

Constitution & By-Laws of the Tantramarsh Club

Last Updated: September 2009.

[Although this is the 'official' version of the Club Constitution, you will see occasional comments in squiggly parentheses {like this} that I noted when reading through this, which possibly need to be brought up at an Annual General Members' Meeting - Scooter].

(As approved on November 2, 1973, and amended on December 10, 1974; September 2, 1980; December 1, 1982; March 28, 1985; October 29, 1985; November 18, 1986; September 16, 1997; September 14, 1999; September 7, 2009).

Article #1: Name

The name of the Club shall be the Tantramarsh Club Inc., hereinafter referred to as the "Club".

Article #2: Purpose

The Purpose of the Club shall be to provide:

1. fostering and promoting artistic, literary, educational, social, recreational and sporting activities for the advancement of the interests of its members and others;
2. providing a Club room and other conveniences and facilities for members and guests;
3. promoting social and friendly intercourse among its members and guests;
4. affording opportunities for informal conferences on all matters of common interest.

Article #3: Membership

In a legal sense, all currently enrolled students at Mount Allison University are defined to automatically be members of the Tantramarsh Club. In addition, any paid VIP members who are not enrolled at Mount Allison University (including but not limited to faculty, staff, alumni, and other members of the University Community) shall automatically be designated as basic members of the Tantramarsh Club.

VIP Membership in the Club shall be open to any individual who is a member of the University Community who has attained the Age Of Majority as defined by the Act of Majority of the New Brunswick Legislature and the New Brunswick Liquor Licensing Board.

The University Community is understood to include all students and faculty (both full-time and part-time), administration and support staff of Mount Allison University, and all former members of the faculty, administration, and support staff residing in the region. In addition, it includes all members of the Alumni and all members of the Board Of Regents and Senate of Mount Allison University. On-campus employees of businesses, organizations, and government agencies and firms are also eligible for membership, as is anyone else with a definable direct affiliation with Mount Allison University.

Other residents of the local community may be eligible for membership if sponsored by a Club Member and approved by the Bar Manager.

Each VIP Member shall be assessed a membership fee to be determined by the Board of Directors.

Article #4: Board of Directors:

1. There shall be a Board of Directors consisting of twelve Directors selected from the membership of the Club for a one-year term. The Board will consist of five students, one faculty member, one administration representative, two members at large, two alumni members, one Students' Administrative Council liaison, the Bar Manager (ex-officio, non-voting), the Summer Manager (when available, ex-officio, non-voting), and the Internal Accountant (ex-officio, non-voting). When appropriate, the Board may appoint non-voting members to attend Board meetings. Quorum will be five of the voting members. Quorum during the summer period (May through August inclusive) will be two of the voting members. All decisions or actions taken during the summer require regular approval at the first academic-year Board meeting.
2. At the first meeting of the Board after election of the Directors, the Board shall elect from among its members a Chairperson (The prior incumbent, if a member of the Board, shall continue to hold office until this election). In case

the office of Chairperson becomes vacant at any time, such vacancy may be filled by the Board from among its members.

3. The Board shall meet once a month during the academic year, and once every two months during the summer (May to August).
4. The operation of the Board and the duties of its members shall be set down in the by-laws of the Club.

Article #5: By-Laws

The operation of the Club shall be governed by By-Laws subject, at least annually, to the approval of the general membership. The By-Laws shall specify the procedures of the Board and the duties of its members, the duties of the Bar Manager, the duties of the Summer Coordinator, the duties of the Accounting Assistant, and the procedures of the General Meeting. The Constitution can only be amended by two-thirds majority of those present at the Annual General Meeting.

Article #6: General Meeting

General meetings of the membership shall be held at least once a year for the purpose of ratifying By-Laws and electing Directors. The power of the new executive comes into effect at the first Board meeting following the Annual General Meeting.

Article #7: The Corporate Seal

The seal, an impression of which is stamped at the bottom of this Constitution, shall be the corporate seal of the Tantramarsh Club Inc. {Well, obviously we can't stamp it on a web page}.

