



CLUB BY-LAWS

1. **Effective Date:**

The effective date of these By-laws is April 15, 2013. These By-laws reflect an amendment made to Section 4.8 on May 27, 2013.

2. **Name:**

The name of the organization is "**Annex Chess Club**" (hereafter "the Club").

3. **Objectives:**

3.1 Non-profit

The Club is an unincorporated, non-profit organization.

3.2 Mission

The purpose of the Club is the social organization and operation of a chess club in downtown Toronto, and the teaching and promotion of chess through classes, lectures, tournaments and other chess-related events.

3.3 Official Motto

The Club's official motto is "**Chess for Everyone.**"

4. **Board of Directors:**

4.1 Responsibility

The Club shall be governed by its Board of Directors (hereafter the "Board"). The Board is charged with the responsibility to provide leadership and direction to the Club, and to govern the affairs of the Club on behalf of its members. The Board shall carry out its mandate within the confines of the law.

4.2 Composition

The Board shall be comprised of duly elected Directors, with a minimum of three (3) and a maximum of (7). Notwithstanding this requirement, all current elected members of the Club's Executive shall be deemed to be elected Directors at the time these By-laws come into effect.

4.3 Standard of Care

Every Director shall exercise the powers and discharge the duties of his/her office honestly and in good faith, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.4 Term of Office

All elected Directors shall hold office until the Club's next Annual General Meeting (hereafter "AGM") at which time they may stand for re-election. Should a Director leave the Board between elections, a replacement Director may be elected on an interim basis by a majority vote of the remaining Directors.



CLUB BY-LAWS (Continued)

4. Board of Directors (Continued):

4.5 Voting Member

A Director shall be a “voting member of the Club”, i.e., a member in good standing who is 18 years of age or older.

4.6 Compensation

Directors may not receive compensation from the Club for acting in this capacity.

Where a Director, who is also an Officer, receives compensation from the Club for performing specific duties relating to his/her office (see Section 5.6), such Director shall not vote, in Board meetings, on any matters pertaining to those duties or the related compensation.

4.7 Chair

The Board may, at its discretion, elect a Chair of the Board, who shall preside at Board meetings and shall exercise and perform such other powers and duties, as may be assigned from time to time by the Board.

4.8 Meetings

Meetings of the Board shall be held at such place and time and on such day as any two (2) Directors may determine. At these meetings, the Board shall review and discuss matters affecting the Club including the Club’s latest financial statements, and it shall also hold votes on motions put forth by the Directors themselves, as appropriate in the circumstances. When a vote is held, a simple majority of the Directors present is sufficient to pass the motion. The quorum for a Board meeting shall be a simple majority of the total number of elected Directors, but the quorum shall never be less than three (3) Directors.

An agenda shall be prepared by the President and distributed to each Director not less than forty-eight (48) hours in advance of each Board meeting, and the first two orders of business on the agenda shall be “1. Declaration of conflicts of interest re agenda items” followed by “2. Approval of the minutes from the previous meeting.” The last order of business on the agenda shall be “Other business.” At the start of each Board meeting, if a Chair of the Board has not been elected or is otherwise unavailable, the Board shall appoint a temporary Chair to oversee the meeting. Directors may attend Board meetings using suitable teleconferencing technology, including Skype, speakerphone, etc. All Board meetings shall be documented in the Club’s official minutes, which shall be made available to Club members upon request.

4.9 Removal of Director

A Director may be removed from the Board by a unanimous vote of the other Directors. Such vote shall only be held after proper due diligence by the Board itself and only after the Director to be removed has been advised in writing and allowed 30 days to object and present his/her counterarguments.

CLUB BY-LAWS (Continued)

5. Officers:

5.1 Appointment

The Board may elect or appoint the following Officers to carry out tasks for the day-to-day operation of the Club – President (elected by the Board, from amongst the Directors), Treasurer (appointed) and up to seven (7) Special Officers (appointed). The Treasurer and Other Officers may also be Directors.

5.2 Standard of Care

Every Officer shall exercise the powers and discharge the duties of his/her office honestly and in good faith, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.3 Term of Office

Officers shall hold office until the next AGM or until their successors are elected or appointed. The President may not hold the position for more than three (3) consecutive terms of office.

5.4 Voting Member

An Officer shall be a voting member of the Club

5.5 Temporary President

The Board shall appoint one of its other Directors to stand in as a temporary President in the event that the President is unavailable due to illness, holidays, jury duty or emergency.

5.6 Compensation

Officers may receive compensation for acting in this capacity. Such compensation shall be reasonable and shall be approved by the Board. An Officer shall be a voting member of the Club.

