

LE CLUB ALOUETTE MEADOWS INC. STATUTES AND REGULATIONS Version of January 27, 2022

Notice: The use of the masculine to designate person has the sole purpose of lightening the text and identifies individual of both sexes without discrimination.

1. GENERAL INFORMATION

1.1 Definitions

- The word CLUB means the corporation made up of its members.
- The word MEADOWS stands for The Meadows Condominium Association, Inc.
- The word MEMBER means any person who has been admitted as a member of the Club. As such, she will enjoy all the privileges of the Club.

1.2 Repeal of previous regulations

All regulations adopted since the formation of the Club on January 31, 1978, are repealed, and replaced by the following provisions.

1.3 Corporate name

The corporate name is CLUB ALOUETTE MEADOWS INC. hereinafter referred to as "Club".

1.4 Registered office

The Club's head office is located at 377 S.W. 56th Avenue, Margate, Florida 33068.

1.5 Status

The Club is a non-profit corporation whose main objective is to organize social and sport activities for the Club Alouette Meadows Inc. members.

2. MEMBERS

2.1 Resident members

Any owner or tenant, residing 3 months or more at the Meadows.

2.2 Non-residents members

All non-resident owners can also join the Club.

2.3 Membership

To join the Club, the member must comply with the Club regulations and pay the annual membership fee by January 31 of each year. The annual membership is determined by the board of directors.

3. ASSEMBLY OF MEMBERS

3.1 Annual General Meeting

3.1.1 Date and location

The annual general meeting of members is held at the registered office of the Club, or at any other location chosen by the board of directors, on the third (3rd) Tuesday of the month of March of each year unless changed by the Club's Board of Directors.

3.1.2 Agenda

The agenda should include the following points:

- Verification of attendance, validation of the quorum, opening of the meeting
- Reading and approval of the minutes of the previous meeting
- Revision of the statutes and regulations
- President's report
- Reading and adoption of the Treasurer's report
- Committee reports
- Correspondence received and sent
- Questions and suggestions from the members
- Election of directors

3.1.3 Notice of meeting

The annual general meeting is called by means of a written notice posted on the bulletin boards of the recreation center and of each of the nine (9) buildings at least three (3) days before the date of the meeting.

3.1.4 Attendance

The number of people present at a meeting must be counted before the start of the meeting and this total must be noted in the minutes.

3.1.5 Quorum

The presence of fifteen (15) members in good standing of the Club is required to obtain a quorum at meetings.

3.1.6 Voting

The vote is taken by a show of hands with a majority of votes unless, on a majority proposal adopted by the members in good standing, the assembly decides on another voting method. In the event of a tie, the proposal will be deemed to have been rejected. Each member is entitled to only one vote. Proxy votes are not valid. However, it is the rule that, for the election of directors, the vote is by secret ballot.

3.2 Extraordinary meeting

The Board of Directors may call a special meeting of members by resolution. It must also respond to a written request signed by at least five (5) members. The request must specify the purpose of the meeting and the meeting must be called within a maximum period of thirty (30) days. In both cases, the notice of meeting must indicate the purpose of the meeting and the deliberations are restricted to the content of the notice.

Paragraphs 3.1.3, 3.1.4, 3.1.5 and 3.1.6 apply during extraordinary meetings.

4. BOARD OF DIRECTORS

4.1 Composition

There are seven (7) directors. Their mandate is for a period of two (2) years starting at the first meeting of the Club's board of directors following the annual general meeting. To ensure continuity in management, they end their function alternately at the rate of four (4) during even years and three (3) during odd years.

Outgoing directors retain their respective posts until the end of the calendar of activities for the current year and they may be re-elected provided they continue to meet the eligibility conditions.

4.2 Meetings

The board shall hold meetings as often as the chairman or two (2) other directors jointly deem necessary. Meetings are called in writing or by telephone one (1) clear day in advance, unless waived by all members of the board. This invitation is made by the secretary.

