



Preface to the By-Laws

The World Governing Body for Muzzle Loading Shooting is the Muzzle Loading Association International Committee (M.L.A.I.C.).

In Canada the M.L.A.I.C. recognizes the Maple Leaf International Muzzle Loading Association (M.L.I.M.L.A.) as the organizing body for International Muzzle Loading shooting for Canada.

By - Law No. 1
A General By - Law Relating to the Affairs of
Maple Leaf International Muzzle Loading
Association Inc.

Amendment Aug.27, 2020

Head Office:

- RI. The Head Office of the Corporation shall be in the Province of Ontario, and at such a place therein as the directors may from time to time determine.
- R2. The Seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Corporation.

R3.(a) Board of Directors:

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The affairs of the corporation shall be managed by a board of six to ten (6-10) directors, each of whom at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office shall be a member of the corporation. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his/her successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution be given, remove any director before the expiration of his/her term of office, and may by a majority of the votes cast at the meeting, elect any person in his/her stead for the remainder of his/her term.

- R3.(b) The Members shall, at the annual meeting, elect six to ten (6-10) officers and appoint a Head Coach, of the Corporation, who, by their election as officers shall also be elected to the Board of Directors. The officers shall be as follows:

- (A) President
- (B) Past President (Not an elected position)
- (C) Vice President
- (D) Secretary
- (E) Treasurer
- (F) Public Relations/Fund Raising Officer
- (G) Head Coach
- (H) Rifle Section Chairman
- (I) Handgun Section Chairman
- (J) Shotgun Section Chairman
- (K) A vacant position can be filled by appointment.

Vacancies. Board of Directors:

- R4. Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased during the year, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner provided.

Quorum and Meetings. Board of Directors:

- R5a. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its first meetings at such place or places as it may from time to time determine. No formal notice of such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or notified by electronic means to each director not less than three (3) working days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

R5b. Committees. Sub-Committees and Standing Committees

Definitions:

1. A committee shall be composed of one or more members of the board of directors.
2. A sub-committee, ad-hoc committee shall be composed of one or more board members and such other members as are deemed necessary to fulfill the mandate.
3. A standing committee shall be composed of board members or non-board members of the corporation and/or non-members of the corporation as may be deemed necessary to fulfill the mandate of the standing committee and shall report directly to a designated member of the board of directors.

Duration:

1. A committee shall serve for the time necessary to complete its task.
2. A sub-committee or ad-hoc committee (as per committee).
3. A standing committee shall serve for a period of time necessary to fulfill its mandate. The function and term of a standing committee shall be reviewed and confirmed by the board of directors on an annual basis.

Errors in Notice :

R6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.

R7. Voting. Board of Directors:

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his/her original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken the usual way by assent or dissent. A declaration by the Chairman 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 without proof of the number or proportion of the votes recorded in favour of or against such resolution . In the absence of the President, his/her duties and powers may be performed by the Vice President.

R8. Powers

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its' name, any kind or contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise . authorized to exercise and do.

R9. Remuneration of Directors

The directors shall receive no remuneration for acting as such.

R10.(a) 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 of the Corporation . The President and Secretary or other officer appointed by the board for the purpose shall sign all by – laws and membership certificates. During the absence or inability of the President, his/her duties and powers may be exercised by the Vice President.

R10 (b) Duties of the Team Manager

The President, or his designate, shall serve as a Team Manager and in that capacity shall perform the following duties.

- (A) Attendance at all M.L.A.I.C. World Championship matches and all M.L.A.I.C. meetings as voting representative of the corporation or name an alternate representative if unable to attend and to report thereon to the Board of Directors and/or members;
- (B) Maintenance of communications . and liaison with all affiliate organizations;
- (C) Appointment and direction of range personnel for team trials;
- (D) Organization, in liaison with Section Chairmen, of team trials;
- (E) Authorization of all awards for shooting programs ;
- (F) Return of entry forms as required in advance to the host country of world championships as required;

- (G) Announcement of accepted team members and, on request, notification of employers
- (I) Team discipline;
- (J) Selection of alternate team members;
- (K) Such duties as the directors may by resolution assign from time to time.

R10 (C) Duties of the Vice President:

- (A) Chair meetings that the President cannot attend;
- (B) Work on grant applications;
- (C) Various duties as assigned by the President from time to time.

R11.(a) Duties of the Secretary

The Secretary shall be ex Officio clerk of the board of directors. He/she shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and directors. He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the board of directors.

R11.(b) Duties of the Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of accounts and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the board of directors. He/she shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings therefore whenever required of him/her, an account of all his/her transactions as Treasurer and of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be determined by the board of directors.

R11(c) Director of Junior Activities:

The office of the Director of Junior Activities shall be responsible for the promotion and development of activities for children and youth for the furtherance of the aims and objectives of the M.L.I.M.L.A and shall work in conjunction with the respective section chair person.

R 12. Duties of other Officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors require of them.

R 13. Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Treasurer or by any person authorized by the board.

The President, the directors, Secretary or Treasurer or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept it in the name- and on behalf of the Corporation transfer of shares, bonds or other securities from time to time transferred to the Corporation and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the corporation, the board of directors may at any time by resolution direct the manner in which, the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

Books and Records

- R 14. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the corporation or by any applicable status or law are regularly and properly kept.

R 15. Membership

The membership shall consist of such individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of directors.

