



West Northumberland Curling Club

By-Laws

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1. OBJECTIVES

The establishment and operation of a curling club for the purposes of promoting the sport of curling and providing facilities for curling and such other complementary purposes not inconsistent with these objectives.

2. DEFINITIONS

Club means the West Northumberland Curling Club.

Member shall mean an individual who has paid their annual fees for the season in full.

Season shall mean October 1st to September 30.

Director shall mean any Member that has been elected or appointed by acclamation to the Board.

Board shall mean the Directors collectively.

Officer shall mean the President, the Vice-President, the Secretary or the Treasurer.

OCA shall mean the Ontario Curling Association.

AGM shall mean the Annual General Meeting.

Imported meaning

Words importing the singular number only shall include the plural and vice versa; words importing one gender shall include all genders, unless the context requires otherwise.

3. MEMBERSHIP

a) Classes of Membership

There shall be four (4) classes of membership:

Adult Members: Those individuals who:

- are twenty one (21) years of age or older as of December 31 of the membership year;
- have paid their annual fees in full;
- are listed in the Club's Membership Register

Youth Members: Those individuals who:

- are under twenty-one (21) years of age as of December 31 of the membership year;
- have paid their annual fees in full;
- are listed in the Club's Membership Register

Associate Members: Those individuals who:

- have paid the Associate Member fee in full
- are listed in the Club's Membership Register

Social Members: Those individuals who:

- have paid the Social Member fee in full;
- are listed in the Club's Membership Register

b) Membership Privileges and Exceptions

Adult Members shall have the right:

- to one vote each
- to vote at an AGM or Special Meeting
- to be elected to the Board

Youth Members shall not have the right to vote or the right to sit on the Board.

Adult and Youth Members shall have the right to:

- curl in leagues
- use the Club facilities at a fee decided upon by the Board
- represent the Club at OCA events.
- participate in Club functions.

Associate Members:

- shall not have the right to vote or the right to sit on the Board
- shall not have the right to curl in leagues
- shall not have the right to participate in Club functions
- shall have the right to represent the Club at OCA events

Social Members:

- shall not have the right to vote or the right to sit on the Board
- shall not have the right to curl in leagues
- shall have the right to participate in Club functions

A Member who is in default of payment of fees by more than thirty (30) days, as of October 1st, shall not be entitled to any of the privileges or benefits of membership.

Membership shall not be assignable or transferable.

c) Membership Fees

The Board shall set membership fees for the various categories of membership. All fees are due and payable at the time of registration.

A Member who resigns, or requests a change of membership classification will remain liable for payment of all outstanding fees applicable to the Member's classification. Termination of membership does not entitle the Member to a refund or remission of fees or other sums levied prior to termination of membership. However, such refunds may be made at the discretion of the Board.

d) Suspension and Termination of Membership

The membership of any Member may be suspended for any period of time or may be terminated by a vote of two-thirds of the votes cast at a meeting of Directors provided that the Member is offered the opportunity to attend the Board meeting and defend against suspension or termination.

Suspension or termination of membership is at the sole discretion of the Board on any of the following grounds:

- (a) Breach of or non-compliance with Club rules established by the Directors.
- (b) Breach of or non-compliance with any contractual obligation with the Club; or
- (c) Any other act which is contrary to the interests of the Club.

e) Membership Limitations

The maximum number of Members in each class of membership shall be at the discretion of the Board and subject to availability of resources.

f) Priority in Selection of Members

In the event that a waiting list is required for any league or the membership of the Club having reached the maximum number determined by the Board, a list shall be compiled in the order in which further applications for membership are received. When a vacancy in membership occurs, that vacancy shall be filled under the direction of the Registrar. Priority consideration shall be given to applicants for full membership, spouses/partners of Members, children of Members, former Members and others in that ranking and in order of receipt of application.

g) Indemnity Agreement

Each Member shall agree to a waiver as part of his/her application for membership in the Club absolving the Club of any responsibility as stated:

In consideration of acceptance of this registration by West Northumberland Curling Club ("the Club"), I HEREBY RELEASE, WAIVE AND FOREVER DISCHARGE the Club and each of its members, officers and employees FROM ANY AND ALL claims, demands, damages, costs, expenses, actions and cause of action, whether in law or equity in respect of death, injury, loss or damage to myself or property, arising or to arise by reason of my participation in the West Northumberland Curling Club, that has not been contributed to or occasioned by any negligent act, by omission or commission, of any of the aforesaid.

