

QUEEN'S GRAD CLUB INCORPORATED

BY-LAWS

Last amended 25 March 2003

BY-LAW NUMBER 1: INTERPRETATION AND DEFINITION

- 1.1 In this By-law and all other By-laws of the corporation words importing the singular number shall include the plural and vice-versa; and words importing persons shall include companies, corporations, partnerships, governing bodies at the University, municipal, provincial or federal level, as well as any other aggregate of persons.
- 1.2 "Queen's Grad Club Inc." shall mean the Corporation with head office at 162 Barrie Street, Kingston, Ontario, formed for the Objects in By-law 2, as specified in letters patent, or supplementary letters patent.
- 1.3 The "Club", "Corporation", or "QGC Inc." shall mean "Queen's Grad Club Inc.".
- 1.4 "Grad House", or "the House" shall mean the buildings and property at 162 and 164 Barrie Street, Kingston, Frontenac Co., Ontario K7L 3K1.
- 1.5 "The University" shall mean Queen's University at Kingston.
- 1.6 "Graduate Student" or "Registered Graduate Student" shall mean any person registered in the School of Graduate Studies and Research on a graduate degree or diploma program. A "Medical Student" is anyone who is registered as an undergraduate medical student in the Faculty of Medicine at Queen's University. An "M.B.A. Student" is anyone who is registered in the M.B.A. program in the School of Business. A "Law Student" is anyone who is registered in the LLB program at Queen's University.
- 1.7 "Member" shall mean a member of the Club, as per By-law 3.
- 1.8 "Board" or "Directors" shall mean the Board of Directors of Queen's Grad Club Inc., or the members of such Board, respectively, who are in office as per By-law 4 or By-law 6.
- 1.9 Actions of the Board shall be construed to be those performed at a meeting duly called as per provisions of By-law 4, and at which quorum is present.
- 1.10 "By-law" shall mean a By-law of the Corporation, ratified by the Board and/or General Meeting.
- 1.11 "General Meeting" or "Annual General Meeting" shall mean a meeting of full members of the Corporation, and called and run according to the provisions of By-law 6.
- 1.12 These By-laws may be amended, or new By-laws enacted by the Board, and such changes shall take effect immediately, but to remain in force, must be ratified by a majority of the members casting votes at the next General Meeting. All proposed changes to the By-laws shall be posted in Grad House forthwith and prior to their date of implementation.
- 1.13 If any procedure may not be specified in the Corporation Act, or the By-laws, then *Robert's Rules of Order* shall be the authority.
- 1.14 The interpretation of By-laws, as well as the penning of any amendments or new By-laws shall be the responsibility of the Director of Legal Affairs.
- 1.15 No By-law shall be construed to supersede the Corporations Act of the Province of Ontario, or the Letters Patent of the Corporation, or the Supplementary Letters Patent of the Corporation.
- 1.16 "Law" shall be construed to mean any Act, Resolution, etc. passed by the Parliaments of Canada or Ontario, or by the Council of the City of Kingston.
- 1.17 "Legal age" shall be defined as in the Liquor Licence Act 1975, Chapter 42.
- 1.18 "House Rules" shall be those policies which the Board may from time to time adopt for the smooth operation of the House.

- 1.19 "Guest" shall mean any individual who is not a Member and who is invited by a Member, or by the Club, to enjoy the facilities of the House, and who agrees to abide by the House Rules.

BY-LAW NUMBER 2: OBJECTIVES

- 2.1 TO carry on the operations of the club for the promotion of mutual interests of its members;
- 2.2 TO own, operate and/or maintain a house for its members with all the usual accommodations and conveniences of a club and to provide suitable quarters and entertainment for its members and their guests;
- 2.3 TO provide opportunities for the exchange of ideas between members of all disciplines;
- 2.4 TO organize educational, social, cultural and athletic events for the benefit of its members;
- 2.5 TO contribute to the intellectual growth and cultural development of the university;
- 2.6 TO uphold and respect the academic freedom of the university;
- 2.7 TO enter into any arrangement with any authority, federal, provincial, municipal, local or otherwise, including agreements for affiliation or for federation with any school, college or university, that may seem conducive to the Corporation's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which the Corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 2.8 TO effect communication between the members and the governing bodies of the university on matters concerning the members;
- 2.9 TO cooperate with other organizations having objects wholly or in part the same as or similar to the objects of the Corporation;
- 2.10 TO collect donations, gifts, legacies and bequests for the use in promoting the objects and carrying on the work of the Corporation.