By-Laws of The Tantramarsh Club Inc.

BE IT ENACTED as a by-law of the Tantramarsh Club Inc. (hereinafter referred to as the "Club", as duly incorporated under and by virtue of Companies Act, R.S.N.B. 1952, Chapter 33, and amendments thereto, (hereinafter referred to as "The Act") as follows:

By-Law #1: Head Office

The Head Office of the Club shall be in the Town of Sackville in the County of Westmorland and the Province of New Brunswick and at a place therein where the affairs of the Club are from time to time carried on as fixed by resolution of the Directors.

By-Law #2: Meeting of Members

The Annual Meeting of the members shall be held at such place within Sackville, at such time and on such day as the Board, or the Chairperson, or a Vice-Chairperson who is a Director may from time to time determine, for the purpose of hearing and receiving reports and statements required by The Act to be read at and laid before the Club at an annual meeting, electing Directors, appointing an Auditor and fixing or authorizing the Board to fix his remuneration and for the transaction of such other business as may properly be brought before the meeting.

By-Law #3: Special Meeting

The Board or the Chairperson or a Vice-Chairperson shall have the power at any time to call a special meeting of the members of the Club to be held at such time and at such place within the Province as may be determined by the Board or the person calling the meeting. The phrase "special meeting of the members" wherever it occurs in this by-law shall include a meeting of any class or classes of members, and the phrase "meeting of members" wherever it occurs in this by-law shall mean and include an annual meeting of members and a special meeting of members. A special meeting will be held at the written request of five percent of the membership.

By-Law #4: Notices

No public notice or advertisement of any meeting of members shall be required, but notice of the time and place of each meeting shall be sent not less than seven days before the day on which the meeting is to be held to the auditor of the Club and to each member on record. Notice of a special meeting of members shall state the general nature of the business which is to be transacted at it. A meeting of members may be held at any time without notice if all the members entitled to vote thereat are present in person or those not so present have waived such notice, and at such meeting any business may be transacted which the Club at an annual or special meeting of the members may transact.

By-Law #5: Reports to Members

A copy of the financial statement and a copy of the auditor's report shall be furnished to any member on demand. {Of course, nobody asks for these things, but we're hoping that by posting them on the web site at least someone will read them}.

By-Law #6: Persons Entitled to be Present

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat and the auditor of the Club and others who although not entitled to vote are entitled or required under any provision of The Act or by-laws of the Club to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.

By-Law #7: Quorum

Twenty members present in person and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of members.

By-Law #8: Right to Vote

At each meeting of members every member shall be entitled to vote who is at the proper time entered into the books of the Club as a member carrying the right to vote at such meeting. The Chairperson will not exercise his/her franchise except in the event of equality of votes among the members.

By-Law #9: Votes to Govern

At all general meetings of members every question shall, unless otherwise required by the letters patent or By-Laws of the Club or by law, be decided by the majority of the votes duly cast on the question.

By-Law #10: Show of Hands

At all general meetings of members every question shall be decided by a show of hands unless a poll thereon required by the Chairperson or be demanded by any member present in person and entitled to vote. Upon a show of hands every member present in person and entitled to vote shall have one vote. After a show of hands has been taken upon any question, the Chairperson may require of any member present in person and entitled to vote may demand a poll thereon {this sentence makes no sense whatsoever, and will have to be interpreted and rewritten}. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been carried by a particular majority, or not carried, and an entry to that effect in the minutes of the proceedings at the meeting, shall be considered prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Club in annual or special meeting, as the case may be, upon the question {how's that for confusing}. A demand for a poll may be withdrawn at anytime prior to the taking of the poll.

By-Law #11: Adjournment

The Chairperson at a meeting of members may, with consent of the meeting and subject to such considerations as the meeting may decide, adjourn the meeting from time to time and from place to place.