The agenda may be prepared in writing and sent to the directors before the meeting is held or it may be communicated verbally.

The fact that a notice communicated by telephone or otherwise has not been received by a director is not sufficient to invalidate the meeting held and the decisions adopted during that meeting.

4.3 Quorum and method of voting

The quorum is established by a simple majority of the directors in office for the holding of the meetings of the board of directors. A quorum must be maintained for the duration of the meetings.

Decisions are taken by a simple majority of votes and by a show of hands unless an administrator requires a secret ballot.

In the event of a tie, the chairman will have the right to request a second vote or to cast his deciding vote.

4.4 Vacancy

The post of a director becomes vacant following his death, his written resignation or if he ceases to be a member of the Club.

The Board may declare vacant the position of a director who, without a valid reason in the eyes of the Board, is absent from three (3) consecutive meetings within the period from November 1 to March 31 of each year.

The board may then fill this vacancy by appointing by majority decision a new director who will remain in office for the remainder of the term of his predecessor. The directors remaining in office may however continue to act despite the vacancy (s) provided that a quorum remains.

5. Power of Board of Directors

5.1 Statement of principles

The Board of Directors manages all the affairs of the Club and consequently takes all administrative decisions. Without limiting the generality of the foregoing and without being limited to the enumeration of the following, Council may, among other things:

- Form committees
- Managing the banking affairs of the Club
- Set the amount of the annual membership fee
- Exercise all the powers granted to the directors of an association.

5.2 Duties and power of directors

5.2.1 The president

The president is the principal administrator of the Club; he exercises control over all its activities and affairs. He presides by right of all the assemblies of the members and the meetings of the board of directors and he is an ex-officio member of all the committees. In the event of a tie, he has a deciding vote.

5.2.2 The vice-president

The vice-president assists the president and, in his absence, exercises all his powers and all his attributions as well as he assumes all his obligations, including the privilege of the casting vote.

5.2.3 The secretary

The secretary has custody of the registers and all documents. He acts ex officio as secretary at the meetings of the members and at the meetings of the board of directors. He is responsible for preparing notices of meetings of members and meetings of the board of directors. He takes care of the Club's correspondence. He is the historian and keeper of the Club's archives. If he is absent, he may be replaced by any other person designated by the president.

5.2.4 The treasurer

The treasurer is responsible for overseeing the financial administration of the Club. He performs the keeping of accounting books, the preparation of financial statements and reports required by the board of directors. He submits the financial reports that are requested of him at the meetings of the members and at the meetings of the board of directors.

5.2.5 The directors

The directors must perform all the tasks necessary for the proper functioning of the Club that may be assigned to them by the president or the board of directors.

5.2.6 The past president

The outgoing president who has completed a term of at least two (2) years as a director may continue to serve on the Club's board of directors for another year; he acts as a resource person and advisor with the right to speak but without the right to vote.

6. ELECTION PROCEDURES

6.1 Election of the board of directors

The directors are elected at the annual general meeting of members.

6.2 Choice of election officers

The president of the Club chooses amongst the members in good standing a president, and if necessary, a secretary and at least one scrutineer at the latest two (2) weeks preceding the annual general assembly.

6.3 Eligibility and nomination

Any member in good standing residing in the "Meadows" for at least-four months for the period from November 1st to March 31th is eligible as director who has given written acceptance of his nomination, seconded by two (2) members in good standing. The returning officer is the custodian of the nomination papers.

The election period lasts the two (2) weeks preceding the annual general assembly and ends at 12 noon the day before the general assembly. If the number of applications received does not exceed the number of positions to be filled, the duly proposed and seconded applications may be accepted.

The returning officer declares the candidate (s) elected, without voting, if the number of nominations does not exceed the number of positions to be filled.

6.4 Voting

The returning officer calls the vote if the number of nominations exceeds the number of positions to be filled.