4. MEETINGS OF MEMBERS

a) Notice of Meeting

Notice of the date, time and place of any Annual General Meeting shall be posted on the Club's website and shall also be sent by electronic mail to every Member of the Club not less than sixty (60) days in advance of the meeting when a position on the Board of Directors is open. A draft copy of the agenda will be sent along with the notice of meeting and shall include: financial report, and budget (unless a separate financial meeting is planned), directors reports, and proposed By-Law amendments, and nominations for directors.

Notice of a Special Meeting of Members at which special business is to be transacted shall be posted on the Club's website and shall also be sent by electronic mail to every Member of the Club not less than ten (10) days in advance of the meeting and shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any resolution or By-law to be submitted to the meeting. Notice of a meeting of Members must remind Members that they have the right to vote by proxy.

Accidental omission to send notice to – or the non-receipt of the notice of a meeting by – any Member or any error in the notice not affecting the substance thereof shall not invalidate the proceedings at any meeting.

b) Quorum

A minimum of fifty (50) Adult Members of the Club present in person or by proxy shall constitute a quorum for an AGM or Special Meeting. No business shall be transacted at any meeting unless said quorum is present.

c) Voting

Adult Members present at the meeting shall be entitled to one vote on all matters. Unless stipulated otherwise in these By-Laws, a motion shall pass if it receives a simple majority of votes in its favour. In case of a tie vote, the motion shall be defeated.

Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders, who need not be Members, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

Voting may be by a show of hands or by secret ballot. Special provisions may be made for electronic voting at the discretion of the board.

d) Annual General Meetings

The Annual General Meeting must be held at least once a year and not more than 15 months after the preceding AGM.

At this meeting, such business, as required by law, shall be transacted together with any other business, which shall be properly brought before the Membership in accordance with this By-Law. The agenda shall include: financial report, and budget (unless a separate financial meeting is planned), directors reports, and proposed By-Law amendments, and nominations for directors.

Any Member wishing to add an item to the agenda of the Annual General Meeting must submit the request to the Board Secretary at least twenty one (21) days prior to the meeting, or by making a motion to amend the agenda. Should the Board decide not to include the item to the agenda it will notify the member within 10 days after receiving the proposal of its intention to omit it from the meeting reasons why.

A call for nominations will go out to the general membership thirty (30) days prior to the date of the AGM. The call will go out in the form of an email and will include a nomination form that will have the nominees name, the nominator and seconder and will indicate the acceptance of the nomination by the nominee.

e) Special Meetings

A Special Meeting may be called by the Board to resolve any issue, or may be called at the request of fifty (50) Adult Members who shall so request by a single letter, signed by all of the said Members and delivered to the Board Secretary at least thirty (30) days prior to the meeting requested by the Adult Members.

Any motion to be put forth at a Special Meeting must be presented to the Board at least thirty (30) days prior to the meeting.

Only the items of business for which the Special Meeting was called shall be dealt with at that meeting or any adjournment thereof.

5. CLUB GOVERNANCE

a) Board of Directors

The Club shall be managed by a Board of Directors. The Board shall individually and collectively have responsibility and accountability for managing the Club in furtherance of its objectives.

b) Powers of the Board

The Board shall, subject to these By-laws and any rule determined by the membership in a general meeting, administer the affairs of the Club and generally exercise all such other powers and do all such other acts and things as the Club is, by its Letters Patent or otherwise, authorized to exercise and do. Subject to the restrictions stated in the Club's Letters Patent, such powers include but are not limited to the Power to Accumulate, the Power to Invest, the Power to Solicit Donations and Grants, the Power to Receive Real Property, the Power to Hold and Dispose of Real Property, the Power to Sue and Compromise Claims, The Power to Issue Cheques, the Power to Publicize.

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment or engagement and amended from time to time.