5.7 Decision-making

Officers may make decisions with regard to the daily operation of the Club, provided such decisions fall within their area of activity and are deemed to be routine and/or minor in scope. Significant decisions affecting the Club, e.g. policy-making, signing and renewal of contracts, hiring and firing of Officers, setting or changing membership fees or program rates, etc., require Board approval.

CLUB BY-LAWS (Continued)

5. Officers (Continued):

5.8 Attendance at Board Meetings

Officers who are not Directors may be invited to attend one or more Board meetings; however, they shall not exercise a vote. Such invited Officers may be asked to temporarily leave the meeting, in the event the Directors wish to hold a board-only session to discuss sensitive matters within the jurisdiction of the Board.

5.9 The Officers

The following paragraphs describe the Officers and their duties:

President:

The President is the official liaison between the Board and the Club's Officers. The President is responsible for coordinating and supporting the work of all Officers, and for the supervision of Club affairs not otherwise delegated. In matters where immediate decisions must be made, the President is empowered to exercise his/her discretion.

Treasurer:

The Treasurer maintains the member records and the financial records of the Club. The Treasurer also has custody of all books of account, including bank books, cancelled cheques, vouchers, statements, and other documents pertaining to the bank accounts of the Club. When requested by any Director, the Treasurer provides information about the financial affairs of the Club. At the Annual General Meeting, the Treasurer submits a financial report to the Club.

Special Officers:

Special Officers perform duties as delegated by the Board.

5.10 Teamwork and Accountability

Officers shall work together in a coordinated manner, i.e., as part of a team, and shall follow the mandate and instructions provided to them by the Board. All Officers are accountable to the Board for their actions.

5.11 Removal of Officer

Any Officer may be removed at any time, with or without cause, by an affirmative majority vote of the Board.

CLUB BY-LAWS (Continued)

6. Membership in the Club:

6.1 Membership Committee

All applications for new membership (or requests for renewal of membership) in the Club, regardless of whether an advance payment of dues has been received, shall be accepted subject to a review by the Club's Membership Committee.

The Club's Membership Committee shall be established by the Board and shall be comprised of two (2) or more Directors of the Club. The Membership Committee may approve new memberships or renewals of memberships; however, it may only recommend to the Board, as a whole, that a new membership or renewal not be accepted. Except as provided by law, the Board may decline to accept any proposed membership (or request for renewal of membership) that it deems to be detrimental to the best interests of the Club.

6.2 Club Members

Club members shall agree to accept and abide by the Club's By-laws and Tournament Rules, and to pay their current annual or other dues as directed. Members may have full, casual or junior memberships.

6.3 Revocation

If a Club member violates the objectives of the Club or fails to accept and abide by its By-laws and/or standards of behaviour, or if a Club Member's continued membership is deemed to be detrimental to the best interests of the Club, his/her membership may be revoked. Such an action can only be made by a simple majority vote of the Board. The nature and extent of such revocation, as well as conditions for reinstatement are to be determined on an individual case basis.

6.4 Sponsorship Fund and Sponsored Memberships

On the effective date of these By-laws, the Club shall establish a Sponsorship Fund (the "Fund"). The Fund shall provide financial support to underprivileged downtown Toronto youth in the form of: sponsored membership in the Club; sponsored enrolment in the Club's courses which are taught by titled or expert chess players; and, if appropriate, sponsored tournament participation.

The Club shall supplement its own contributions to the Fund with public or corporate donations that have been received and earmarked for this charitable purpose.

CLUB BY-LAWS (Continued)

6. Membership in the Club (Continued):

6.4 Sponsorship Fund and Sponsored Memberships (Continued)

The Board may also separately grant one or more sponsored annual memberships in the Club in recognition of: i) titled chess players who are willing to commit to tournament participation and/or lectures at the Club; and ii) other special situations, where such membership is deemed to be in the best interests of promoting the Club and/or the rewarding of individuals who have contributed to the success or benefit of the Club in a significant way.

For each active sponsored membership, whether funded by the Club's Sponsorship Fund or by the Club's general revenues, the Board shall review and, if appropriate, approve its renewal on a continued sponsored basis.

7. Annual General Meeting:

7.1 Timing

The Directors shall be elected at the Club's AGM, which shall take place within fifteen (15) months of the last such meeting.

7.2 Notice of AGM

The voting members of the Club shall be notified at least ten (10) days prior to the scheduled AGM date, such notice to be done on a best efforts basis by the Club's current Board, using a combination of *viva voce* (word of mouth), email, announcements at regular Club meetings and the Club's official website.

7.3 Quorum

At the AGM, a quorum shall be 20% of the total number of voting members of the Club (as defined in Section 4.5), who shall be present in person or by proxy. If a quorum is not present, the AGM shall be cancelled and rescheduled.

7.4 Election

An election shall be held at the AGM in accordance with sections 7.5 to 7.8 below.

