

# **BY-LAW NO. 1**

**DRAFT**

**Includes amendments recommended  
September 2013**

**As of September 25, 2013**  
(Incorporating Amendments  
approved as of June 25, 1997,  
June 24, 2002, June 24, 2003,  
June 23, 2005, September 14, 2006,  
June 14, 2007 and November 2013.)

## **BY-LAW NO. 1**

### **THIS IS THE GENERAL BY-LAW OF MANITOBA BADMINTON ASSOCIATION INC. (BADMINTON MANITOBA)- (hereinafter referred to as the “CORPORATION”):**

#### **1. HEAD OFFICE**

The head office of the Corporation shall be in the City of Winnipeg, in the Province of Manitoba and at such place therein as the directors may from time to time by resolution determine.

#### **2. MEMBERS**

##### *2.1 Admission of Members*

The members of the Corporation shall be organized badminton clubs situated within the Province of Manitoba and individuals as shall be admitted to membership by the Board of Directors.

It shall be the responsibility of the Executive or equivalent authority of any member club to provide to the Corporation a list of its current adult and junior membership by December 15<sup>th</sup> of each year, with updates to follow during the subsequent year. Junior age category to be defined by Badminton Canada.

The membership year shall be from June 1<sup>st</sup> to May 3<sup>1st</sup> in the following year. Payment of annual membership fees by members shall become due payable on June 1<sup>st</sup> with respect to the current membership year.

Members of the Corporation may include the following categories for which the Board of Directors shall approve the annual membership fees or dues and corresponding benefits, normally in conjunction with approval of the annual budget:

- (a) Single or Multisport Clubs with stipulated badminton or all-inclusive membership fee where access to badminton play exceeds three times per week.
- (b) Clubs where access to Badminton play is available two to three times per week
- (c) Clubs where access to badminton play is available once per week

- (d) Individual Full members in good standing who have paid for full Corporation privileges, whether or not they are registered with a Member Club of the MBA.

The number of votes to which each member of the Corporation shall be entitled at annual, general and special membership meetings shall be as follows:

- |  |                 |
|--|-----------------|
| (a) Single or Multisport Clubs:          | three votes (3) |
| (b) Clubs with organized play once/week: | two votes (2)   |
| (c) Clubs with organized play once/week: | one vote (1)    |
| (d) Individual Full Members:             | one vote (1)    |

Clubs may exercise their voting privileges through the appointment in writing of voting delegates up to the maximum number of votes allotted. No delegate shall have more than one vote and no club shall appoint more voting delegates than the number of votes which have been allotted.

In addition, schools, colleges, universities and individuals not holding membership in the Corporation may subscribe to the newsletter or such other activities or communications as the Board of Directors in its discretion may decide from time to time.

Individuals who are not members of the Corporation or of a member club of the Corporation may complete in a Badminton Manitoba sanctioned tournament by paying a non-member entry fee where approved by the Board of Directors.

- 2.2 All members of the Corporation shall be entitled to privileges as determined from time to time by the Board of Directors of the Corporation.
- 2.3 The Board of Directors of the Corporation may in any year and from year to year waive any part of the membership fee payable by a member if it is demonstrated to the satisfaction of the Board of Directors that such member is unable to meet its financial obligations.
- 2.4 All applications for membership in the Corporation must be made in writing to the Corporation and in the case of single, multisport or organized badminton clubs, shall be signed by the President or Head Administrator and one other officer of the applying club.
- 2.5 *Termination of Membership*

The membership of any member of the Corporation shall lapse and cease to exist:

- (a) upon the cessation of the existence of such club or facility;
- (b) upon the resignation in writing addressed to the Corporation, provided however that such resignation must be received on or before the 15<sup>th</sup> day of October to relieve the resigning member of any fees payable for the subsequent year;
- (c) if it is determined by the Board of Directors of the Corporation that such member is acting in contravention of the By-Laws and regulations of the Corporation and written notice of such intent to terminate membership is given by the Corporation to the member or, in the case of a member club, to the secretary of such club;

provided, however, that any termination of membership pursuant to the provisions of Sub-section (c) hereof, shall be subject to appeal at the next meeting of the Board of Directors, provided that notice of intent to appeal is filed with the Corporation within fourteen (14) days of notice of termination being given.

### **3 DIRECTORS**

#### *3.1 Board of Directors*

The business, property and affairs of the Corporation shall be managed by a board of six (6) Directors and a President whom shall be elected from the membership.

The six (6) Directors shall have voting rights. The President will vote only in the event of a tie.

#### *3.2 Quorum*

50% of the incumbent directors having voting rights shall form a quorum for the transaction of business at all meetings of the Board of Directors.

