

**THE TRANSCANADA SOCIAL CLUB**  
**CONSTITUTION AND BY-LAWS**  
**(as amended April 15<sup>th</sup> , 2005)**



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# **THE TRANSCANADA SOCIAL CLUB CONSTITUTION AND BY-LAWS**

## **ARTICLE I - NAME AND ORGANIZATION**

- (1) The name of the Club shall be "TransCanada Social Club" (hereinafter called "the Club").
- (2) The Club President or representative will serve as liaison for the Club with management of the Company.
- (4) With effect from the adoption of the Constitution, the TransCanada Social Club of Calgary shall be incorporated as a Branch of the TransCanada Social Club and the representative of each Branch thus constituted shall form the first Club Executive.
- (5) It shall be the duty of the Club Executive to assist in the organization of additional Branches of the Club. When such organization shall have been completed applications shall be made to the Club Executive for establishment of additional Branches of the Club. Such applications shall be granted, provided that the organization of each Branch and its membership dues conform to guidelines stated within Constitution of the Club.
- (6) the preferred name of each Branch shall have the words "TransCanada Social Club contained in it. . Branches may continue to retain their current names. New Branches are requested to follow the naming convention (e.g. TransCanada Social Club-Hondo or Valleyview TransCanada Social Club).
- (7) Each Branch shall appoint and be governed by a Committee of Executive Officers (as hereinafter described in Article V).

## **ARTICLE II - OBJECTIVES**

The objectives of the Club shall be:

- a) to organize and direct social, recreational and cultural activities for the members;
- b) to purchase, acquire, manage and supervise the property and funds of the Club.

### **ARTICLE III - MEMBERSHIP**

- (1) The Club shall be comprised of employees and retirees of TransCanada PipeLines Limited or any of its subsidiary or affiliated companies (collectively, the "Company") at various offices or other locations where the Company carries on business who have organized and have been accepted as duly constituted Branches. Contractors may join the Club by paying member dues in the amount of \$50.00 for 6 months of membership.
- (2) Membership will become effective upon the completion of the Membership Form authorizing payroll deductions of membership dues. Retirees may join by completing a Retiree Registration Form (referred to Article III (7) below).
- (3) Any member may withdraw from the Club at any time. Membership automatically expires on cessation of employment or contract employment with the Company or on the member completing the Cancellation of Membership Form. If the member withdraws their membership and continues to be employed by the Company, they will not be eligible to rejoin the Club for a period of one year
- (4) A decision to expel a member must be by unanimous vote of all the members of the Club Executive and may be for any reason that the Club Executive at its discretion deems sufficient. Any such member will, however, be given an opportunity to state their case before a decision is rendered by the Club Executive. If the member in question is also an Officer of the Club, the remaining members of the Club Executive shall constitute the complete Executive for voting purposes. Following expulsion of a member, his/her payroll deduction for membership dues shall automatically cease. In the case of the expulsion of a retiree or contractor member, their membership will be terminated without refund.
- (5) Any employee member or retiree member may be Club Executive.
- (6) The Club Executive in its discretion may elect Honorary Members and members so elected shall be entitled to all privileges of membership, and shall not be required to pay any dues.
- (7) A retiree of the Company may be a member of the Club under the following circumstances:
  - a) If a retiree had 25 years of service at the time of their retirement (retirement being defined as having retired from the Company and benefits eligible) they are eligible for a lifetime membership in the Club at no cost. The Company pays the annual dues and the company match.
  - b) If the retiree did not retire (retirement being defined as having retired from the Company and benefits eligible) with 25 years of

service, they may join the Club at a cost of \$42.00/per year. The Company pays the company match.

- c) Employees who have been terminated, severed or laid off are not eligible to be members in the Club.
- (8) Members on maternity leave may remain members of the Club provided they have filled in the appropriate form, including expected date of return, and submitted same to the Social Club in advance of their maternity leave.

#### **ARTICLE IV - MEMBERSHIP DUES**

- (1) Membership dues shall be the same for each and every Branch and shall be established or changed only by a two-thirds majority vote of the Club Executive.
- (2) Membership dues are payable to the Branch of the Club in which the member is enrolled and the disbursement of Branch funds shall be exclusively controlled by the Branch Executive and membership of each Branch.