7.5 Candidates

Candidates may stand for election right up until the commencement of voting. Each candidate shall be allowed to briefly identify him or herself and outline his or her reasons for standing for election. Each Candidate shall be a voting member of the Club at the time of the election, and may exercise his or her own right to vote at the AGM.

CLUB BY-LAWS (Continued)

7. Annual General Meeting (Continued):

7.6 Proxies

A Club member who is unable to attend the Club's AGM in person may appoint another Club member to act as his/her proxy. No person shall act as proxy for more than one member. Only signed submitted proxies shall be accepted.

7.7 Scrutineer

A Scrutineer shall be appointed at the start of the AGM, who shall be a voting member not standing for election. The Scrutineer shall determine and announce before the election: a) the overall minimum and maximum number of candidates to be elected; and b) the number of voting members present and intending to vote including the number represented by proxy.

7.8 Rules of Voting

The following rules of voting shall apply during the election:

7.8.1 Not More Candidates Running Than Positions Available

If the number of candidates running is less than or equal to the maximum number of candidates to be elected, all candidates running may be elected as a slate by a simple majority of hands raised by the voting members. For this purpose, a voting member also holding a proxy may raise two hands.

7.8.2 More Candidates Running Than Positions Available

If the number of candidates running is greater than the maximum number of candidates to be elected, a secret ballot shall be used to determine the elected candidates based on the highest number of votes received. Any ties for the last place position shall be resolved by one or more secret tiebreakers, as necessary.

For this purpose, a voting member of the club shall vote for as few or as many candidates as desired, however, voting for more candidates than the maximum number of candidates to be elected shall spoil the ballot form and the member's vote shall not count.

7.8.3 Results and Keeping of Minutes

The Scrutineer shall announce the voting results, which shall be logged for the Club's official AGM minutes.

7.9 Ratification of Amendments to the By-laws

All Board-approved, unratified amendments to the Club's bylaws (see Section 10.1) shall be ratified at the AGM by a simple majority of the voting members of the Club present and represented by proxy. For this purpose, a show of hands shall suffice. Amendments which are not so ratified shall be immediately cancelled.

CLUB BY-LAWS (Continued)

8. Special Club Meeting:

8.1 Purpose

The purpose of a Special Club Meeting is to review and discuss critical issues facing the Club.

8.2 Right to Call

A Special Club Meeting may be called if a petition, requesting such a meeting containing the signatures of at least one-third of the voting members of the Club, is presented to the Board.

8.3 Vote of Non-confidence

During a Special Club Meeting, an individual Director may be removed (or the current Board may be dissolved) by a vote of non-confidence. The basis of such a vote shall be that more than one-half of the voting members of the Club vote "No Confidence" in the specific Director (or in the current Board). The motion for non-confidence shall specify in what ways the Director (or the current Board) has failed in his/her (or its) respective duties.

9. Financial:

9.1 Year-end

The financial year-end of the Club shall be the 31st day of December.

9.2 Pricing Policy

The Club shall maintain an official written Pricing Policy for memberships and courses and attach it as an appendix to these By-laws. Such policy shall cover prices, prorations and discounts. In cases where the Pricing Policy is incomplete or unclear, the Board shall convene and make any necessary interpretation or decision.

9.3 Expenditures

An authorized Officer of the Club shall incur no individual expenditure in excess of the Club's approved expenditure limit without prior notice to and approval by the Board.

9.4 Signing Officers

Two authorized Officers of the Club shall sign all cheques issued by the Club and any contracts entered into by the Club. The Club shall have no more than four authorized Officers with signing privileges.

9.5 Contracts

All contracts exceeding the approved expenditure limit and/or having a term exceeding one year, shall require the pre-approval of the Board. Directors and Officers shall declare in advance, any personal financial interest they have, or may have, in contracts being considered for execution or renewal by the Club.

CLUB BY-LAWS (Continued)

10. The By-laws – Amendments and Invalidity:

10.1 Amendments

Amendments to the Club’s By-laws shall only be made by a two-thirds (2/3) majority vote of the Directors in attendance at a Board Meeting. Proposed amendments to the By-laws shall be circulated to all Directors at least fifteen (15) days prior to the Board meeting at which the changes are to be voted on. Changes to the By-laws shall be announced and explained to the Club members present at the next meeting of the Club.

See also Section 7.9 concerning the ratification of amendments to the By-laws at the AGM.

10.2 Invalidity

The invalidity of any part or parts of this By-law, including any appendices, shall not impair or affect, in any manner, the validity and enforceability of the balance thereof.

11. Affiliation and Laws/Rules of Chess:

The Club is affiliated with the Chess Federation of Canada (CFC). In rated tournament play, the Club abides by the World Chess Federation (FIDE) Laws of Chess. The Club also abides by CFC rules.

