

**THE CORPORATION OF THE
SOUTHWESTERN ONTARIO ASSOCIATION OF
RACING PIGEON CLUBS
BY-LAW NO 1-2002**

A Bylaw to execute and confirm the usage and compliance of
the Constitution and bylaws of the Corporation of the
Southwestern Ontario Association of Racing Pigeon Clubs.

WHEREAS it is deemed desirable and expedient that the Corporation of Southwestern Ontario Association of Racing Pigeon Clubs, directors and voting delegates confirms the usage of the attached and marked Schedule "A" documents as their operating Constitution and current bylaws.

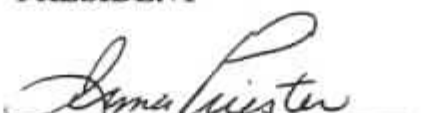
AND THEREFORE the Association's directors and voting delegates for the Corporation of Southwestern Ontario Association of Racing Pigeon Clubs confirms and enacts the following:

1. That any previously dated drafted and/or accepted constitution and bylaws, rules and regulations of the Corporation of the Southwestern Ontario Federation (Feb. 15/76) and the Corporation of the Southwestern Ontario Association of Racing Pigeon Clubs be hereby confirmed nil and void;
2. That the attached Schedule "A" hereto; is in fact the legal and binding document that the Corporation of the Southwestern Ontario Association of Racing Pigeon Clubs has been using to function under since February 3, 1986 and NOW SHALL be duly finalized for legal purposes since this document passed from the Open Annual Meeting held on December 9, 1985 to a directors meeting held on January 4, 1986 and to a delegates Meeting held on February 3, 1986 and was duly circulated to all Associate Clubs.
3. This document comes into effect on the Third Reading and sets the process, pattern and design for any future bylaws for the Corporation of the Southwestern Ontario Association of Racing Pigeon Clubs.

READ a First and Second time this 20th day of JANUARY, 2002.

READ a **THIRD** time and **FINALLY** passed, signed numbered Bylaw No. 1-2002 on this 20th day of JANUARY, 2002.


PRESIDENT


SECRETARY-TREASURER

SOUTHWESTERN ONTARIO ASSOCIATION
OF RACING PIGEON CLUBS

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for the
constitution
and
By-Laws

CONSTITUTION

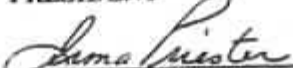
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SCHEDULE "A"

RYLAW NO 1-2002

PASSED ON THE 20th DAY OF JANUARY, 2002


PRESIDENT


SECRETARY-TREASURER

BY-LAWS
of the
SOUTHWESTERN ONTARIO ASSOCIATION OF RACING PIGEON CLUBS
,

Part 1 - Interpretation

1. (1) In these by-laws, unless the context otherwise requires,

- (1) "Association" means the Southwestern Ontario Association of Racing Pigeon Clubs.
- (2) "auditor" includes a partnership of auditors;
- (3) "by-laws" means the by-laws of an association;
- (4) "club" means any corporation or unincorporated association recognized by resolution of the board of directors as such.
- (5) "director" includes trustee, officer, member of an executive committee and a person occupying any such position by whatever name called for the time being;
- (6) "member" means
 - (a) an applicant for incorporation of a association who has not ceased to be a member; and
 - (b) every other person who becomes and remains a member in accordance with the by-laws;

A member of an association is not in his individual capacity, liable for a debt or liability of the association.

- (7) "member club" means every club which is recognized in accordance with this by-law.
- (8) "delegate" - each club may be represented by three delegated members at a delegate meeting and each member club is allowed only one vote;

(9) "delegate meeting" means a meeting at which representatives of each member club meet in accordance with the provisions of this by-law.

(10) "member meeting" means a meeting of the members called in accordance with this by-law.

(11) "ordinary resolution" means a resolution passed in a delegate meeting by the members of an association by a simple majority of the votes cast in person;

(12) "registered address" of a member means his address as recorded in the register of members;

(13) "special resolution" means

(a) a resolution passed in a members meeting by a majority of not less than 75% of the votes of those members, being entitled to do so, vote in person or by proxy;

(b) of which such notice as the by-laws provide and not being less than 14 days' notice specifying the intention to propose the resolution as a special resolution has been given.

