

# **Constitution & By-Laws**

of the

**The Winnipeg Trap And Skeet Club Inc.**



**Updated January 28, 2018**

**Incorporates all approved amendments  
up to and including the 2017 AGM**

# THE WINNIPEG TRAP AND SKEET CLUB INC. CONSTITUTION AND BY-LAWS



## **ARTICLE I**

The Club, organized as an incorporated company in 1965 pursuant to the laws of the Province of Manitoba, is known as **The Winnipeg Trap and Skeet Club Inc.** and shall be hereinafter referred to as "The Club"

## **ARTICLE II**

The object of The Club shall be **to encourage trap and skeet shooting and all lawful sports pertaining to the shotgun** and to any and all acts or things incidental, necessary or convenient to the accomplishment of this object.

## **ARTICLE III**

Membership in The Club shall be divided into the following categories and are not transferable:

- (A) ANNUAL MEMBERS      All persons who, having been accepted as members and having paid an annual membership fee, the amount of which shall be set by the Directors annually for each fiscal year, shall be entitled to notice of meetings of the membership and to one vote of the membership at all duly called meetings thereof.
- (B) LIFE MEMBERS      All persons who, having been accepted as members and having paid the life membership fee, the amount of which shall be determined by the Directors from time to time, shall be entitled to notice of meetings of the membership and to one vote at all duly called meetings thereof but shall not pay any annual membership fees.
- (C) ASSOCIATE MEMBERS      Wives or minor (18 and under) children of annual or life members who shall pay such annual associate membership fees as the Directors, from time to time, may determine and said individuals are accorded no voting rights.
- (D) JUNIOR MEMBERS      Individuals under the age of eighteen years and not being children of annual members or life members who shall pay such junior membership fees as the Directors, from time to time, may determine and said individuals are accorded no voting rights.
- (E) HONORARY MEMBERS      Such individuals as may have been designated by the Directors, from time to time, in their discretion to be designated as honorary members and said honorary members pay no annual fees and have no voting rights.

# THE WINNIPEG TRAP AND SKEET CLUB INC. CONSTITUTION AND BY-LAWS



## **ARTICLE IV BOARD OF DIRECTORS**

The Board of Directors shall be a minimum of six (6) and maximum of ten (10) Directors who shall be elected for a two (2) year term, with the exception of the President, who shall be elected yearly and directly by the membership at the Annual General Meeting. If no such person is elected, the President shall be chosen by the Board of Directors in effect at that time. The duties and responsibilities of the Board of Directors shall be those as designated by the By-Laws of The Club.

## **ARTICLE V MEETINGS**

The Annual General Meeting of The Club shall be held at such date within six (6) months of the fiscal year end in such as the Directors may, from time to time, designate. Directors meetings should be held monthly at such places and times as the President of the Board of Directors may designate.

## **ARTICLE VI QUORUM**

At any general or special meeting of The Club, fifteen (15) members and six (6) Board members of the voting members shall constitute a quorum and a majority vote shall be necessary for the transmission of the business of The Club. Three week's notice in writing is required for a general or special meeting.

## **ARTICLE VII RULES AND REGULATIONS AS TO THE USE OF THE CLUB FACILITIES**

The clubhouse and grounds of The Club are for the exclusive use of the members.

The restriction on use shall not apply to those instances where The Club has issued a general invitation to the shooters and their families to attend a Club shoot or other Club activity, and to those instances where the Club facilities have been loaned to some other organization or individual.

The Club's facilities will be available, at member rates, to any member in good standing of any other incorporated trap or skeet club, who resides outside of the greater Winnipeg area.

A member introducing a guest to The Club, or any organization to whom The Club has been loaned, shall be responsible for any debt which such guest or organization may incur to The Club and for any damage done by such guests or organization, to The Club property or for which The Club may or could be liable.

The days and hours of shooting shall be set by the Directors and these shall be the only times during which shooting is permitted, except that a group of members may request use of the facilities which may be granted under the conditions set forth by the Board of Directors.

