

**NOTICE OF SPECIAL RESOLUTIONS TO BE CONSIDERED AT THE  
ANNUAL GENERAL MEETING  
OF  
LAKE WINDERMERE DISTRICT ROD AND GUN CLUB  
(the “Club”)**

**TO BE HELD ON January 16, 2025**

(the “2025 AGM”)

The following special resolutions to amend the Bylaws of the Club will be proposed for approval at the Annual General Meeting of the Club to be held on January 16, 2025.

*Note that while the special resolutions will be considered and may be approved by the members at the meeting, they will not come into effect until the Club files a Bylaw Alteration Application. Until such time, the current Bylaws will remain in effect.*

**Amendments to Bylaws**

- 1) Delete definition of Annual General Meeting in its entirety and substituting in its place the following:

“Annual General Meeting” shall mean a meeting open to all Members of the Club held on the third Thursday of January and commencing at 7:00 pm, or at such time and date as established by the Executive Committee for the purpose of considering business of an annual nature as more specifically defined elsewhere in the Bylaws or as established from year to year by the Executive Committee.

Rationale for Change Currently the bylaw specifies a 7:30pm start time and does not allow any latitude, other than extenuating circumstances (not defined) to allow for a change of time or date. Proposed amendment provides for a 7:00pm start time and allows the Executive Committee to change the date or time if necessary.

**MOTION:** BE IT RESOLVED BY SPECIAL RESOLUTION that the definition of Annual General Meeting in the Bylaws of the Lake Windermere District Rod and Gun Club is deleted in its entirety and is hereby replaced with the wording approved in the form presented to the members at the 2025 AGM.

- 2) Insert new definition as follows

“Electronic Means” shall mean any system or combination of systems, including but not limited to email, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (a) In relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

- (b) In relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.”

Rational for Change Currently there is no provision in the Bylaws for the Executive Committee to hold meetings other than in person or through telephone conference call. The proposed addition provides for the use of other methods such as meeting over the internet via Zoom.

**MOTION:** BE IT RESOLVED BY SPECIAL RESOLUTION that the definition of Electronic Means be added to the Bylaws of the Lake Windermere District Rod and Gun Club and is hereby approved in the form presented to the members at the 2025 AGM.

- 3) Delete definition of General Meeting in its entirety and substituting in its place the following:

“General Meeting” shall mean a meeting open to all Members of the Club and shall commence at 7:00 pm on the third Thursday of the Scheduled Months. Meetings may be conducted in months other than Scheduled Months and a meeting in any Scheduled Month may be cancelled by the Executive Committee. Notice of a meeting to be held other than in a Scheduled Month or cancellation of a meeting to be held in a Scheduled Month shall be posted not less than seven (7) days prior to the meeting date on the Club website and any forms of Social Media utilized by the Club at that time.

Rational for Change Currently the Bylaws call for meetings to be held in the months of February, March, April, May, June, October, November, December and, if warranted, in September commence at 7:30pm. Recently we have struggled with attendance levels at General Meetings, often not gathering sufficient members for a quorum. The proposed amendment continues to provide for meetings to be held and to start at 7:00pm, but does not require them to be held if not warranted due to attendance levels or lack of issues to discuss.

**MOTION:** BE IT RESOLVED BY SPECIAL RESOLUTION that the definition of General Meeting in the Bylaws of the Lake Windermere District Rod and Gun Club is deleted in its entirety and is hereby replaced with the wording approved in the form presented to the members at the 2025 AGM.

- 4) Insert new definition as follows:

“Scheduled Months” shall mean, collectively, the months of February, March, April, May, October, November and December and, individually, any one of them.

Rational for Change The change to the definition of General Meeting requires Scheduled Meetings to be a defined term and included in the Bylaws.

**MOTION:** BE IT RESOLVED BY SPECIAL RESOLUTION that the definition of Scheduled Months be added to the Bylaws of the Lake Windermere District Rod and Gun Club and is hereby approved in the form presented to the members at the 2025 AGM.

- 5) Insert new definition as follows:

“Social Media” shall mean any web-based communication tool that enables users to interact with each other by sharing and consuming information.

Rational for Change Certain proposed amendments and additions to the Bylaws incorporate the provision of notice via social media channels, necessitating a definition of Social Media in the Bylaws.