(11) The definitions in the Corporations Act on the date these by-laws become effective apply to these by-laws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 - Membership

3. (i) The association shall keep a register of its members;
and

(ii) The association shall enter in the register the names of the applicants for incorporation and the name of every other person who is admitted as a member of the association, together with the following particulars of each:

(1) the full name and resident address;

(2) the date on which a club or person is admitted as a member;

ASSOCIATION ACT

* * *

CONSTITUTION

The name of the association is "SOUTHWESTERN ONTARIO ASSOCIATION OF RACING PIGEON CLUBS".

The objects of the association are:

- (i) to foster, promote and encourage the sport of racing pigeons.
- (ii) to encourage the development of a members individual skills, in the required care, breeding, training and racing of racing pigeons.
- (iii) to provide and maintain a meeting place where members can exchange friendship, ideas, experience, information and promote true sportsmanship above reproach.
- (iv) to provide a race schedule each year whereby members will have the opportunity to race their racing pigeons against other members of the association.
- (v) the race course to be in an easterly direction running close to Hwy 401.
- (vi) to provide and maintain a shipping facility, so members may race their pigeons as designated by the race schedule.
- (vii) to encourage and sponsor social activities by and amongst the members of the association.
- (viii) to encourage and sponsor Combine races between the various members affiliated with other clubs.

These provisions may be altered by a special resolution.

The operations of the association shall be chiefly carried on in the Province of Ontario.

(3) the date on which a person ceases to be a member;
and

(4) the class of membership.

4. The members of the association are applicants for incorporation of the association, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.

5. (i) Those people who are applying for membership or those who are already in membership with the Southwestern Ontario Association of Racing Pigeon Clubs may also be in membership with other affiliated racing pigeon clubs.

(ii) A club may apply to the directors for membership in the association. The directors will present the application at a delegate meeting for approval.

6. It is the responsibility of each member to do what is required of him in helping the directors and committees perform their functions for the association.

7. Initiation and membership dues must be submitted with the application for membership.

8. In order to remain in good standing, all members of the association must pay their membership dues no later than December 31 of each year. If an acting member has not paid his dues before that time he must re-apply for membership and pay his initiation dues.

9. Every member shall uphold the constitution and comply with these by-laws.

10. The amount of the first annual membership dues shall be determined by the directors and thereafter the annual membership dues shall be determined at the annual general meeting of the association.

11. A person or club shall cease to be a member of the association;

(i) by delivering his resignation in writing to the secretary of the association or by mailing or delivering it to the address of the association; or

(ii) on his death or in case of a corporation on dissolution; or

- (iii) on being expelled; or
 - (iv) on having been a member not in good standing for twelve consecutive months.
12. (1) A member may be expelled by special resolution of the members passed at a members meeting.
- (ii) A member club may be expelled by a resolution of the delegates passed at a delegate meeting. Such resolution must be passed by a majority of not less than 75% of the votes of those clubs who, being entitled to do so, vote.
 - (iii) The notice of resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (iv) The person or club who is the subject of the proposed expulsion shall be given an opportunity to be heard at the delegate meeting before the special resolution is put to a vote.
13. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the association and he is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

14. Delegate meetings of the association shall be held at such time and place, in accordance with the Associations Act, as the directors decide.
15. Every delegate meeting, other than an annual general meeting, is an extraordinary delegate meeting.
16. The directors may, whenever they think fit, convene an extraordinary delegate meeting.
17. (1) Notice of delegate meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business.
- (ii) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.

18. (i) An "annual meeting" of the members of the association shall be held at least once in every calender year no later than the 30th day of November.

(ii) The directors of the association shall place before each annual meeting of the association

- (1) the financial statement required by this section;
- (2) the report of the auditor, if any;
- (3) the report of the directors to the members; and
- (4) such further information respecting the association as the by-laws require or the regulations prescribe.

(iii) The financial statement shall be for the period commencing on the 1st day of December and ending on the 30th day of November.

(iv) The financial statement shall consist of

- (1) a statement of receipts and disbursements for the period; or
- (2) a statement of income and expenditure and a statement of surplus for the period, and a balance sheet as of the end of the period;

but it is not necessary that the statements be identified by those names.

Part 4 - Proceedings at Delegate Meetings

19. A delegate meeting shall be held within 60 days following an annual meeting.

20. Special business is

- (i) all business at an extraordinary delegate meeting except the adoption of rules of order; and
- (ii) all business that is transacted at an annual meeting, except,
 - (1) the adoption of rules of order;

- (2) the consideration of the financial statements;
- (3) the report of the directors;
- (4) the report of the auditor, if any,
- (5) the election of directors;
- (6) the appointment of the auditor, if required; and
- (7) such other business as, under these by-laws, ought to be transacted at the annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

21. (i) A quorum is 70% of member clubs at a delegate meeting present or such greater number as the members may determine at a delegate meeting for any members meeting 10% of members and 50% of clubs.

