. If neither the President nor a Vice-President is available, the Board of Directors shall appoint a Director to perform the duties of the President until either the President or a Vice-President is available.
- 7.3 The Past President shall be the Member that has most recently served as President.
- 7.4 The Secretary shall:
- 7.4.1 keep all books and records which by law or by the Club's By-laws are required to be kept, except books of account.

- 7.4.2 maintain all necessary statements and reports relating thereto. These shall include a minute book containing a copy of the Letters Patent and any Supplementary Letters Patent issued to the Club and the contact addresses and phone numbers of the persons who are or have been Directors of the Club and the dates on which such persons became and ceased to become Directors, and minutes of meetings of the Directors.
  - 7.4.3 retain a record of Members of the Club, and such other records as may be prescribed by the Directors from time to time.
  - 7.4.4 issue notices and call meetings under the direction of the President or Board.
  - 7.4.5 attend all such meetings.
  - 7.4.6 keep minutes of all such meetings and Board meetings.
  - 7.4.7 in the absence of the Secretary, the President may appoint an Acting Secretary from among the Members of the Club.
  - 7.4.8 be responsible for the safe keeping of the Club's Corporate Seal.
- 7.5 The Treasurer shall:
- 7.5.1 keep full and accurate accounts of all financial transactions of the Club.
  - 7.5.2 deposit all moneys and securities of the Club in the name of the Club in such depositories as may be from time to time designated by By-laws or by the Board of Directors.
  - 7.5.3 prepare all necessary statements and reports relating to the financial transactions of the Club.
  - 7.5.4 pay all the bills for normal Club expenses. Obtain Board approval for payment of invoices for unusual items or expenditures in excess of one thousand dollars (\$1,000.00) \*. (\*This limit may be altered by approval of the Board of Directors.).
  - 7.5.5 make a report of the money standing to the credit of the Club at any time as so requested by the President, Board of Directors or Finance Committee.
  - 7.5.6 present and review the financial statements in respect of the year ended June 30, to the Members at a special meeting of the Club in September or October.
  - 7.5.7 notify the Board of any newly acquired funds or bequests before they are invested.
  - 7.5.8 perform such other duties as may be required of him/her by the Board of Directors but may delegate such duties with the approval of the Board.

- 7.5.9 invest funds in excess of the Club's day to day requirements in revenue producing instruments, always bearing in mind the conservative aspects of such investments which are necessary to protect the Club's assets from potential losses. Investments are therefore limited to those mainly consisting of interest bearing instruments with a sovereign guarantee of the issuer who must have a credit rating of single A or better, as assigned by one of the major credit rating agencies, unless otherwise specified by a specific gift to the Club.
  - 7.5.10 limit term deposits made at a Canadian Chartered Bank to the amount guaranteed by the Canadian Deposit Insurance Corporation.
  - 7.5.11 have a close liaison with the Board of Directors so they have an up to date knowledge of funds available for investment, and to ensure that adequate funds are always available to cover Club expenditures.
- 7.6 The Finance Committee shall:
- 7.6.1 receive and review the annual financial statements of the Club prepared by the Treasurer in advance of the submission of such statements to the Board of Directors and the special meeting of the membership held in September or October for that purpose.
  - 7.6.2 have the authority to compel the production of any document(s) from any member of the Club, past or present, related to the receipt, management or expenditure of Club moneys.
  - 7.6.3. receive any periodic or special reports related to the Club's finances made by the Treasurer to the Board of Directors.
  - 7.6.4 recommend and oversee any external audits or reviews of Club finances.
  - 7.6.5 carry out any other duties related to oversight of the Club's finances as may be directed by the Board of Directors from time to time.

## **PART 8**

### **PAST PRESIDENTS' COUNCIL (PPC)**

There shall be a body known as the Past Presidents' Council which shall consist of all Past Presidents of the Club in good standing who are Active Members of the Club. The most recent Past President shall act as Chair of the Council. If the most recent Past President is unable or unwilling to act, the other Past Presidents shall elect a Chair. In the event of an equality of votes at any meeting of the PPC, the Chair shall have the deciding vote.

- 8.1 The PPC shall be convened by the Council Chair at the request of the Board of Directors or upon written request of at least three (3) Past Presidents, in which they state their reasons for such a request.

- 8.2 The Council Chair shall call the Past Presidents' Council into session within thirty (30) days of receiving the request referred to in para. 8.1, by sending each Member of the Council a notice of meeting, accompanied by a synopsis of items being referred to it for consideration.
- 8.3 Each Member of the Council shall have the choice of attending the meeting in person, attending as part of a teleconference or expressing his or her opinion in a written communication to the Council. Each Member who attends in person or as part of a teleconference shall have the right to vote. A quorum shall consist of a total of five (5) Council Members attending the meeting.
- 8.4 The PPC shall act as an advisory body to the Board of Directors in all matters referred to it. If the PPC and the Board of Directors cannot agree the PPC shall have the right to put the issue to a vote at a special meeting of Members called for such purpose.
- 8.5 In reviewing the appeal of a suspended Member (para. 4.11) the PPC may confirm the decision of the Board of Directors or, if in disagreement, refer the matter to the Members for resolution at a special meeting of Members called for such purpose.

## **PART 9**

### **BANKING AND EXECUTION OF DOCUMENTS**

- 9.1 All cheques, bills, notes and acceptances shall be signed or endorsed in the name of the Club by the President, or a Vice-President, and one of the Treasurer, Secretary, or Assistant Treasurer.
- 9.2 All other instruments may be signed by the President or by such other Officers, Directors or persons, agents or attorney as the Board of Directors from time to time may appoint to perform such duties.
- 9.3 Any Member in possession of any of the Club's cash, cheques, or valuables of any kind is required to deliver such item without undue delay to the Club's Treasurer or Assistant Treasurer.

## **PART 10**

### **CLUB DISSOLUTION, WIND-UP OR AMALGAMATION**

- 10.1 Approval for any proposed dissolution or wind-up of the Club or proposed amalgamation with any other club or photographic organization must be by a majority of the Club Members in good standing at a special meeting called for this purpose, providing a quorum is present. Such meeting shall be called after the proposal has been approved by both the Board of Directors and the Past Presidents' Council.

- 10.2 Upon dissolution of the Club, any assets remaining after the payment and satisfaction of all debts and liabilities shall be distributed based on a proposal approved at the special meeting of the Club as outlined above. Such distribution shall be to the benefit of the amateur photographic community in the Southern Ontario area, unless otherwise specified by a specific gift to the club, and not for the personal benefit of any Club Member.

## **PART 11**

### **BY-LAW AMENDMENTS**

- 11.1 The By-law Review Committee shall receive from the Members, and recommend, any revisions deemed necessary. These recommendations shall be reviewed by the Board of Directors after which the proposed recommendations shall be put to the Members for discussion at a special or general meeting called for this purpose. Written notice of proposed revision(s) to the By-laws shall be available to the Members in advance of a meeting. Any amendment to the By-laws must be approved by a two-thirds (2/3) vote of the Members.
- 11.2 The most recent revisions to the By-laws were approved at a special meeting of Members on December 11, 2023.

21/09/20