By-Law #12: Powers of Directors

The affairs of the Club shall be managed by its Board of Directors. Until changed by special resolution of supplementary Letters Patent, the number of voting Directors of the Club shall be twelve. Five voting Directors, during the academic period (September through April) constitute a quorum for the transaction of business at any meeting of the Directors while two voting Directors, during the summer period (May through August) constitute a quorum for the transaction of business at any meeting of the Directors. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

By-Law #13: Qualifications

Each Director shall be nineteen or more years of age, be a qualified member of the constituency he/she represents, and within ten days after his/her election or appointment and throughout the remainder of his/her term of office shall, be a member in good standing.

By-Law #14: Election and Term

Directors shall be elected at a General Meeting for a one year term, with vacancies to be filled annually or as required. Directors shall hold office until their successors have been duly elected, and all Directors, if qualified, are eligible for re-election. The election may be by a show of hands or by resolution of the members unless a ballot be demanded by any member.

By-Law #15: Removal of Directors

The members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of members of which the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

By-Law #16: Vacancies

Vacancies in the Board may be filled for the remainder of its term of office from among the members that qualify for the vacant position and are members in good standing of the Club, either by members at a general meeting called for the purpose or, by the remaining Directors if constituting a quorum; otherwise such vacancies shall be filled at the next meeting of the members at which Directors for the ensuing year are elected. If the number of Directors is increased, a vacancy or vacancies in the Board to the number of authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

In the event of the resignation of the majority of the voting members of the Board, for reasons other than the losing of the qualification as representative of their constituency, a special meeting of the general membership must be held within two weeks of the resignation if in the school year, or if in the summer or over Christmas Break, the special meeting must be held within two weeks of return. A temporary appointment may be made by the remaining members of the Board to last until a special meeting can be convened.

By-Law #17: Remuneration of Directors

Any remuneration payable to a Director who is also an officer or employee of the Club or who is counsel or solicitor to the Club or otherwise serves it in a professional capacity shall be in addition to his salary as such officer or to his professional fees as the case may be. In addition the Board may, by resolution from time to time, award special remuneration out of the funds of the Club to any Director who performs any special work or service for, or undertakes any special mission on behalf of, the Club outside the work or services ordinarily required of a Director of the Club. The Directors shall also be paid such sums in respect of their out-of-pocket expenses incurred in attending Board, committee or members' meetings or otherwise in respect of the performance by them of their duties as the Board may from time to time determine. Confirmation by the members of any such remuneration or payment

shall be required {This is interesting ... election to the Board has traditionally been to volunteer positions, in fact, it is not permitted under the Club's not-for-profit articles of incorporation for a member of the Board to receive remuneration for the position. I suspect that this clause is only included as a contingency should, as an example, a board member perform contracted work for the Club, in which case he/she would be eligible to receive compensation as a contractor}.

By-Law #18: Officers

At the first meeting of the Board after each election of Directors, the Board shall elect a Secretary, a Chairperson, and may elect one or more Vice-Chairpersons and such other officers as the Board may determine including one or more assistants to any of the officers so elected or appointed. The officers so elected or appointed may, but need not, be members of the Board. One person may hold more than one office, and if the same person holds both the office of Secretary and the office of Treasurer, he/she may be known as Secretary/Treasurer. In the absence of written agreement to the contrary, the Board may remove at its discretion any officer of the Club. Each prior officer shall continue to hold office until the appointment of officers at such meeting, and in default of the appointment of officers at such meeting, shall continue to hold office after such meeting. The terms of employment and remuneration of the Chairperson and other officers elected or appointed by it shall be settled from time to time by the Board {Again, due to the Club's not-for-profit status, such remuneration is not possible}.

By-Law #19: Protection of Directors and Officers

No Director or Officer of the Club shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer, or for the joining in any receipts or other acts for conformity, or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or notorious act of any person with whom any of the moneys, securities, or effects of the Club shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of

the duties of his office or in relation thereto unless the same shall happen through his/her own dishonesty.