(ii) A quorum for a members meeting shall be 70% of member clubs.

(iii) A quorum for a delegate meeting shall be 50% of the members.

(iv) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a delegate meeting at a time when a quorum is not present.

(v) If at any time during a delegate meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

22. If within 30 minutes from the time appointed for a delegate meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

23. Subject to By-Law 24, the president of the association, the vice-president of the association, or in the absence of both, one of the other directors present shall preside as chairman of a delegate meeting.

24. If at a delegate meeting

(i) there is no president of the association, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting; or

(ii) the president and all other directors present are unwilling to act as a chairman;

the members present shall choose one of their number to be chairman.

25. (i) A delegate meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(ii) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(iii) Except as provided by this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned delegate meeting.

26. (i) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(ii) In case of an equality of votes the chairman shall not have a casting vote or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

27. (i) (1) A voting member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands, otherwise it shall be by ballot.

(3) A voting member in good standing may request that a vote be by ballot.

(4) Voting by proxy is not permitted.

(ii) Each member club is entitled to be represented by three delegates at any delegate meeting.

At any delegate meeting the following rules shall apply:

- (1) Each club shall have one vote which may not be split or divided amongst the delegates of that club.
- (2) Each director and officer of the Association shall have one vote.
- (3) The rules in section 27(i) shall apply with the necessary changes deemed made.

28. At any delegate meeting each member club is entitled to be represented by not more than three delegates and each member club shall have one vote. The delegates representing a member club may not split that club's vote.

Part 5 - Directors and Officers

29. (1) The members of the association may in accordance with the by-laws nominate, elect, or appoint directors.

(ii) Subject to the Associations Act and the constitution and by-laws of the association, the directors

(1) shall manage or supervise the management of the affairs of the association; and

(2) may exercise any and all the powers of the association.

(3) A director of the association shall

(a) act honestly and in good faith and in the best interests of the association; and

(b) exercise the care, diligence and skill of a reasonably prudent person;

in exercising his powers and performing his function as a director.

(iii) The directors may exercise all such powers and do all such acts and things as the association may exercise and do, and which are not be these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the association in delegate meeting, but subject, nevertheless, to the provisions of

- (1) all laws affecting the association;
- (2) these by-laws; and
- (3) rules, not being inconsistent with these by-laws, which are made from time to time by the association in delegate meeting.

(iv) No rule, made by the association in delegate meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

(v) Day to day business of the association shall be carried out by the directors, and the directors shall not be responsible for any decision made incorrectly in the day to day management of the association.

(vi) All disbursements are the sole authority of the directors.

30. The executive of the association shall consist of the following:

President
Vice-President
Secretary/Treasurer
Transportation Chairman
Race Secretary
Publicity Officer

31. (i) The president, vice-president, secretary/treasurer, race secretary, transportation chairman and four other persons shall be the directors of the association.

(ii) The number of directors shall be 9 or such greater number as may be determined from time to time at a delegate meeting.

32. (i) The directors shall retire from office at each annual general meeting when their successors shall be elected.

(ii) Nomination of directors for election will be made from the floor of the annual general meeting.

- (iii) Separate elections shall be held for each office to be filled.
 - (iv) An election may be by acclamation, otherwise it shall be by ballot.
 - (v) If no successor is elected the person previously elected or appointed continues to hold office.
33. (i) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (ii) A director so appointed holds office only until the conclusion of the next following annual general meeting of the association, but is eligible for re-election at the meeting.
 - (iii) The past President shall be an advisor for the present directors when called upon.
34. (i) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (ii) No act or proceeding of the directors is invalid only by the reason there being less than the prescribed number of directors in office.
35. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
36. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the association at the discretion of the directors.

Part 6 - Proceedings and Directors

37. (i) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (ii) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.

(iii) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at the meeting.

(iv) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

38. (i) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.