### 3.3 *Election and Term of Office*

- (a) The directors to be elected from the membership of the Corporation shall be members in good standing of a member club or full individual member of the Corporation in good standing. The directors elected from among the membership shall be elected at the annual meeting of the Corporation on a show of hands unless a poll is demanded, and if a poll is demanded, such election shall be by ballot.
- (b) A director so elected shall hold office for two years until the second annual meeting after he shall have been elected. A retiring director shall be eligible for re-election to the Board, if otherwise qualified, for a further two terms to a maximum of six years.
- (c) Every director shall be a resident of Manitoba for at least six months prior to being nominated.
- (d) Three (3) of the Directors and the President will be elected at the Annual Meeting in even numbered years and three (3) of the Directors will be elected at the Annual Meeting in odd numbered years.

### 3.4 *Vacation of Office*

The office of a director of the Corporation shall be vacated:

- (a) if he/she becomes bankrupt or suspends payment or compounds with his/her creditors or makes an unauthorized assignment or is declared insolvent;
- (b) if he/she is found to be mentally incompetent or becomes of unsound mind;
- (c) if he/she is convicted of any criminal offense;
- (d) if by notice in writing to the Executive Director of the Corporation he/she resigns his/her office;
- (e) if he/she shall cease to be a member in good standing upon the books of a member club of the Corporation, or as an individual member of the Corporation;
- (f) if he/she fails to attend three consecutive meetings of the Board without providing satisfactory reason and therefore is deemed to have resigned from the board;

and any such vacancy on the Board of Directors may, as long as there is a Quorum of directors then in office, be filled by the directors from the qualified members of the Corporation if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members; and any director appointed to fill such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

### 3.5 *Removal of Directors*

- (a) by the Board of Directors as in By-Law 3.4;
  - A motion to remove must be presented at the meeting of the Board before the meeting which will consider the motion.
  - The meeting considering the motion to remove must have a quorum without counting the director who brought the motion, or the director who is subject of the motion, neither of whom may vote on the motion.
  - A decision on the motion to remove must be voted on by secret ballot and be supported by a 2/3 majority of those casting ballots for the motion to be carried for submission to a Special General Meeting of members.
- (b) The members of the Corporation may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of members, for which meeting notice specifying 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 such meeting, elect any otherwise qualified person in his/her stead for the remainder of the term.

### 3.6 *Remuneration of Directors*

The Directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director shall be paid reasonable expenses incurred in the performance of his/her duties.

### 3.7 *Powers of Directors*

The directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by by-law or any special resolution of the Corporation or by statute or by law expressly directed or required to be done by the Corporation at a general meeting of members, and without limitation, the directors shall have power:

- (a) to approve the annual work plan and budget of the Corporation, including any changes to the dues and corresponding benefits of membership categories and/or

- to the staff complement that may be deemed advisable, as well as any contracts or agreements or amendments thereto deemed necessary to achieve the objects of the Corporation;
- (b) to approve such policies, procedures and guidelines as are required to satisfy the conditions of funding or other agreements entered into by the Corporation, or as are deemed necessary to achieve the objects of the Corporation;
  - (c) to prescribe and make known to all nominees for election as officers or Directors of the Corporation eligibility criteria and expected requirements upon the election to office;
  - (d) to delegate all or any of its powers to its duly appointed committees or anyone acting on behalf of the Corporation;
  - (e) to prohibit the holding of badminton competitions in Manitoba which have not been previously authorized by the Board but are proposed to be conducted under the umbrella and governance authority of the Corporation;
  - (f) to reinstate a former member on payment of all arrears or no such other terms as the Board of Directors may deem proper;
  - (g) to schedule and supervise all events conducted under the auspices of the Corporation, and to establish the general policies and guidelines for all such events;
  - (h) to approve/refuse applications for sanction of, and to set sanction fees for events scheduled by the Corporation;
  - (i) to publish the rules and regulations governing sanctioned events in accordance with those established by Badminton Canada;
  - (j) to require the Chair of each sanctioned event to submit to the Corporation, within twenty-one (21) days of the conclusion of such event, a statement of receipts and expenditures together with the draw sheets of the event;
  - (k) to prohibit any act or practice by clubs or persons which, in the opinion of the Board of Directors, is detrimental to the interest or contrary to the ethics of the game of badminton, and to deal with any club or person disregarding such prohibitions in such a manner as is deemed proper.

## **4 MEETING OF DIRECTORS**

### *4.1 Place of Meeting and Notice*

Meetings of the Board of Directors of the Corporation may be held at the main office of the Corporation or at any place in the Province of Manitoba. The Board of Directors will normally meet at least six (6) times per year.