APPENDIX TO CLUB BY-LAWS: PRICING POLICY

Effective April 15, 2013, the Club's prices shall be, until further notice, as follows:

ANNUAL MEMBERSHIPS (before discounts)

- 1.1 **Full adult membership** \$190.00
Applies to a member who is 18 years of age or older (on the first day of a new or renewed membership) and who wishes to play rated ACC tournaments
- 1.2 **Full junior membership (ACC Main club)** \$130.00
Applies to a member who has not yet reached the age of 18 (on the first day of a new or renewed membership) and who wishes to play rated ACC tournaments
- 1.3 **Full junior membership (ACC Kids Club)** \$130.00
Applies to a member who has not yet reached the age of 18 (on the first day of a new or renewed membership) and who wishes to play rated ACC Kids tournaments
- 1.4 **Casual play membership** \$80.00
Applies to a member who wishes to play casual chess, regardless of age; he/she may also play one or more Club rated tournaments on a pay-as-you-go basis, provided he/she pays the appropriate CFC tournament rating fee(s)

DISCOUNTS (only one discount may apply per individual member)

- 2.1 **Student discount** 30%
Applies to a full adult membership, where the member is a full-time student at a post-secondary institution (on the first day of a new or renewed membership)
- 2.2 **Senior discount** 20%
Applies to a member who is 60 years of age or older (on the first day of a new or renewed membership)
- 2.3 **Family discount** 20%
Applies to any annual membership for additional family members after the first family member has joined the club (see Section 8.1)
- 2.4 **Corporate discount** 20%
Applies to any annual membership where (on the first day of that new or renewed membership) a member is an employee of a company (or group of companies) that has at least five (5) employees who are already members of the Club

PAY-AS-YOU-GO PLAY

- 3.1 Tournament fee (5 or 6 weeks) – Adult \$60.00
- 3.2 Tournament fee (5 or 6 weeks) – Junior \$40.00
- 3.3 One-night tournament fee – Adult \$15.00
- 3.4 One-night tournament fee – Junior \$10.00
- 3.5 One-night casual play \$5.00

APPENDIX TO CLUB BY-LAWS: PRICING POLICY (CONT'D.)

CHESS INSTRUCTION

- 4.1 **Adult Classes** (beginner, intermediate, advanced)
Course tuition varies depending on the timing and length of the specific course.
- 4.2 **Junior Classes** (beginner, intermediate, advanced)
Course tuition varies depending on the timing and length of the specific course.
- 4.3 **Some Classes to be Missed**
At the time of registration, if it is known that one or more classes have been (or will be) missed, the course fees for classes to be attended shall be determined at a rate of \$20/class (adults) or \$15/class (kids), not to exceed the normal full course cost. However, no refunds, credits or other adjustments shall be provided in respect of missed classes, once a student has registered.

SPECIAL MEMBERSHIP FEES

- 5.1 **Registration fee**..... \$25.00
For new members joining on or after April 1, 2013, a one-time registration fee shall apply.
- 5.2 **Reinstatement fee**..... \$25.00
For memberships expiring on or after April 1, 2013, should a member not pay his/her membership renewal fee within 30 days of expiry, his/her membership shall be deemed to be "Inactive", and the player shall immediately lose all Club rights and privileges. At any time thereafter, should the member wish to reactivate his/her membership, a reinstatement fee shall apply and a new membership record shall be created.

REFUND, EXTENSION & PRORATION

- 6.1 **Membership Refunds**
No refunds shall be given once a membership fee has been paid.
- 6.2 **Membership Extension**
In certain special situations where a member intends to leave the GTA for a period exceeding sixty (60) days, and will be unable to attend the Club's regular evenings, a membership may be extended by an equivalent period, provided the member notifies the Club in advance.
- 6.3 **Prorated Membership Adjustments**
Prorated membership adjustments shall be made when a casual member becomes a full member of the Club (or vice-versa). For other situations, the Club may, if appropriate, determine an appropriate prorated adjustment at the effective date of the change. This could result in either a cash adjustment payment to the Club or a membership reduction (or extension).



APPENDIX TO CLUB BY-LAWS: PRICING POLICY (CONT'D.)

PAYMENTS

7.1 Payment Methods

Payments may currently be made to the Club by cash, cheque or money order.

7.2 NSF Cheques

In the event that a member's cheque is returned NSF, the member shall reimburse the Club for any related bank charges and also pay to the Club a \$10 administration fee.

FAMILY DISCOUNT

- 8.1 *A 20% family discount shall be calculated each time an additional family member joins the Club. The discount shall be 20% of the excess of total family fees (before discounts) less a baseline deduction. The baseline deduction shall be equal to the highest single membership fee of the family before applying any discount.*

Where additional family members join the Club at a later date, the family membership discount shall be recalculated and a deduction shall be made for family discounts previously received in the current membership year.