By-Law #20: Indemnity of Directors and Officers

Every Director or Officer of the Club and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at times, be indemnified and saved harmless out of the funds of the Club, from and against:

all costs, charges, and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office;

all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

By-Law #21: Duties of Directors and Officers

The Chairperson shall, when present, preside at all meetings of the members and of the Board and shall be charged with the general supervision of the business and affairs of the Club. In the absence of the Manager or Managing Director, the Chairperson shall also have the powers and be charged with the duties of that office, or shall delegate said powers and duties. During the absence or inability of the Chairperson, his duties may be performed and his powers may be exercised by the Vice-Chairperson or if there are more than one, by the Vice-Chairperson in order of seniority (as determined by the Board), so that no Vice-Chairperson shall preside at a meeting of the Board or at a meeting of members who is not qualified to attend the meeting as a Director or a member, as the case may be. A Vice-Chairperson shall also perform such duties and exercise such powers as the Chairperson may from time to time delegate to him or the Board may prescribe.

The Bar Manager shall have the general management and direction, subject to the authority of the Board and the supervision of the Chairperson, of the Club's business and affairs and the power to appoint and remove any and all officers, employees, and agents of the Club not elected or appointed directly by the Board and to settle the terms of their employment and remuneration. "For complete job description of the Bar Manager, which may from time to time be changed by the Board of Directors, see

the job description book." {I'd like to see a job description book!} Employees relieved of their duties by the Bar Manager may appeal his/her action to the Board.

The Secretary shall give, or cause to be given, all notices required to be given to members, Directors, auditors, and members of committees; he/she shall attend all meetings of the Directors and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings. He shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Club and all books, papers, records, documents, and other instruments belonging to the Club; and he shall perform such other duties as may from time to time be prescribed by the Board.

The Treasurer {now known as the Accountant} shall ensure that full and accurate books of accounts be maintained in which shall be recorded all receipts and disbursements of the Club and shall render to the Board at the meetings thereof, or whenever required of him/her an account of all his/her transactions as Treasurer and of the financial position of the Club. He/she shall also perform such other duties as may from time to time be prescribed by the Board.

The duties of all other officers of the Club shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed, may be exercised and performed by such assistant unless the Board otherwise directs.

By-Law #22: Variation of Duties

From time to time the Board may vary, add to, or limit the powers and duties of any officer or officers.

By-Law #23: Agents and Attorneys

The Board shall have power from time to time to appoint agents or attorneys for the Club in or out of the Province with the powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

By-Law #24: Fidelity Bonds

The Board may require such officers, employees and agents of the Club as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

By-Law #25: Execution of Instruments

Deeds, transfers, assignments, contracts and obligations on behalf of the Club may be signed by the Chairperson and Secretary and the Corporate seal shall be affixed to such instruments as require the same. Notwithstanding any provision to the contrary contained in the by-laws of the Club, the Board may at any time and from time to time direct the manner in which person or persons by whom any particular deed, transfer, contracts, or obligations of the Club may or shall be signed.

By-Law #26: Interpretation

In this by-law and all other by-laws of the Club, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any other number of aggregate of persons; "Board" shall mean the Board of Directors of the "Club"; and "letters patent" shall include supplementary letters patent.

The Foregoing by-law is hereby passed by the Directors of the Club pursuant to the Act, as evidenced by the respective signatures of all the Directors.

By-Law #27: Compliance with University Regulations

The Club agrees according to the terms of its lease with the University to cooperate with the University in the enforcement of University sanctions which may include restrictions on visits to the Club.

By-Law #28: Discipline Proceedings

The Board of Directors reserves the right to refer complaints against students to the appropriate discipline committee.

By-Law #29: Revoking of Membership

The Board of Directors of the Club reserves the right to revoke the basic membership and/or the VIP membership of any of its members, either temporarily or permanently, at any time.

By-Law #30: Amendments

Amendments to By-Laws may be proposed by the Board of Directors at any time. Amendments may also be proposed by five (5) members submitting their proposal to the secretary not less than four (4) days prior to the Annual General Meeting.