A meeting of directors may be convened by the President or the Vice-President in the President's absence, or any three (3) directors at any reasonable time with due notice.

Notice of any meeting of directors shall be delivered, mailed, faxed, emailed or telephoned to each director not less than ten (10) days (exclusive of the day on which the notice is delivered or mailed or faxed or telephoned but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

Notice of any meeting of the Board of Directors to be held following the election of directors at a general meeting of members shall be for the initial purpose of electing the Officers of the Corporation for the ensuing year.

### *4.2 Voting at Directors' Meetings*

Questions arising at any meeting of the directors shall be decided by a majority of votes. Each Director is entitled to one (1) vote. The Chair does not have a vote in the normal voting course, and will vote only in the event of a tie.

All votes at any such meeting shall be taken by ballot if so demanded by any director present and entitled to vote, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact.

Proxies are not permitted at Board or Committee meetings.

## **5 INDEMNITIES TO DIRECTORS AND OTHERS**

5.1 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators and estate and effects, respectively, shall from time



to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person 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;
- (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges and expenses as are occasioned by his/her own wilful neglect or default.

## **6 PROTECTION OF DIRECTORS AND OFFICERS**

No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy or insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects of the Corporation shall be lodged or deposited.

No director or officer for the time being of the Corporation shall be liable for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and wilful act or through his/her own wrongful or wilful neglect or default.

The directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into on the of or on behalf of the Corporation except such as shall have been submitted to and authorized or approved by the Board of Directors.

If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his/her being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company from receiving proper remuneration for such services.

## **7 ANNUAL AND OTHER MEETINGS OF MEMBERS**

A meeting of the directors and members of the Corporation shall for all purposes be deemed to be a meeting of the members of the Corporation. The annual or any other general meeting shall be held at the main office of the Corporation or elsewhere in Manitoba as the Board of Directors may determine and on such a day as the directors shall appoint, but the annual meeting shall be held not later than the 30<sup>th</sup> day of September in each year.

At every annual meeting, in addition to any other business that may be transacted, a report or reports on the business of the Corporation and the unaudited annual financial statement shall be presented and a Board of Directors elected and auditors appointed for the ensuing year.

The Board of Directors may, with the approval of two-thirds of the votes cast at a meeting of the Board of Directors, call at any time a general meeting of the delegates of the Corporation.

No public notice or advertisement of membership meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member and to each director and officer of the Corporation, together with the Agenda, the number of voting delegates permitted by each member club, amendments to the by-laws of the Corporation and such other pertinent information as may be deemed appropriate.

Such notice shall be sent by delivery, prepaid mail, or email at least twenty-one (21) days before the time fixed for the holding of such meeting (exclusive of the day on which the notice is mailed or delivered but inclusive of the day for which notice is given).

When at any Annual General Meeting of the members of the Corporation, the Audited Financial Statements of the immediate preceding fiscal year are not submitted thereto, the Board of Directors shall immediately the Audited Financial Statements are available, distribute to all eligible voting members a copy of such statements together with a copy of the minutes of the Annual General Meeting most recently concluded and post the same on the Badminton Manitoba website.

## **8 NOMINATIONS FOR THE BOARD OF DIRECTORS AT AN ANNUAL MEETING**

### *8.1 Nominating Committee*

Not later than 31<sup>st</sup> June each year, the Board of Directors shall appoint a nominating committee comprised of a chairperson, being a director, one other director, and three representatives selected from the member clubs of the Corporation who are not present Board Directors.

### *8.2 Duties*

- (a) Not less than 50 days prior to the date of the Annual General Meeting, the Committee will advise the eligible voting members of the Corporation as to the status of the incumbent members of the Board indicating the intention of each Director whose term expires at the next Annual General Meeting as to desiring to retire or to be available for nomination for a further term.
- (b) Soliciting and accepting nominations to the Board from all member clubs and Board members for those directorships which are due to expire at the annual general meeting.
- (c) Ensuring that the members at an annual general meeting are fully appraised of the expertise, character, and background of nominees of the Board.
- (d) Filing a nominating report with the Corporation a minimum of Twenty-five (25) days prior to the annual meeting and posting the report at member clubs, on Badminton Manitoba's website and circulate to all members at least twenty (20) days prior to the date of the annual meeting.

Should there be more than one (1) candidate for any position, the voting shall be by secret ballot.

### *8.3 Other Nominations*

- (a) Any person who is an individual member of the Corporation or a member of a club that is a member of the Corporation proposed by a club member or individual member and seconded by no less than five (5) club members or individual members and who had indicated his or her consent to the said nomination shall have his or her name added to the slate provided that the name of the nominee, their consent and the name of the proposer and

seconders are received by the Executive Director of the Corporation no less than twenty-five (25) days before the annual general meeting.