BY-LAW NUMBER 3: MEMBERSHIP

3.1 GENERAL

- 3.1.1 There shall be six classes of membership: Life, Honourary, Full, Spouse Equivalent, Social, and Non-Resident Social.
- 3.1.2 Members of all classes shall be required to be of legal age.

3.2 LIFE MEMBERSHIP

- 3.2.1 All Directors of the Club shall, upon completion of full term of office on the Board, become Life Members.
- 3.2.2 Life Members shall be entitled to attend Grad House, to sign in guests at Grad House, and to offer guidance to the Club for the duration of their lives.
- 3.2.3 The current spouse, or equivalent, of a Life Member shall be a Spouse Equivalent Member of the Club.

3.3 HONOURARY MEMBERSHIP

- 3.3.1 The Principal of the University, the Dean and Associate Deans of the School of Graduate Studies and Research, Faculty of Medicine, Faculty of Law and School of Business, and their spouses, shall be accorded Honourary Membership in the Club during their term of office.
- 3.3.2 Other Honourary Memberships may be granted by the Board to anyone in recognition of their office or their efforts and accomplishments in support of the Objects of the Club. These Honourary Memberships shall be granted for a specific term.
- 3.3.3 Honourary Members shall be issued identification cards by the Club.
- 3.3.4 Honourary Members shall be entitled to attend Grad House.
- 3.3.5 There shall be no fee levied for this class of Membership.

3.4 FULL MEMBERSHIP

- 3.4.1 A Full Member shall be anyone in the following constituencies:
- a) a Graduate Student, enrolled in the School of Graduate Studies and Research, who has paid the full Graduate Student levy.
 - b) a Medical Student who has paid the full Medical Student levy.
 - c) an M.B.A. Student who has paid the full M.B.A. Student levy.
 - d) a Law Student who has paid the full Law Student levy.
- 3.4.2 Full Membership shall be determined on the basis of lists prepared by the University and by membership cards as follows:
- a) Graduate students: a code 'SGS' on the University card and a validated 'full time status' sticker for the appropriate academic year that does not have the 'opted out' box crossed out.
 - b) Medical students: a code 'MED' on the University card and a validated 'full time status' sticker for the appropriate academic year that does not have the 'opted out' box crossed out.
 - c) M.B.A. students: a code '2 BUS' on the University card and a validated 'full time status' sticker for the appropriate academic year that does not have the 'opted out' box crossed out.
 - d) Law students: a code 'LAW' on the University card and a validated 'full time status' sticker for the appropriate academic year that does not have the 'opted out' box crossed out.
- 3.4.3 Full Members shall be entitled:
- a) to attend Grad House;
 - b) to speak at General Meetings, and to vote at General Meetings and in elections or referenda;
 - c) to stand for election as a Director of the Club, and otherwise participate in the operations of the Club;
 - d) to sign in guests as prescribed in the House Rules;
 - e) to request Spouse Equivalent Membership for their spouse or equivalent.

- 3.4.4 Full Members shall be levied a fee in September of each year, not less than \$19.00, this sum to be collected, on behalf of the Club, by the University as part of the student interest fee. (*amended 13/03/1996*)

3.5 SPOUSE EQUIVALENT MEMBERSHIP

- 3.5.1 The Board shall, at its discretion and upon request, grant Spouse Equivalent Membership to the spouse, or equivalent, of any Full Member. Only one such application shall be entertained from any member, but a request to transfer the Membership to a different individual may be made once per calendar year, upon cancellation of the original membership.
- 3.5.2 The Membership shall normally expire September 1 of every year, but may be revoked by the Board at any time.
- 3.5.3 Spouse Equivalent Members shall be entitled to attend Grad House.
- 3.5.4 A \$25 fee shall be levied on Social Members for each application to grant Spouse Equivalent Membership; no fee shall be levied to Full Members submitting an application.