No act of the Board of Directors shall be invalidated subsequently by a rule made in an AGM or Special Meeting or by change to the By-laws, if that prior act was valid at the time it was made.

c) Authority for Expenditures

The Board shall have the power to make and authorize expenditures on behalf of the Club within the parameters outlined herein for the purpose of furthering the objectives of the Club.

d) Membership Approval of Capital Expenditures

Unless otherwise approved by two-thirds majority of attending Members present at a Special Meeting called for such a purpose, the Board shall not make capital expenditures in excess of the Capital Plan presented and approved at the Annual General Meeting in the aggregate of any one fiscal year, or enter into any agreement to dispose of any interest in land or buildings owned by the Club. For these purposes, "capital expenditures" shall mean any expenditure which would not be considered an operating expenditure or a period cost under generally accepted accounting principles. Should a quorum of the Board unanimously find that it is imperative to make a capital expenditure in excess of \$10,000 in a fiscal year, that a failure to do so would impair the assets or business activities of the Club, and in the event that due to the circumstances it is impractical to convene a meeting of the membership to approve the expenditures, the Board shall:

- take the necessary action to correct the impairment by making the expenditure; and
- Call a meeting of the Members as soon as possible to inform the Members of the expenditure and to provide the amount of the expenditure and the circumstances on why the decision to move forward without Member direction was required.

e) Borrowing Power

Following approval of a Business Plan at a Special or Annual General Meeting, the Board may from time to time:

- borrow money on the credit of the Club;
- issue, sell, or pledge debt obligations (including bonds, debentures, notes, or other liabilities whether secured or unsecured) of the Club; and
- charge, mortgage, pledge all or any of the currently owned, or subsequently acquired real or personal, movable or immovable property of the Club including book debts to secure any such debt obligations or any money borrowed, or any other obligation or liability of the Club.

The Board shall not encumber the Club by means of capital leases, mortgages, or other financial arrangements, in excess of \$50,000 total commitment without first having the approval of a two-thirds majority of voting Members present at a meeting called for such purpose.

f) Qualifications of Directors

Each Director must be a fully paid up Adult Member of the Club, eligible to vote and eligible to hold office, at the time of such person's nomination for election and for the duration of their Term of Office.

g) Nomination of Candidates for Directorships

Nomination of candidates for directorship may be made by any Adult Member. Such nomination shall be in writing to the Secretary at any time throughout the season. A call for nominations will go out not less than thirty (3) days in advance of the AGM or Special Meeting called to elect Directors.

For a nomination to be accepted:

- (i) the nomination must be seconded by another Member in good standing;
- (ii) the candidate must meet the Qualifications of Directors, and
- (iii) the candidate must indicate his or her willingness to stand.

h) Election of Directors and Terms of Office

The Directors shall be elected by the members.

There shall be nine (9) voting Directors. The Board shall consist of a President, Vice President, Secretary, Treasurer, five Directors at large. In addition, the Past President is an ex-officio member of the Board, who serves for one (1) year, with the option for a second year. Past President does not have voting privileges. With respect to the terms of office, a year is defined from one AGM to the succeeding AGM. Directors are elected for two (2) year term of office. A Director may serve for a limit of three (3) consecutive terms. After serving three (3) consecutive terms of office, a Board member shall not seek or hold a position of Director for a period of two (2) years.

Election of Directors shall be by secret ballot.

Should a candidate run un-opposed, they shall be acclaimed.

At the first Board Meeting following the AGM, The Directors shall be nominated to and hold the following offices: President, Vice-President, Secretary, and Treasurer. The remaining Directors will be at large, with responsibilities to be defined at a Board meeting subsequent to election.

If a meeting of the Adult Members fails to elect the number or the minimum number of Directors required by the By-laws, the Directors elected at that meeting may exercise all the powers of the Directors if the number of Directors so elected constitutes a quorum.

i) Duties of Directors

Unless otherwise specified by the Board, which may modify, restrict or supplement such duties and powers, the offices of the Club shall have the following duties and powers:

President – shall hold the office of Chair and when present, preside at all meetings of the Board and shall, subject to the authority of the Board, have general charge and supervision over any agents or staff employed by the Board. The President shall act as spokesperson for the Club. The President shall perform all other duties incumbent on the office and such other duties as the Board may assign.

Vice President – shall assist the President in any capacities assigned when required. The Vice-President shall also, in the event of absence, assume the role and position of the President.