## **ARTICLE VIII CONSTITUTION OR BY-LAW AMENDMENT**

The Constitution or By-Laws may be amended by a vote of the Directors confirmed by a special or general meeting of The Club by a two thirds vote at a duly called and constituted meeting of the voting members or by a special or general meeting of The Club called and constituted for that purpose by the voting members pursuant to the requirements of the By-Laws as to Notice of Meetings in effect at that time.

# THE WINNIPEG TRAP AND SKEET CLUB INC. CONSTITUTION AND BY-LAWS



## **BY-LAW NO. 1991-1**

Repealing and replacing General By-Law No.1 enacted on the 2<sup>nd</sup> day of March, 1965

## **BY-LAWS**

### **SECTION A     **BOARD OF DIRECTORS****

I.       The Board of Directors shall consist of:

- (A) A maximum of ten (10) Directors elected by the annual and life members at the annual meeting of The Club as directed in the Constitution and receive fifty-one (51%) of the popular vote by voting members. Voting by proxy is not allowed.

The Board of Directors will select from the Directors so elected, the following Officers:

Vice-President	Treasurer
Secretary	Communications Director
Executive Director – Trap	Executive Director – Skeet

Said officers shall form the Executive Committee and The Directors shall hold meetings monthly at such times and places as the President may from time to time direct.

- (B) Vacancies on the Board of Directors howsoever caused may be filled by the Board of Directors from the voting members of The Club to act until the next Annual Meeting. Should such vacancies result in less the six (6) Directors remaining, the Board shall forthwith call a Special General Meeting of the members of The Club for the purpose of electing sufficient additional Directors to fill such vacancies.
- (C) The Board of Directors may, after investigation remove a Director from Executive or appointed position on the Board should it feel necessary to maintain the best interests of The Club.

### **SECTION B     **EXECUTIVE****

I.       The Executive of The Club shall consist of the Officers as enumerated in sub-paragraph I(A) preceding thereto and the duties of the Executive shall be as follows:

- (A) **President.** The President shall, when present, chair all meetings of the members of The Club and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of The Club and shall be ex officio member of all committees with the exception of the nominating committee. The President with the Secretary, or other Officers appointed by the Board of Directors for the purpose, shall sign all minutes and membership certificates. During the absence or inability of the President, his duties and powers shall be exercised by the Vice-President
- (B) **Vice-President.** The Vice-President shall assume the duties of the President in the absence of the latter.

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- (C) **Secretary.** The Secretary or designate shall be the clerk of the Board of Directors, shall attend all meetings of the Board of Directors, shall record all facts and minutes of all proceedings in the books kept for the purpose. The Secretary shall issue all notices of meetings, conduct and preserve all correspondence received and dispatched by The Club and make the same available for inspection by the membership at large and by the Board of Directors when required. The Secretary shall keep a full record of the names and address and categories of all members of The Club.
- (D) **Treasurer.** The Treasurer shall perform the usual duties of keeping and preserving full and accurate account of all receipts and disbursements of The Club and proper books of account. He shall collect all annual dues, assessments or other monies payable to The Club and shall deposit same in the Chartered Bank as selected by the Board of Directors. The Treasurer shall receive and verify the payments of all accounts payable by The Club for any purposes whatsoever and shall prepare the settlement cheques. The Treasurer shall prepare and supply to the Board of Directors interim financial statements as and when required showing the true state of The Club's financial position. The Treasurer shall submit all books of account, bank books, cheques, vouchers or other records to the auditor appointed by The Club for the purpose of preparation of the Year End Report and Financial Statement for the fiscal year.

### **SECTION C      RESPONSIBILITY OF THE BOARD OF DIRECTORS**

- I. The Board shall assume responsibility for the operation of The Club during their term of office and shall have the management and care of all the property of The Club and the maintenance and upgrading of same and may enter into contracts or legal proceedings on behalf of The Club in connection therewith.
- II. The Board shall set a limit on single expenditures to be undertaken by any member of the Board on behalf of The Club. Any proposed expenditures in excess of this limit must be approved by the Board prior to committing The Club to the expenditure. For expenditures of \$10,000 or more, with the exception of target purchases, there must be unanimous agreement by the Board of Directors.
- III. The Board shall enforce the Constitution and By-Laws of The Club.
- IV. The Board may take any action necessary to discipline any member who upon due investigation and hearing by the Board has been found, willfully acted to the detriment of The Club or who has acted in a disorderly or ungentlemanly manner or who has interfered with the lawful management of The Club.