3.6 SOCIAL MEMBER

- 3.6.1 A Social Member shall be anyone who has applied to the Board on the prescribed form, been sponsored by two Full Members, and paid the membership fee, and been accepted by the Board as a Social Member.
- 3.6.2 On application for Social Membership as prescribed in By-law 3.6.1, and accompanied by the appropriate fee, the Secretary shall forward upon receipt of such application, a certificate of membership.
- 3.6.3 The membership shall normally expire on September 1 of every year, and may be renewed; such renewal shall be as prescribed under 3.6.2.
- 3.6.4 Social Members shall enjoy all of the privileges accorded to Full Members in By-law 3.4.3 except for subsection (e).
- 3.6.5 The annual fee for social membership shall be \$25. Only half of the annual fee shall be levied on those joining after February 1 of the given year.

3.7 NON-RESIDENT SOCIAL MEMBERS

- 3.7.1 Non-Resident Social Members shall be those social members, whose normal place of residence is more than 30 miles from Kingston.
- 3.7.2 The fee shall be one-half that for a regular Social Membership.
- 3.7.3 Non-Resident Social Members shall enjoy all of the privileges accorded to Full Members in By-law 3.4.3, except for that of subsection (c) and (e).

3.8 RESPONSIBILITIES OF MEMBERS

- 3.8.1 All Members are required to comply with those regulations for the use of the House facilities which may from time to time be in effect as By-laws or House Rules, and are required to

cooperate fully with all employees of the Club engaged in their assigned duties.

- 3.8.2 All Members may be required to establish proof of membership, by producing an identification card issued by the University or the Club, when requested to do so by any officer or employee of the Club and attending any function organized by, or under the auspices of the Club.
- 3.8.3 The membership privileges of any individual contravening the By-laws of the Club, or the House Rules, may be suspended or revoked by the Board.

BY-LAW NUMBER 4: THE BOARD OF DIRECTORS

4.1 THE DIRECTORS

- 4.1.1 The Board shall consist of nine Directors, as elected at a General Meeting of the Club or otherwise appointed in accordance with these By-laws.
- 4.1.2 The President and the Secretary jointly, or their designates, shall be the signing officers for any contact or document requiring signatures from the Board, unless otherwise specified by By-law or by resolution of the Board.
- 4.1.3 The Director not holding an office of the Corporation shall be designated a Director-at-Large with responsibility for assisting the officers of the Corporation as necessary, and assisting in the coordination of those committees which the Board may from time to time establish.
- 4.1.4 No Director shall simultaneously be an employee of the Corporation.
- 4.1.5 Every Director who completes a full term of office on the Board shall be presented with an engraved Queen's pewter mug in recognition of their services to the Corporation.
- 4.1.6 The Club provides for additional non-voting members to the board; one to be a University representative, and one society appointed representative from each society possessing block membership.

4.2 MEETINGS OF THE BOARD

- 4.2.1 The Board shall meet as required to maintain a proper and efficient operation of the Club, but in any case shall meet at least once a month from September to May, and at least twice during the period of May to August. (*amended 25/03/2003*)
- 4.2.2 Notice of the meeting shall be given orally or in writing to each Director at least 24 hours prior to the meeting. The inability to notify all the Directors shall not necessarily prejudice the function of the Board.
- 4.2.3 Quorum shall be 5 members.
- 4.2.4 A majority of the Directors present shall decide any question.
- 4.2.5 The Board shall approve financial expenditures not arising out of the normal operations of the House, admit persons as Social members, decide Club policy, and engage in other activities as necessary.
- 4.2.6 Every Director who is in any way directly or indirectly interested in a proposed contract shall declare his interest at the meeting of the Board discussing the contract, and refrain from voting.