Membership categories and definitions:

- a) MLIMLA Senior is a member age 21 or over
 - a. Senior members are entitled to all benefits and privileges.
 - b. Prospective adult members may make application for the use of a junior club gun for a period of one shooting season if and when available.
- b) MLIMLA Junior member is a young person of either gender between the ages of 13 to 21.
 - a. Any junior shall be deemed to be eligible to legally compete in all MLIMLA competitions scheduled at any time during the year in which he celebrates his 13th or 21st birthdays.
 - b. Juniors may compete in both junior and senior events.
 - c. Junior members have all the benefits and privileges of a senior member, but may not hold any office or vote, until they have attained the age of majority (18 years).
 - d. Junior members have reduced membership fees.
 - e. Junior members may have the use of equipment belonging to the organization as appropriate and as/when available.
 - f. Junior members shall be subject to guidance and instruction provided by the team coaching program
- c) Associate Member is a non-shooting member who assists in the MLIMLA program.
 - a. An Associate member has voting rights and may hold office
 - b. An Associate receives newsletters
 - c. An Associate may be a part of appropriate membership function
- d) Coaches are MLIMLA members who hold recognized coaching certificates in one or more shooting disciplines and who coach MLIMLA members
 - a. Coaches receive newsletters
 - b. Coaches may be eligible for updating and training support subject to Board approval.
 - c. Coaches are included in appropriate membership functions
 - d. Coaches may receive compensation for expenses for services rendered
- e) Officials perform such functions as Range Officers and Scorers
 - a. Officials are eligible for training, updating and upgrading

- b. Officials may receive compensation for expenses and services rendered
- c. Officials may be a part of appropriate membership functions
- f) Volunteer is an individual who assists in the deliverance and functioning of the MLIMLA program.
 - a. Volunteers may be eligible for training or updating
 - b. Volunteers may be a part of appropriate membership functions

The Benefits of Membership are:

- a) Newsletters
- b) Qualified team members may receive a discount on supplies
- c) Availability of professional coaching
- d) Opportunities for: a) competitions, b) membership in the National and International Team
- e) Qualified team members are eligible for reimbursement for travel and accommodation. Reimbursement is as and when available but may not exceed 80%
- f) Liability Insurance
- g) Each member and associate member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. A member in good standing is a member who has paid his/her dues by April 1st of the current year and who has reached the age of eighteen (18) on or before that date.
- h) Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or sum levied or which became payable by him/her to the corporation prior to the acceptance of his/her resignation.
- i) Each new member shall within 30 days be informed by the secretary of his/her admission as a member.

R16 Discipline:

Where the actions of a member are, or are deemed to be, not in the best interest of the MLIMLA, or of its' members and in violation of Risk Management Policies, the Board of Directors by majority vote may;

- a) Suspend the membership of the individual for a period not to exceed 60 days.
- b) Remove the membership of the individual.

Appeal:

- a) The member may appeal the revocation of membership to the general membership in writing to be received by the secretary within thirty (30) days of the date of revocation.
- b) The secretary shall within a further 60 days from receiving the notice of appeal constitute, if necessary, a special general meeting for the purpose of hearing the appeal.

Dues:

- R17. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by a majority vote of the board of directors which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable to them and, if any, are not paid within thirty (30) days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members upon payment of all unpaid dues or fees be reinstated by majority vote of the board of directors. Any new memberships shall be approved by a majority vote of the board of directors.

Annual and Other Meetings of Members

- R18. The annual or other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every Annual meeting, in addition to any other business that maybe transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors be elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed . The Members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President shall have power to call at any time a general meeting of the members of the Corporation. No public notice or advertisement of members meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by electronic means, ten (10) days before the time fixed for the holding of such meeting provided that any meetings of members may be held at any time and place without such notice if all members of the Corporation are present thereat and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

Error or Omission in Notice

- R19. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member 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, by electronic means within ten (10) days to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his/her last address recorded on the books of the Corporation.

Adjournments

- R20. Any meeting of the Corporation or of the directors may be adjourned at any time and from time to time as such business may be transacted at such adjourned meeting 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.

Quorum of Members

- R21. A quorum for the opening of any general meeting of members shall consist of not less than forty percent (40%) of the members in good standing present in person. No further business may be transacted at any general meeting if fewer than sixty percent (60%) of those members in good standing present at the beginning of the meeting remain.

Voting of Members

- R22. Subject to the provisions, if any, contained in the Letters Patent of the Corporation each member of the Corporation shall, at all meetings of members, be entitled to one vote. No member shall be entitled to vote at meetings of the Corporation unless he/she has paid all dues or fees, if any, then payable by him/her.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman 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 without proof of the number or proportion of the votes accorded in favour of or against such resolution. 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 the members present in person and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll the Chairman shall be entitled to a second or casting vote.

Financial Year

- R23. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the thirty first (31st) day of March in each year.

Cheques etc.

- R24. All cheques, bills of exchange 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, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation. or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all bank's forms or settlement of balances and releases or verification slips.

Deposit of Securities for Safekeeping

- R25. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to special instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the direction of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- R26. Communications:
As of January 1, 2015 all communication with members shall be by electronic means.
- R27. Notice
Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her recorded address by means of electronic transmission or recorded communication. A notice so delivered shall be considered to have been received.
- R28. Interpretation
In these by-laws and in all other by-laws of the Corporation hereafter passed 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 visa versa and references to persons shall include firms and corporations.
- R29. Dispersement of Assets:
Should the MLIMLA be disbanded any remaining moneys shall be donated to a charity/charities to be determined by the MLIMLA executive.
- R30. Accountability:
The Maple Leaf International Muzzle Loading Association recognizes and is accountable to the Ontario Council of Shooters with respect to the Ministry of Tourism, Culture and Sport's requirements for the Sport Recognition Policy and any funding initiatives the Ministry offers. And be it known that where the MLIMLA does not have the required policy/policies we will adhere to those of the Ontario Council of Shooters.