#### **ARTICLE V - BRANCH EXECUTIVE**

- (1) The affairs of each Branch of the Club shall be directed by a Branch Executive consisting of no less than three nor more than six of the following Officers:
  - a) President;
  - b) First Vice-President;
  - c) Second Vice-President;
  - d) Secretary;
  - e) Treasurer; and
  - f) Retiree Liaisonand members at large.  
  
(collectively, the "Branch Executive").
- (2) Any member in good standing shall be eligible for nomination as an Officer or Representative of a Branch.
- (3) The Immediate Past President of each Branch shall be an ex-officio member of the Branch Executive, without voting power.

- (4) When an Officer resigns or ceases to be a member of the Branch, the remaining Officers shall appoint a substitute for the remainder of their term. The Branch Executive may review an officer's position if they are absent from three consecutive meetings without just cause.
- (5) The term of office of the President, Secretary and Treasurer shall be from the Annual Meeting of the Branch when elected to the next Annual Meeting. The term of office for the First Vice-President, Second Vice-President and Retiree Liaison shall be for two years. Each Officer shall be eligible for re-election but shall not serve more than four years in the same office.
- (6) The administration of Club policy, as determined by the Members, is the sole responsibility of the Club Executive, always providing that such policy is consistent with the Constitution of the Club.
- (7) The Branch Executive may appoint and dissolve Committees.

#### **ARTICLE VI - DUTIES OF BRANCH OFFICERS**

- (1) The President shall preside at all Executive Meetings and General Meetings, and shall perform all duties incidental to his/her office, including:
  - a) being a member of all Committees and casting a deciding vote in the event of a tie;
  - b) signing, with another executive member on behalf of the Club all contracts and agreements etc.; and
  - c) the President shall be responsible for maintaining the Constitution and shall exercise supervision over all other Officers in the discharge of their duties.
- (2) The First Vice-President shall act in the absence of the President and perform the duties of that office. Their primary responsibility in conjunction with the social events of the Club.
- (3) The Second Vice-President shall, in the absence of both the President and the First Vice-President, be Chairman of Executive Meetings and General Meetings and attend Committee Meetings. Their primary responsibility in conjunction with the First Vice-President shall be the administration of the recreational activities of the Club.
- (4) The Secretary shall be responsible for keeping the Minutes of all Executive Meetings, General Meetings and attending to all Club correspondence and records. The Secretary shall be responsible for issuing Notices of all Executive Meetings and General Meetings. The Secretary shall, with the President, sign on behalf of the Club all contracts and agreements etc.

- (5) The Treasurer or alternate representative shall account for all receipts and disbursements of the Club funds and maintain the Club funds in an account in its name at a lawful financial institution. Any two of the clubs officers are authorized to sign cheques and other banking documents on behalf of the Club. The Treasurer shall prepare such financial statements as are deemed necessary to report the financial position of the Club at the end of the Club fiscal year.
- (6) The Retiree Liaison or alternate representative shall represent the interests of retiree members in recreational and social activities.
- (7) The Club Year shall end every March 31st.

### **ARTICLE VII - BRANCH MEETINGS**

- (1) Meetings of the Branch Executive can be called by the President or in his/her absence by the First Vice-President.
- (2) The Annual Meeting of each Branch shall be held not later than the end of April in each year, and a written Notice stating the items of business to be discussed shall be given to each member at least one week in advance of the meeting date. At the Annual Meeting, an Annual Report shall be presented and matters of general business concerning the Branch and the Club shall be discussed. Only members shall be entitled to vote.
- (3) At the Annual Meeting, the suggested order of business shall be as follows:
  - a) Report of the Secretary including reading of Minutes of the last Annual Meeting and of any General Meeting held during the past year;
  - b) Report of the President;
  - c) Report of the First Vice-President;
  - d) Report of the Second Vice-President;
  - e) Report of the Treasurer;
  - f) Report of the Retiree Liaison;
  - g) Report of the Auditors;
  - h) Appointment of Auditors;
  - i) Reports of the Nominating\_Committee Chairmen;
  - j) Other business; and

- k) Installation of newly elected Officers.
- (4) General Meetings may be called by the Branch President, or the President shall call such a meeting upon the written request of 25% of the Branch membership. One week's written notice, setting out the purpose of the meeting shall be given.
- (5) An attendance of at least 10 members or 10% of the membership of each Branch shall constitute a quorum for all Annual Meetings and General Meetings.
- (6) An attendance of at least 60% of the Branch Executive shall constitute a quorum for a meeting of the Branch Executive.