4.3 RESIGNATIONS AND VACANCIES

- 4.3.1 Any director who wishes to resign from the Board shall submit a letter of resignation to the Board; such resignation shall not be valid until accepted by a resolution of the Board. The Board shall not unduly refuse to accept such a resignation.
- 4.3.2 Any vacancies on the Board may be filled by the appointment of additional Directors at any Board meeting. Such appointed Directors shall serve until the election of a new Board at the next Annual General Meeting. Appointments should, where possible, represent the same membership for which the vacancy has occurred. A vacancy is defined as an absence from three or more Board meetings without valid reason for absence.
- 4.3.3 A member of the Board of Directors who has not attended three (3) consecutive meetings may, by resolution of the Board, be deemed to have resigned. (*added 27/03/1997*)

4.4 COMMITTEES OF THE CLUB

- 4.4.1 The Board may from time to time establish Committees of the Club, other than an executive committee of the Board, to assist it in planning of the Board or the Club. Examples of such committees are Long Range Planning, Entertainment, Nominations, House Operations, and Social Memberships.
- 4.4.2 The chair for any of these committees shall be a Director appointed by the Board, and membership and scope of such committees shall be determined by the Board at their creation.
- 4.4.3 Committees of the Club shall report to the Board.
- 4.4.4 A Financial committee shall be permanently established by the Board in its first official meeting after the Annual General Meeting. Permanent members of the Committee will be the Treasurer and the Club Manager. All other Board members are invited to join the Finance Committee. The scope of the committee will incorporate the role of Treasurer as specified in By-law 5.8. The committee will meet twice a month at the convenience of committee members and report through the Treasurer to the Executive Committee.
- 4.4.5 An Operations committee shall be permanently established by the Board in its first official meeting after the Annual General Meeting. Permanent members of the Committee will be the Director of Operations and the Club Manager. All other Board members are invited to join the Operations Committee. The scope of the committee will incorporate the role of Director of Operations as specified in By-law 5.5. The committee will meet twice a month at the convenience of committee members and report through the Director of Operations to the Executive Committee.
- 4.4.6 A Long Range Strategic committee shall be permanently established by the Board in its first official meeting after the Annual General Meeting. Permanent members of the Committee will be the President and the Club Manager. All other Board members are invited to join the Long Range Planning Committee. The scope of the committee will be the long range strategic planning for the Club. The committee will meet once a month at the convenience of committee members and report through the President to the Executive Committee.

4.5 FINANCES

- 4.5.1 The fiscal year of Corporation shall be from January 1 to December 31.
- 4.5.2 The Corporation shall maintain at least one bank account into which all moneys received shall be

deposited, and from which all expenditures exceeding \$100.00 shall be paid in the form of a cheque.

- 4.5.3 All cheques shall be signed by the House Manager and one other signing officer.
- 4.5.4 The signing officers shall be the Treasurer, the Director of Operations, and the House Manager.
- 4.5.5 The Corporation shall keep all books as required by the Corporation Act, which shall be open to inspection by the Members, as required by the Corporation Act.

BY-LAW NUMBER 5: THE OFFICERS OF THE CLUB

- 5.1 There shall be six officers of the Club: President, Secretary, Treasurer, Vice-President, Director of Operations, Director of Legal Affairs.

5.2 POSITION HOLDERS

- 5.2.1 The Board shall elect the President of the Club, and appoint the other Officers of the Club, from among themselves, provided that at no time shall a Director hold two or more offices concurrently.
- 5.2.2 In an agreement with the University, no Social Member shall be eligible to hold the office of President.

5.3 PRESIDENT

- 5.3.1 The President shall be the official representative of the Corporation.
- 5.3.2 The President shall chair all meetings of the Board, and ensure that order be kept at said meetings.
- 5.3.3 The President shall ensure that:
 - a) the Board meets regularly, and all items of concern to the Corporation are discussed by the Board;
 - b) Directors and Members are kept informed of the current concerns of the Corporation;
 - c) communication with organizations sharing the Corporation's objectives is maintained.

5.4 VICE-PRESIDENT

- 5.4.1 The Vice-President shall assist the President in fulfilling that officer's duties and shall, in the absence of the President, assume all the duties of the President.
- 5.4.2 The Vice-President shall coordinate the long-term planning of the Corporation.