**MOTION:** BE IT RESOLVED BY SPECIAL RESOLUTION that the definition of Social Media be added to the Bylaws of the Lake Windermere District Rod and Gun Club and is hereby approved in the form presented to the members at the 2025 AGM.

- 6) Delete Section 2.01 Application and Ongoing Membership in its entirety and substituting in its place the following:

Any person may apply for membership in the Club, and upon payment of the Membership Application Fee and Annual Dues, become a Member. While membership in the Club is normally open to the public, any Member or prospective member who is deemed to have objectives or behavior inconsistent with the objective or interests of the Club or who is deemed as not meeting the Club’s Code of Ethics may be refused membership in the Club or, pursuant to Section 2.08, may have their membership revoked by the Executive Committee who shall provide notice of such a decision within 90 days of the application and any Membership Application Fee or Annual Dues which have been paid must be returned.

Rational for Change The Bylaws currently require all membership applications to be accepted by the Executive Committee at an Executive Meeting or by way of a Consent Resolution of the Directors. Such a requirement is time consuming and impractical. The proposed wording eliminates this requirement.

**MOTION:** BE IT RESOLVED BY SPECIAL RESOLUTION that Section 2.01 Application and Ongoing Membership in the Bylaws of the Lake Windermere District Rod and Gun Club is deleted in its entirety and is hereby replaced with the wording approved in the form presented to the members at the 2025 AGM.

- 7) Delete Section 2.06 Person Ceasing to be a Member in its entirety and substituting in its place the following:
- A person, including Officers and Directors, ceases to be a Member of the Club:
- (a) If they have not paid their Annual Dues by the date on which such payment must be made
  - (b) In the case of death
  - (c) On being expelled
  - (d) By written notice to the Club Secretary which shall become effective immediately upon receipt of such notice by the Club Secretary

Rational for Change The Bylaws currently state that a person who has paid their dues for the current year and relocates out of the local area will cease to be a member if they do not pay their Annual Dues by April 1<sup>st</sup> of the following year. The Club does not require members to be local and anyone who does not pay their dues when required will cease to be a member. The proposed wording eliminates the clause referring to local residency and makes clear that a person ceases to be a member if dues are not paid when required.

**MOTION:** BE IT RESOLVED BY SPECIAL RESOLUTION that Section 2.06 Person Ceasing to be a Member in the Bylaws of the Lake Windermere District Rod and Gun Club is deleted in its entirety and is hereby replaced with the wording approved in the form presented to the members at the 2025 AGM.

- 8) Delete Section 6.01 a) in its entirety and substituting in its place the following:
- The Executive Committee shall meet as they think fit, in person or by Electronic Means. The Executive Committee shall the conduct business of the Club, regulate their meetings and adjourn such meetings as they deem appropriate.

Rational for Change The Bylaws currently state that the Executive committee meets either in person or via telephone. With advances in technology meetings are held via other Electronic Means as per the proposed new definition in the Bylaws.

**MOTION:** BE IT RESOLVED BY SPECIAL RESOLUTION that Section 6.01 a) of the Bylaws of the Lake Windermere District Rod and Gun Club is deleted in its entirety and is hereby replaced with the wording approved in the form presented to the members at the 2025 AGM.

- 9) Delete Part 11 – Notice to Members (b) in its entirety and substituting in its place the following:
- Notice of Annual General Meetings is deemed to have been given through the establishment, in these Bylaws, of the definition of Annual General Meetings, and the Notice Provisions thereof. Notice of General Meetings is deemed to have been given through the establishment, in these Bylaws, of the definition of General Meetings and the provision for the dates thereof.

Rational for Change Clause (b) currently states that notice of General and Annual Meetings is deemed to have been given by virtue of the bylaws providing for fixed meeting dates. Given that the definitions of Annual and General Meetings have been changed to allow for such meetings to not have a fixed date, the Notice provision is amended to remove reference to fixed dates.

**MOTION:** BE IT RESOLVED BY SPECIAL RESOLUTION that Part 11 – Notice to Members (b) of the Bylaws of the Lake Windermere District Rod and Gun Club is deleted in its entirety and is hereby replaced with the wording approved in the form presented to the members at the 2025 AGM.