(ii) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

39. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meetings the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

40. The members of a committee may meet and adjourn as they think proper.

41. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other delegate meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

42. A director who may be absent temporarily from Ontario may send or deliver to the address of the association a waiver of notice, which may be by letter, telegram, telex, or cable of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

(i) no notice of meetings of directors shall be sent to that director; and

(ii) any and all meetings of the directors of the association, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

43. (i) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- (ii) In case of an equality of votes the chairman does not have a second or casting vote.
44. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
45. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

46. (i) The president shall preside at all meetings of the association and of the directors.
- (ii) The president is the chief executive officer of the association and shall supervise the other officers in execution of their duties.
47. The vice-president shall carry out the duties of the president during his absence.
48. The secretary/treasurer shall
- (i) conduct the correspondence of the association;
 - (ii) issue notices of meetings of the association and directors;
 - (iii) keep minutes of all meetings of the association and directors;
 - (iv) have custody of all records and documents of the association;
 - (v) have custody of the common seal of the Association;
 - (vi) maintain the register of members;
 - (vii) receive remuneration for services rendered. Such remuneration and amount to be reviewed at the annual general meeting following election of officers;

(viii) keep such financial records, including books of account, as are necessary to comply with the Associations Act;

(ix) maintain at least one account with a chartered bank, credit union, or trust company, for the deposit of funds;

(x) keep proper accounting records in respect of all financial and other transaction of the association, and without limiting the generality of the foregoing, shall keep records of

(1) all money received and disbursed by the association and the matter in respect of which the receipt and disbursement took place;

(2) every asset and liability of the association; and

(3) every other transaction affecting the financial position of the association;

(xi) render financial statements to the directors, members and others when required;

(xii) all disbursements of the funds of the association shall be by cheque or money order and must be signed by the Treasurer and President; and

(xiii) the Treasurer must obtain authorization for any disbursement exceeding \$100.

49. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

50. The Transportation Chairman shall

(i) look after all transporting of the members racing pigeons to the designated race points;

(ii) oversee the year round maintenance, upkeep, and care of the shipping facilities;

(iii) the shipping facilities shall include the truck, box, baskets and trailer;

(iv) maintain a log book to record mileage and expenses of the shipping facilities;

(v) make the decision of releasing the birds from the race point;

- (vi) use all weather information available to him; and
- (vii) not be responsible for any loss of a members birds.

51. The Race Secretary shall

- (i) use Mark Brown Surveys to calculate each members loft measurement;
- (ii) receive remuneration for services rendered. Such remuneration and amount to be reviewed at the annual general meeting following election of officers;
- (iii) conduct all race result correspondence of the association; and
- (iv) publicize the affairs of the association in co-ordination with the president, to develop a better awareness of the sport of racing pigeons and the association.

Part 8 - Seal

52. The directors may provide a common seal for the association and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

53. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary/treasurer.

Part 9 - Borrowing

54. In order to carry out the purposes of the association the directors may, on behalf of and in the name of the association, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

55. No debenture shall be issued without the sanction of a special resolution.

56. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

Part 10 - Auditor

57. At each annual meeting the association shall appoint an auditor to hold office until he is re-elected or his successor is elected at the annual general meeting.

58. An auditor may be removed by ordinary resolution.

59. An auditor shall be informed forthwith in writing of appointment or removal.

60. The auditor may attend delegate meetings.

Part 11 - Notice to Members

61. Notice may be given to each member of a member club by sending a notice to any member club to which the member belongs, in accordance with this section.

62. A notice may be given to a club, either personally or by mail to it at its registered address. Notification to the member club is deemed to be notification to each member of that club.

63. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

64. (i) Notice of a delegate meeting shall be given to every club shown on the register of member clubs on the day the notice is given. Notification to the club is deemed to be notification to its members.

(ii) No other person is entitled to receive a notice of delegate meeting.

(iii) The association shall give not less than 7 days' written notice of a delegate meeting of the association to its members entitled to receive notice of a delegate meeting, or in the case of a special resolution not less than 14 days' written notice of a delegate meeting of the association to its members entitled to receive notice of a delegate meeting.

65. (i) Notice of an annual general meeting shall be given to every club shown on the register of members on the day notice is given. Notification to the club is deemed to be notification to its members.

(ii) No other person is entitled to receive a notice for an annual general meeting.

(iii) The association shall give not less than 14 days' written notice for an annual general meeting of the association to its clubs entitled to receive notice of an annual general meeting.

Part 12 - By-laws

66. On being admitted to membership, each club is entitled to and, the association shall give without charge, a copy of the constitution and by-laws of the association. The members are deemed to have been given a copy of the constitution and by-laws of the association when their club has been given a copy.

67. These by-laws shall not be altered or added to except by special resolution.

Part 13 - Termination of Existence

68. Upon the winding-up and dissolution of the association, the transfer and delivery of the assets remaining, after all debts have been paid shall be split equally amongst the members in good standing.