5.5 DIRECTOR OF OPERATIONS

- 5.5.1 The Director of Operations shall supervise the House Manager and oversee the day-to-day operations of the House.
- 5.5.2 The Director of Operations shall liaise with the Board, the Members and the Staff.
- 5.5.1 The Director of Operations shall be a signing officer of the bank accounts of the Corporation.
- 5.5.2 The Director of Operations shall act as General Manager of the Corporation when required.

5.6 DIRECTOR OF LEGAL AFFAIRS

- 5.6.1 The Director of Legal Affairs shall be familiar with the letters patent and By-laws of the Corporation, the decisions of the Board, and with standard procedure and the Acts associated with the operations of the Corporation.
- 5.6.2 The Director of Legal Affairs shall ensure that all actions, decisions and policies of the Corporation and its officers are in accord with the By-laws, and letters patent of the Corporation, and with the Laws of the Land, and shall report any infractions to the Board and, failing any corrective measures, to the Members.
- 5.6.3 The Director of Legal Affairs shall be responsible for the interpretation of the By-laws, should it be required, and shall arbitrate in any dispute between Officers of the Corporation in regard to the terms of their offices, and shall, if disinterested, be the returning officer of any elections, referenda, and plebiscites.

5.7 SECRETARY

- 5.7.1 The Secretary shall engage in official correspondence of the Corporation as required.
- 5.7.2 The Secretary shall ensure that:
- a) accurate minutes of all meetings are recorded;
 - b) all notices of meetings, agendas of meetings, and minutes of previous meetings are properly prepared, duplicated and distributed to interested individuals;
 - c) copies of all minutes, and other books, records or documents as required by the Corporations Act, are properly maintained;
 - d) current lists of the names and addresses of all members are maintained.

5.8 TREASURER

- 5.8.1 The Treasurer shall prepare an annual budget, for approval by the Board, consistent with non-profit operation of the Corporation.
- 5.8.2 The Treasurer shall ensure that all financial obligations arising out of normal operation of the Corporation are satisfactorily discharged, and that all other financial arrangements are approved by the Board.
- 5.8.3 The Treasurer shall ensure that the ledgers, receipts, deposit books and other financial records of the Corporation are properly maintained and conform to what is generally acceptable, and that the finances of the Corporation are handled in a sensible and responsible fashion.
- 5.8.4 The Treasurer shall be a signing officer of the Corporation's bank accounts.
- 5.8.5 The Treasurer shall submit a financial report to the Annual General Meeting, and submit to the Board, at least monthly, a written summary of the previous month's disbursements and income.

5.9 SUBSTITUTION OF AUTHORITY

- 5.9.1 Where an Office is temporarily vacant, or an Officer temporarily unable to perform his or her duties, the following substitution of authority may be made:

- a) the Director of Operations may act in the place of the Treasurer;
- b) the Treasurer may act in the place of Director of Operations;
- c) the President may act in the place of either the Treasurer or the Director of Operations, but not both simultaneously;
- d) when substitution for both the Treasurer and the Director of Operations is necessary, then the President and the Vice-President may each substitute for one position.
- e) The President may act in place of, or appoint one other Board member to act in the place of Director of Legal Affairs.

BY-LAW NUMBER 6: GENERAL MEETINGS OF THE CLUB

6.1 ANNUAL GENERAL MEETING

- 6.1.1 There shall be a General Meeting of all Full and Social Members of the Club in March of every year, for the purpose of hearing and receiving reports and financial statements, of amending, adding or deleting Bylaws, of electing a new Board of Directors, and of deciding on other business as required by the Corporations Act or desired by the Board or members. This shall be the Annual General Meeting of the Club.
- 6.1.2 Notice of the time and place of this meeting; of the agenda, and of the call for nominations for Board positions shall be given, no less than ten (10) days before the meeting is to be held, to the auditor and to the Members. Notice shall be sent through the Board to all Members individually or through University publications.