### **ARTICLE VIII - BRANCH NOMINATIONS**

- (1) Any member of a Branch of the Club may be nominated for election as an Officer or Representative of such Branch.
- (2) A Nominating Committee made up of no less than 3 nor more than 5 members of a Branch may be appointed by the Branch Executive, if necessary, to assist in securing nominations. This Committee will appoint its own Chairperson.
- (3) Nominations must be submitted in writing to the Chairperson of the Nominating Committee, if established, or to the Secretary, as the case may be, during the first two weeks of March unless extended by the Branch Executive.
- (4) Each nomination must be sponsored by two members of the Branch, and must be approved by the nominee, in writing.
- (5) At the close of nominations the Chairperson of the Nominating Committee or the Secretary, as the case may be, shall prepare an alphabetical list of the names of the nominees, and shall have these lists posted.

### **ARTICLE IX - BRANCH ELECTIONS**

- (1) Election of the Branch Executive shall be held annually at least two weeks prior to the end of the fiscal year or as extended or revised by the Branch Executive.
- (2) Elections of the Branch Executive shall be by written or electronic ballot.
- (3) Distribution and collection of ballots, counting and tabulating the votes cast and all other duties with regard to the conduct of an election shall be handled by a special Committee appointed by the Branch Executive. This Committee and candidates for office may appoint scrutineers. Such scrutineers shall be members other than candidates or members of the Branch Executive.

- (4) Ballots shall list the names of the nominees for the various offices.
- (5) The candidate for each office receiving the greatest number of votes shall be declared elected to that office.
- (6) The Branch Executive shall appoint a member to act as Chief Returning Officer. In the event of a tie vote for any of the offices of the Branch Executive, the Chief Returning Officer shall cast a deciding ballot but shall not otherwise have a vote.

#### **ARTICLE X - BRANCH AUDIT**

- (1) The Auditors appointed at an Annual General Meeting shall hold office until the next Annual General Meeting. It shall be their duty to examine the books and records of the Branch twice a year and to present a report of their findings at the Annual General Meeting.
- (2) Prior to an Annual General Meeting, each activity group formed within the Branch shall submit a statement of account to their members and to the Branch Treasurer.

#### **ARTICLE XI - CONDUCT OF THE BRANCHES**

- (1) All Branches shall be governed by the provisions of the Constitution. All meetings of the Branches or of activity groups within the Branches shall be governed by the rules of parliamentary procedure.
- (2) Only the Branch Executive or those authorized by the Branch Executive may incur financial or other obligations in the name of the Branch.
- (3) Financial assistance for the Branch may not be solicited from sources outside of the Company.

#### **ARTICLE XII - BRANCH FINANCES**

- (1) At the first Executive Meeting, after the Annual General Meeting, the Branch Executive will propose a budget for the ensuing year.
- (2) The Branches shall be financed by and shall have as their source of revenue:
  - a) All the Membership fees.
  - b) All grants and contributions that may be made by the Company.

- c) All revenues generated by event ticket sales.

### **ARTICLE XIII - CONSTITUTIONAL AMENDMENTS**

- (1) The Constitution may be amended by a majority vote of the Club Executive subject to ratification by a majority vote of a quorum of the membership of the Club.
- (2) The Branch Secretaries must include in the Notice of the any meeting or, Annual General Meeting, any written proposed amendment if it is supported by the signature of 10 members.

### **ARTICLE XIV - JURISDICTION AND REPORTING**

- (1) The Club Executive shall be responsible for supervising the conduct of all Branches.
- (2) Each Branch Executive shall prepare a consolidated Annual Report showing the activities of their Branches and their financial standings. The Annual Report shall be distributed to the members of the Branch.
- (3) Financial Statements and minutes of the Club Executive and of each Branch Executive shall be maintained and available for use and reference by succeeding Club Executive and Branch Executives for a period of at least seven years.