The vote is taken by secret ballot by means of ballots initialed by the election clerk and distributed to members in good standing by the scrutineer.

6.5 Counting of the poll

The election secretary, assisted by the scrutineer (s), counts the ballot by verifying the authenticity of the ballots collected by the scrutineers and comparing their number with the number of ballots distributed. To be accepted, a ballot must not have more votes than the number of positions to be filled.

The ballots are then given to the returning officer with the result of the count.

In the event of a tie between the candidates, the returning officer requests a new ballot to decide between the candidates who are tied.

At the request of one (1) candidate or at least five (5) members in good standing, the secretary must immediately recount the votes. The result of this recount is final.

The returning officer then declares elected those of the candidates having obtained the greatest number of votes.

6.6 Secret of the poll

The details of the results of the ballot cannot be revealed except at the express request of the majority of the assembly and the ballots are subsequently destroyed by the election secretary.

6.7 Election of directors

The returning officer invites the seven (7) members composing the new board of directors to withdraw with him in order to proceed to the election of the "officers", namely the president, the vice-president, the secretary and Treasurer.

To appoint the officers, a person interested in a position presents himself. At this stage, you do not need a second person to nominate or second the nominate. If there is more than one person interested in a position, the seven members proceed to a vote. The vote is taken by secret ballot and successive until a majority of votes cast is obtained for each holder to be elected. If there is a tie between two or more candidates, the vote is resumed by eliminating the candidate with the fewest votes.

The new "officers" having been elected; the returning officer presents them to the assembly. Their mandate is for a period of one (1) year, but it is renewable.

The returning officer invites the new club president to address the assembly.

7. THE COMMITTEES

7.1 Formation of committees

The Board of Directors, when it deems appropriate to do so, may form one or more committees, establish their responsibilities, and appoint its chairman; he can also dissolve them when he considers that they no longer required.

7.2 Role of committee

The role of the committees is to ensure the smooth running of the Club's activities and to present a report to the board of directors setting out the results, findings and recommendations.

7.3 Suggested committees

Here are some examples of the committees that can be formed:

- Sport committees (Bocce, tennis, etc.)
- Social committees (Thursday dinner, chairs etc.)
- Ad hoc committees (golf, decoration, etc.)

8. FINANCIAL PROVISIONS

8.1 Financial year

The Club's financial year begins on the 1st day of April and ends on the 31st day of March of the following year.

8.2 Verification

The books and financial statements of the Club will be audited annually, as soon as possible after the expiration of each fiscal year, by an external auditor appointed for this purpose by the board of directors.

8.3 Bank items

Checks issued by the Club be signed by two (2) of the following three (3) directors: the president, the vice-president, and the treasurer

Whenever possible, the treasurer should always be one of the signatories of the checks.

8.4 Contracts

Contracts and other documents requiring the signature of the Club will be pre-approved by the Boards of Directors, and upon such approval, will be signed by the president or vice-president and by the treasurer.

The board of directors may at no time commit the Club for an amount of more than six thousand dollars (\$ 6,000) for the same activity or purchase without having previously obtained the approval of the general assembly and, except exception, for the payment of meals to a caterer during a Club activity, which amount could go up to ten thousand dollars (\$ 10,000).

9. AMENDMENTS TO THE STATUTES AND REGULATIONS

The statutes and regulations of the Club can only be abrogated or modified at the Annual General Meeting.

The presence of fifty (50) members in good standing of the Club is required to modify the statutes and regulations and the adoption of the modification will require a favorable vote of two thirds (2/3) of the members present.

These statutes and regulations were first adopted at the annual general meeting of February 22, 1996, and amended at the annual general meetings of March 16, 1999, March 21, 2000, March 16, 2004, March 21, 2006, March 20, 2007, March 15, 2016, and January 27, 2022

Revised in Margate, Florida, January 27, 2022.

Danielle Sonier
Secretary

Denis Légaré
President