6.2 GENERAL MEETINGS

- 6.2.1 The Board shall be required to call a General Meeting within 21 days of receipt of a letter stating: "We, the undersigned, being Full Members of Queen's Grad Club Inc., request that the Board of Directors call forthwith a meeting for purpose of _____" which delineates a specific purpose for the meeting, and which is signed by at least 50 members. In the case of such a meeting, the Board shall give at least seven (7) days' notice to the auditor and the members.
- 6.2.2 Quorum at a general Meeting shall be 30 Full and Social Members.
- 6.2.3 Voting: All Full and Social Members present shall be entitled to vote. All questions shall be decided by a show of hands, but after the Chairman has declared the question carried or defeated, any 3 members rising in their seats may request a roll-call vote in which case the division shall be entered in the minutes. Questions shall be decided by a simple majority of the votes cast, except that 2/3 majority shall be required for acceptance of By-laws governing the borrowing of money or the election of an executive committee of the Board.
- 6.2.4 At a General Meeting, any Full Member may hold one proxy vote on behalf of a member who is unable to attend the Meeting. The proxy shall contain the full name of the assignee, the name and signature of the assignor, and the date on which the proxy is to be valid. The Chair should ask for proxy votes to be presented immediately after the meeting is called to order. Proxy votes are not be included in any quorum count, nor shall they be allowed in the election of Board members.
- 6.2.5 The Board shall appoint a Chair for the General Meeting.
- 6.2.6 A Director may be removed from the Board, and thus also from office, by a 2/3 majority vote cast at any General Meeting for which notice was given to the intent to remove the said Director. A

simple majority vote at such a meeting may elect any other eligible Member as a replacement.

6.3 ELECTION OF THE BOARD

- 6.3.1 Except as otherwise provided in these By-laws, the election of the Board shall occur during the Annual General Meeting of the Corporation in each year and remain in effect until the next year's Annual General Meeting.
- 6.3.2 All persons wishing to run for the Board shall submit to the Returning Officer a letter of nomination, accompanied by at least five (5) nominating signatures of Full Members and signed by the nominee himself or herself. The latter must be received prior to the beginning of the Annual General Meeting.
- 6.3.3 Should there be less than nine nominations received prior to the Annual General Meeting, or at the discretion of the Returning Officer, further nominations may be received at the General Meeting, but each such nomination must be accepted by a majority of the voting members present.
- 6.3.4 The Board positions are reserved to the constituencies as:
- a) Graduate Students — 4 positions, one of which shall be a SGPS executive position whose election mandate shall include Grad Club Directorship; and by default, if no SGPS executive position shall include Grad Club Directorship in its mandate then this position shall be filled from the Graduate Student constituency in accordance with By-law 6.3.5. (*amended 16/11/1995, 27/03/2002*)
 - b) Medical Students — 1 position
 - c) M.B.A Students — 1 position
 - d) Law Students — 1 position
 - e) Social Members — 1 position
 - f) Graduate, Medical, M.B.A. or Law Students or Social Members — 1 position (*amended 27/03/2002*)
- 6.3.5 Eligibility for constituency positions and voting is as follows:
- a) Each nominee shall be eligible for a constituency other than the one to which he belongs only if there are fewer nominees from that other constituency than there are reserved Board positions for that constituency.
 - b) With the exception of the Board position open to one of Graduate, Medical, M.B.A. or Law Student or Social Members (heretofore referred to as the Wild Card position) all voting members are only eligible to vote for the nominees running for the Board position of the constituency to which the member belongs. (*amended 27/03/2002*)
- 6.3.6 After the close of nominations, each nominee, in alphabetical order shall be entitled to speak for five minutes, after which those entitled to vote will receive a ballot on which to record their votes. The person from each constituency who has received the most votes shall be declared the winner. If two or more nominees from one constituency have received the same number of votes, the winner shall be determined by a suitable fair and random procedure, agreed upon by a majority of those present, and presided over publicly by the Returning Officer.
- 6.3.7 Following election of all other Board Members, voting for the Wild Card position will take place as follows:
- a) any nominee who was unsuccessful in the election of their constituency position, and all other persons who submitted a formal nomination as per By-law 6.3.2 solely for the Wild Card position,