- (b) In any year that the Nominating Committee is unable to submit to the Members a slate of nominees sufficient to fill all Board vacancies, then further nominations, pursuant to Sub-Paragraph 8.3 (a) above, may be received up to and including the day preceding date for the Annual General Meeting, and such nominations shall be submitted to that meeting.

## **9 ERROR OR OMMISION IN NOTICE**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general shall invalidate such meeting or make void any proceedings taken thereat and any delegate may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

For the purpose of sending notice to any member or director of the Corporation, for any meeting or otherwise, the address of such member, director or officer shall be its or his/her last address recorded on the books of the Corporation.

## **10 ADJOURNMENTS**

Any meetings of the Corporation or of the Directors may be adjourned at anytime from time to time and such business may be transacted at such reconvened meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **11 MEETING QUORUM**

A quorum for the transaction of business at any annual or special meeting of members shall be fifteen (15), eight (8) of whom must be members, either individual or registered club delegates, who are not members of the Board of Directors.

## **12 VOTING**

Every registered delegate of a member club and every individual member of the Corporation personally present at any meeting of members shall be entitled to one (1) vote. No individual member or registered club league may vote by proxy.

Every director or officer of the Corporation shall be entitled to one (1) vote at all meetings of the Corporation provided that where a director is also a voting delegate of a member club such director or officer shall be entitled to one (1) vote only. No director or officer may vote by proxy.

No member club shall be entitled to send voting delegates to vote on its behalf at meetings of the Corporation unless such club has paid all dues or fees then payable or unless, in the event of non-payment, payment has been waived by the Board of Directors of the Corporation for the purpose of representation at this meeting.

At all meetings of members, every question shall be decided by a majority of the votes of the individual members and registered club delegates present in person and the Directors and Officers present in person.

Every question shall be decided in the first instance by a show of hands unless a poll be demanded by a member or other person entitled to vote thereon. Upon a show of hands, every individual member and registered club member delegate and every director and officer having voting rights shall have one vote and unless a poll be demanded a declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by individual members and registered club member delegates present in person and directors or officers present in person, and such poll shall be taken in such manner as the chair shall direct and the result of such poll shall be deemed the decision of the Corporation upon the matter in question.

The chair does not have a vote in the normal voting course, and will vote only in the event of a tie.

## **13 OFFICERS**

### *13.1 Officers of the Corporation*

At the first Board of Directors meeting subsequent to the Annual Meeting, the Board shall elect from among the Directors-at-large, a Vice-President and a Secretary/Treasurer.

The President, Vice-President and the Secretary/Treasurer, shall be the Officers of the Corporation.

Any vacancies not filled at the annual meeting may be filled by the Board of Directors. A Director may hold one office only.

The officers, with the exception of the President who is elected by the membership at the Annual Meeting, shall be elected for a one-year term.

### *13.2 Duties of the President*

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation.

The President with the Secretary/Treasurer or any other director appointed by the Board for the purpose, shall sign and execute all deeds and contracts in the name of the Corporation when authorized to do so by the Board of Directors.

The President shall be one of the representatives of the Corporation to Badminton Canada, and shall be an ex officio member of all Committees of the Corporation unless otherwise determined by the Board of Directors.

During the absence or inability of the President, the duties and powers of that office may be exercised on an interim basis by the Vice-President.

### *13.3 Duties of the Vice-President*

The Vice-President shall assist the President in the performance of his duties and shall exercise all the powers of the President in his absence.

### *13.4 Duties of Secretary/Treasurer*

The Secretary/Treasurer shall ensure that the Corporation's finances and records are appropriately managed and that the required reports and minutes are presented to the Board of Directors as required.

The Secretary/Treasurer may be bonded in an amount determined by the Board of Directors and the cost of such bonding be borne by the Corporation.

### *13.5 Executive Director*

The Board of Directors may from time to time retain or hire an Executive Director who shall be an ex officio or non voting member of the Board.

The Board of Directors may delegate to the Executive Director such authority and powers to manage and direct the business and affairs of the Corporation as in its discretion it deems appropriate (except those matters and duties as by law must be transacted or performed by the Board of Directors or by the members in general meeting). He/she shall conform to all lawful orders given to him/her by the Board of Directors of the Corporation and shall at all reasonable times give to the Directors-all information they may require regarding the affairs of the Corporation.