Secretary – shall record or arrange to have recorded the minutes of all Board, Committee or AGM or Special Meetings. The Secretary shall have general charge over all minute books, official records, correspondence and documents of the Club and ensure their accuracy and safekeeping. The Secretary shall give all notices required to be sent to Directors and Members and be responsible for the timely filing of all documents required by the Corporations Act and regulatory agencies. The Secretary shall perform all other duties incumbent on the office and such other duties as the Board may assign. The Secretary shall also be the designate representative for the OCA or as the Board may alternatively assign.

Treasurer – shall have the care and custody of all funds and securities of the Club and ensure their deposit in the name of the Club in such chartered bank or trust company as the Board may designate. The Treasurer shall be responsible for all financial record-keeping, whether or not delegated, and shall ensure the performance of the same in a timely manner, as well as adherence to such financial control policies as the Board shall have approved. The Treasurer shall be responsible for the preparation of all required financial statements and reports and perform all other duties incumbent on the office and such other duties as the Board may assign.

Past President – shall assist the Board. The Past-President shall not have voting rights.

j) Remuneration

The Directors shall serve as such without remuneration in their capacity as Director, nor shall he/she directly or indirectly receive any profit from his/her position as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties. Notwithstanding the above, a Director, may receive reasonable remuneration and expenses for any services that he or she performs in any capacity, as approved by the Board.

k) Committees

The Board may delegate any of its powers, except the power to delegate, to a committee consisting of at least one Director. A committee so formed shall in the exercise of the powers so delegated conform to any rules imposed by the Board. The Board may appoint such committees and delegate such authority as it deems advisable from time to time. A Director or such other Member as the Board prescribes shall be designated as Chairperson of a Committee and shall be responsible to the Board for the activities of the Committee. Business transacted at all meetings of any Committee and any recommendations made by the Committee shall be duly recorded by the Committee and forthwith reported to the Board by the Committee Chair or designate

l) Vacancies

The office of a Director shall be vacated immediately:

- a) A Director may resign at any time by notice to the Secretary or President.
- b) A Director shall be deemed to have automatically resigned if he or she no longer continues to meet the qualification requirements as set out in Qualifications of Directors, which is in the sole discretion of the Board to determine.
- c) if the Director dies;
- d) if the Director becomes bankrupt;
- e) d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- f) The Adult Members of the Club may, by resolution passed by at least two-thirds of the votes cast at an AGM or Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office and may, by a majority of the votes cast at that meeting elect any person in ~~his~~ their stead for the remainder of his term.
- g) A Director may be removed by a majority decision of the Board in the event that the Director is absent from three consecutive Board meetings or is absent from fifty percent

(50%) of Board meetings in any twelve (12) month period, without providing an explanation satisfactory to the Board, which is in the sole discretion of the Board to determine.

m) Filling Vacancies

A vacancy on the Board will be filled as follows:

- a. A quorum of Directors may fill a vacancy among the Directors;
- b. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- c. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office until the next AGM. After that, the appointee shall be eligible to be elected as a Director.

n) Conflicts of Interest

Any Director who has – or believes he or she may have – any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Club shall declare their interest therein to their fellow Directors in a timely manner and no later than the next Board meeting. The Board shall request any Director who has declared such interest to absent himself or herself during any discussion of or any vote upon the matter (including any discussion regarding any such request), with such request being recorded in the minutes.

o) Protection of Directors and Officers

No Director of the Club shall be liable for the acts, neglect or default of any other Director or for joining in any act 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 tortious act of any persons with whom any of the moneys, securities or effects of the Club shall be deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss, damage or misfortune whatsoever shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through their own dishonest or fraudulent act or acts.

Every Director of the Club 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 Club from and against:

- a) All costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of duties of their office.
- b) All other costs, charges and expenses which they properly sustains or incurs in or about or in relation to the affairs thereof; except for dishonest or fraudulent act or acts.

The Club may purchase or acquire liability insurance for the benefit of any Director, except insurance against a liability cost, charge or expense of the Director incurred by or arising out of the Director's dishonesty, wilful neglect or default.

6. MEETINGS OF DIRECTORS

a) Frequency

The Directors shall meet at such frequency as they deem appropriate but not less than four (4) times per year.