# THE WINNIPEG TRAP AND SKEET CLUB INC.

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### **SECTION D INDEMNITY OF DIRECTORS**

- I. No Director or Officer of The Club shall be liable for the acts, neglects or defaults of any other Director or Officer, or for any loss or expense happening to The Club through 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 wrongful 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 judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation hereto unless the same shall happen through his own dishonesty or unlawful activity.
- II. Every member of the Board of Directors and his heirs, executors and administration shall from time to time and at all times be indemnified and saved harmless out of the fund of The Club from and against:
  - (A) All reasonable cost, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which was brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office.
  - (B) All other reasonable costs, charges and expenses which he sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default or unlawful activity.

### **SECTION E MEMBERSHIP**

- I. The Board of Directors shall prescribe the form and content of an application for membership of any class of membership for The Club which, when presented, shall be accompanied by payment in full of the proper fee payable and shall have the right to accept or reject any application therefore. The Secretary is to notify any applicant for membership as to the acceptance or rejection thereof and if accepted to provide the individual with a copy of the Constitution and By-Laws and a membership card of The Club.

### **SECTION F VOTING MEMBERS AT ANNUAL OR SPECIAL MEETINGS**

- I. Only annual members and life members in good standing shall be entitled to vote on matters raised at any annual or special meeting and no member can vote by proxy.
- II. The members of the Board of Directors are entitled to vote on matters raised at the Board of Directors meetings except for the Chairman of the meeting who shall only vote to break a tie.

### **SECTION G VOTING MEMBERS AT BOARD OF DIRECTORS MEETINGS**

- I. All members of the Board of Directors are entitled to vote on matters raised at Board of Directors meetings except for the Chairman of the meeting who shall only vote to break a tie. No voting by proxy shall be allowed.

# THE WINNIPEG TRAP AND SKEET CLUB INC. CONSTITUTION AND BY-LAWS



## **SECTION H FEES**

- I. The dues for members liable to pay dues shall be an amount to be determined from time to time by the Board of Directors.

## **SECTION I AUDIT**

- I. The books and records of The Club may be inspected by any member of The Club at the Annual Meeting or at any time, upon giving reasonable notice to the President and Treasurer.

## **SECTION J BORROWING POWERS**

- I. The Club may borrow, raise or secure the payment of money in any manner as it sees fit for the purpose of carrying out any of its responsible objectives.

## **SECTION K SEAL AND SIGNING OFFICERS**

- I. The seal of The Club shall be kept in the custody of the Secretary and those persons entitled to use the seal and execute documents on behalf of The Club will include any two (2) of the President, Vice-President, Secretary, and Treasurer.

## **SECTION L DISSOLUTION**

- I. It is specifically provided that in the event of dissolution or winding up of The Club, all its remaining assets after payment of its liabilities shall be distributed to one or more recognized organizations in Canada whose objects are identical or similar to The Club. The manner in which the remaining assets, if any, are to be distributed is to be decided by the Board of Directors subject to the provision of the Companies Act.

## **SECTION M FISCAL YEAR-END**

- I. The fiscal year-end for The Club will be October 31<sup>st</sup> of each year.

## **SECTION N GENERAL**

- I. The provisions of the Corporations Act, S.M. 1976, Cap.225, and amendments thereto shall apply to the affairs of The Club and if there by any inconsistency with respect to the provisions thereof for any matter referred to the Constitution or therewithin By-Laws, then the provisions of the Corporations Act shall prevail.
- II. By-Law No.1 enacted by the Directors and confirmed by the shareholders of The Club on the 2<sup>nd</sup> day of March, 1965 and the Constitution of The Club enacted on said date be and the same are hereby repealed in their entirety and the Constitution and By-Law enacted the 23<sup>rd</sup> day of May, 1991, shall be substituted in their entirety for same.