## **14 COMMITTEES**

The Board of Directors may from time to time appoint such committees as it deems necessary to fulfill its mandate and achieve the objectives of the Association. The Board shall prescribe operating guidelines and terms of reference for each committee that is appointed.

Committees shall generally be comprised of not less than three (3) members of the Association in good standing, one of whom shall be named Chairperson. A Director of the Board may be named as an ex-officio member to the committee but shall not be counted in the three (3) members required to comprise the committee.

Committees will report to the Board of Directors, either by written report or by attending a Board meeting as an invited guest.

## **15 NOTICE**

Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given personally, by fax, by telephone to the intended recipient, by email with a receipt requested, or by depositing same in a post office or a public letter-box in a prepaid, sealed wrapper addressed to the

director, officer or member at his/her or their addresses as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid or if faxed or emailed shall be held to be sent upon confirmation that the fax was successfully transmitted.

For the purpose of sending any notice the address of any member, director or officer shall be its or his/her last address as recorded on the books of the Corporation.

## **16 SIGNING AUTHORITY FOR CHEQUES**

All cheques, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, or by any person or persons whether or not officers of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.



## **17 FISCAL YEAR END**

The fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of May in each year until such time as it is changed by the Directors.

## **18 SIGNING AUTHORITY FOR CONTRACTS**

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the President or a Vice-President together with the Secretary/Treasurer, and all contracts, documents or instruments so signed shall be binding upon the Corporation without further authorization or formality.

The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term “Contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, agreements, releases, receipts and discharges for the payment of money, or other obligations, conveyances, transfers and assignments of shares, bonds, notes, debentures or other securities and all paper writings.

## **19 AMENDMENTS**

This by-law and all other by-laws of the Corporation may be amended by by-law enacted at a meeting of the Board of Directors of the Corporation for which ten (10) days written notice of such amendment has been given and passed at such meeting by at least two-thirds (2/3) of the votes cast.

Any such amendment shall be ratified by at least two-thirds (2/3) of the votes cast at the next general or special meeting of the Corporation following the enactment of such amending by-law subject to the provisions of the Companies Act of Manitoba; otherwise any amendment ceases to have any force and effect.

This By Law may be amended by written application from any club delegate or individual member to the Secretary of the Corporation for consideration at any annual or special meeting of the delegates provided that a copy of such proposed amendment has been submitted to the Secretary at least thirty (30) days prior to the date of the meeting, and that the Secretary has forwarded such proposed amendment to the Board of Directors, delegates and individual members at least twenty-one (21) days prior to the date of the meeting. For approval, any such amendment must receive at least two-thirds (2/3) of the votes at the meeting.

## **20 CONFLICT OF INTEREST**

- 20.1 Any individual representing the Corporation or who has a financial interest in or arrangement with the Corporation or is a member of any of its Committees, shall not participate in the evaluation or approval of a contract or an arrangement with a supplier to furnish goods or provide services to the Corporation, if that individual directly or indirectly benefits financially or otherwise receives any form of compensation from, or has any interest to the Corporation bodies involved in considering entry into the arrangement.
- 20.2 Each individual referred to in Bylaw 20.1 shall, upon learning that the Corporation is proposing to enter into an arrangement in which he has financial interest as aforesaid, shall promptly notify the Chair in writing of the existence of such interest and the Chair, in turn, shall disclose such interest to the Corporation bodies involved in considering entry into the arrangement.
- 20.3 In the event of a violation of this Bylaw 20.2, the Corporation shall have the right to recover such benefit or payment from the member personally and to void the contract or transaction.

## **21 REGIONAL/DISTRICT ASSOCIATIONS**

The Corporation may establish or assist in the organization of Regional or District Associations throughout Manitoba to encourage the development and organization of badminton activity in the Regions or Districts; and will provide such assistance as will enable the organized Regions or Districts to achieve badminton development objectives compatible with those of the Corporation.; and will provide for appropriate representation on the such Committees as are in the mutual interests of all concerned.

## **22 INTERPRETATION**

In this by-law and all other by-laws of the Corporation hereafter enacted unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## **23 WINDING UP**

Any profits which may accrue to the Corporation during the time it is in operation shall be used for the further attainment of its objects. In the event of the winding up of the affairs of the Corporation, all assets including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities shall be

assigned, transferred and paid to a recognized charitable or non-profit organization determined by the Board of Directors prior to dissolution.

## **24 ROBERTS RULES OF ORDER**

Robert's Rules of Order shall govern all proceedings of the Corporation. In the case of any conflict between this By-Law and Robert's Rules of Order, this By-Law shall govern.

## **25 COMING INTO FORCE**

Upon the coming into force of the within By-Law, all previous By-Laws shall be and are hereby rescinded.