The President or any two (2) members of the Board may call a meeting of the Board at any time.

b) Notice of Meetings

Notice of every meeting shall be sent by e-mail, telephone or in person to each Director not less than two (2) days before the time when the meeting is to be held. No notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

c) Entitlement to Attend

Members other than Directors shall only be entitled to attend a Board meeting when invited to do so by the Board in order to address specific issues and then only for that time that the issues are being discussed.

d) Chairing of Meetings

The President or the Officer representing the President shall chair the meeting.

e) Quorum

A simple majority of the Directors then in office shall form a quorum.

f) Voting

All matters shall be decided by a simple majority. In the event of a tied vote, the motion

shall be defeated. Voting shall be conducted by secret ballot only if so requested by a Director and the reason for a secret ballot must be specified.

g) Minutes

Minutes shall be taken of all meetings of the Board and shall be circulated to each Director subsequently. The minutes shall be approved, with or without amendment, by those present at the meeting and shall constitute the record of the Club's proceedings and shall be admissible in evidence as prima facie proof of the proceedings.

7. FINANCE AND EXECUTION INSTRUMENTS

a) Fiscal Year

The fiscal year of the Club shall terminate on the 31st day of May each year, or on such other date as deemed necessary by the Board.

b) Banking

All banking business of the Club shall be transacted in the name of the Club in such chartered bank or other financial institution as is designated by the Board, and by such person(s) as designated by the Board. The banking shall be transacted in the manner and within the limitations prescribed from time to time by the Board. No Member shall operate, maintain, or receive funds in the name of the Club other than as prescribed above.

c) Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for payables, and all notes and acceptances and bills of exchange shall be signed by two of the three signing authorities as designated signing officers as appointed by the Board from time to time.

d) Execution of Instruments and Signing Officers for the Club

Deeds, mortgages, charges, conveyances, licenses, assignments, contracts, obligations, and any other documents or instruments in writing shall be signed on behalf of the Club by the two of the three designated signing authorities as determined by the Board. ~~All documents must be signed by two (2) signing officers.~~ All such documents and instruments shall be binding upon the Club without any further authorization or formality.

e) Auditor

An Auditor may be appointed annually at the Annual General Meeting. The Auditor shall conduct a review of the books of the Club for reporting to Club members at the Annual General Meeting.

h) Qualification of the Auditor

No Director or employee of the Club, or anyone who is a partner, employer, or employee of any Director or employee of the Club shall be appointed as Auditor.

i) Removal of the Auditor

Members may, by resolution passed by at least two-thirds of the votes cast at a Special Meeting for which notice to pass such a resolution at the meeting was provided to the Members, remove any Auditor before the expiration of the Auditor's term of office, and shall by a majority of the votes cast at such meeting appoint another Auditor to hold office until the next Annual General Meeting.

8. AMENDMENT OF BY-LAWS

Any By-Law or provision thereof may be repealed, amended, or supplemented by a By-Law enacted by a two-thirds majority of votes cast at a Board Meeting duly called and constituted.

A By-Law so enacted by the Board, unless confirmed by two-thirds of votes cast at a Special Meeting called and constituted for the purpose of considering the By-Law, is effective only until the next Annual or Special Meeting of Members unless confirmed thereat. Upon default of confirmation, the By-Law ceases to have effect at the conclusion of the Annual General Meeting. The Members of the Club may at a General Meeting or through electronic voting confirm, reject, amend, or otherwise deal with the said By-Law by a two-thirds majority of the votes cast. The members shall receive the amendments twenty one (21) days via email and they shall be posted on the club website before the Special Meeting or AGM in order for members to review before voting.

9. TERMINATION OF CURLING AND COMING INTO EFFECT

a) Termination of Curling

If, at the sole discretion of the Board, the Club must terminate curling activities more than three months prior to the end of the curling season, Members shall be entitled to a maximum 60% refund of their curling fees for that curling season, the final amounts to be determined after the Club has satisfied all other financial obligations required to conclude the current curling season and, if so planned, continue curling in the next curling season.

Upon the dissolution of the Club and after the payment of all debts and liabilities, the Club's remaining property shall be distributed or disposed of to non-profit organizations that carry on work solely in Ontario and whose objects are beneficial to the community.

b) Coming into Effect

These By-Laws shall come into effect upon the date of approval by at least two-thirds of voting Club Members at a meeting duly called and constituted for such purpose.