- are eligible to run;
- b) all voting members present shall receive a ballot on which he or she may record one name;
 - c) the winner shall be the member with most votes, with ties resolved as per By-law 6.3.6.
- 6.3.8 Proxy votes shall not be allowed for the election of Board members.
- 6.3.9 The Returning Officer shall be the Director of Legal Affairs unless he or she is unable to act or standing for election to the Board. In this case the Returning Officer shall be an appointee of the Chair approved by a majority of the members present.
- 6.3.10 If a majority of members from one constituency are enrolled in a program of one year's duration or less, then the election of that Board position shall take place at the earliest possible general meeting or general election of the officers of that constituency. The election of that Board position should follow as closely as possible the procedures given in these by-laws and should be overseen by the Returning Officer of the Corporation. *(added 29/03/2001)*
- 6.3.11 Unless otherwise provided in these By-laws, this By-law or any future amendment shall solely govern the procedure in elections of the Board, and this By-law (or future amendment) may not be amended except by a two-thirds (2/3) majority of those present at a General Meeting. *(renumbered 29/03/2001)*

BY-LAW NUMBER 7: BORROWING

- 7.1 That the Directors of the Corporation be and they are hereby authorized to borrow moneys from time to time from a bank or trust upon the credit of the Corporation in such amounts as they deem proper and by way of overdraft or otherwise.
- 7.2 That any promissory notes or other negotiable paper (including renewals thereof in whole or in part) signed on behalf of the Corporation by the Officer or Officers of the Corporation authorized from time to time to sign negotiable instruments on its behalf and granted to said Bank for the moneys so borrowed and interest thereon as may be agreed upon, shall be binding upon the Corporation.
- 7.3 That the Directors may from time to time, if they see fit to do so, grant securities by way of mortgage, hypothecation, pledge or otherwise covering all or any of the property and assets of the Corporation present and future as security for all or any moneys borrowed by the Corporation from the Bank or any other liability of the Corporation to the Bank, and any such mortgage, hypothecation, pledge or other security shall be valid and binding upon the Corporation if signed by any of the officers authorized to sign negotiable instruments on the Corporation's behalf.
- 7.4 All contracts, deeds, grants, assurances and documents reasonably required by said Bank or its Counsel for all or any of the purposes aforesaid shall be executed and carried into effect by the proper officers of the Corporation (and when necessary the seal of the Corporation shall be affixed thereto).
- 7.5 This By-law when sanctioned by the Members shall be irrevocable until a By-law repealing this By-law shall have been confirmed or sanctioned by the Members and a copy thereof duly certified (under seal of the Corporation) delivered to the said Bank, and meanwhile all the powers and authorities hereby conferred shall continue in force.

BY-LAW NUMBER 8: THE HOUSE MANAGER

- 8.1 The House Manager shall be hired by the Board for a probationary period of six months, after which time he or she may be offered a contract of a longer term. During the probationary period, three weeks' written notice shall be given by the Board or the House Manager for termination of employment. After the probationary period, six weeks' written notice shall be given by the Board or the House Manager for the termination of, or the decision not to renew the contract.
- 8.2 The House Manager shall be paid an annual salary, as fixed by the Board. This salary is to be paid in equal installments every two weeks. This salary shall be reviewed annually at the contract renewal date, taking into consideration both merit and cost-of-living increase, and whatever else the Board deems necessary. He or she shall be entitled to two weeks' paid vacation per year, to be taken at a time agreed upon by the Board. In addition all statutory holidays shall be paid holidays.
- 8.3 The House Manager shall be a Canadian citizen or landed immigrant, and shall be bondable. The Board may require the House Manager to become bonded.
- 8.4 The House Manager shall be responsible to the Director of Operations.
- 8.5 The House Manager shall be generally responsible for the maintenance and improvement of all the facilities and services of the Club.
- 8.6 The House Manager shall be given the opportunity to respond to any comments or questions arising out of a discussion by the Board of his or her suitability or continuance as House Manager.
- 8.7 The House Manager shall run the House in a reasonable manner, and in accordance with all the laws of the land, By-laws of the Club, House Rules, and resolutions of the Board that may from time to time be in effect.