

## BC Societies Act #S0009528

### CONSTITUTION

1. The name of the Society is the Comox Valley Curling Club.
2. The purpose of the Society is to:
  - (a) to foster and promote the game of curling;
  - (b) to promote sportsmanship and good fellowship through the spirit of curling;
  - (c) to interest and encourage the participation of all people in the game of curling;
  - (d) to promote competition with other curling clubs;
  - (e) to affiliate with any provincial or national curling association or society or other body deemed appropriate;
  - (f) to provide members and guests, services and facilities for the better enjoyment of the sport of curling.
3. The operations of the Society are to be chiefly carried out in the City of Courtenay and Comox Valley Regional District, in the Province of British Columbia. This provision is unalterable.

### BYLAWS

#### Article 1 - Interpretation

1. Interpretation
  - (a) In these bylaws, unless the context otherwise requires: “board” means the elected board of directors and officers of the Society for the time being; “officers” means the President, Vice-president, Secretary and Treasurer; “director(s)” mean an individual who has been designated, elected or appointed in accordance with these by-laws as a member of the board of directors of the Society “fee(s)” means all fees and includes affiliation, membership, league, special assessment, and any other fees that, from time to time, may be prescribed by the board of directors; “Member” means a person who becomes, in accordance with these bylaws, a member of the Society and who remains a member of the society; “registered address” of a member means his address as recorded in the register of members; “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (b) The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

#### Article 2 - Membership

1. The members of the Society are:
  - (a) Persons who apply to the directors for membership in the Society and on acceptance by the directors and by payment of the prescribed fees due at the time of application shall be a member.

(i) No person shall hold more than one non transferable membership.

(ii) No person shall enjoy the benefits or privileges of the society until after having completed the membership form and paid the annual affiliation fees and membership fees provided therein. All memberships shall be paid in full no later than two weeks prior to the commencement of regular league play.

(iii) A membership in the Society does not entitle the holder to any dividend or distribution of the Society's property upon dissolution.

## 2. Every member must:

(a) Uphold the constitution of the Society and comply with these bylaws, the rules, the regulations and policies of the Society, and with the decisions of the directors insofar as such rules, regulations, policies and decisions are not inconsistent with the constitution of the Society and these bylaws.

(b) Comply with the rules, regulations and policies of the Society, and with the decisions of the Directors (insofar as such rules, regulations, policies and decisions are not inconsistent with the constitution of the Society and these bylaws).

(c) Pay the annual fees that shall be determined by the directors from time to time at their discretion.

(d) Members who are age nineteen (19) years or over who have paid the required fees and are members in good standing will have the right to one vote on society affairs and business.

(e) All members are members in good standing when they have paid in full, the fees as prescribed. A member who has failed to pay his current fees, or any other subscription or debt due and owing by the member to the society will be a member not in good standing so long as the debt remains unpaid.

## 3. Junior Member:

(a) Junior Members are members that are in good standing and are in compliance with the Canadian Curling Association age requirements.

(i) They will have all the rights of membership plus the chance to vote during any General Meeting at the age of nineteen (19).

(ii) Junior Members in good standing that are under the age of nineteen (19) will have all the rights of membership minus the chance to vote during any General Meeting.

## 4. Ceasing to be a Member:

(a) A person ceases to be a member of the Society:

(i) By delivering his or her resignation verbally or in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

(ii) on his or her death; or

(iii) on being expelled from the Society according to these Bylaws; or

(iv) on becoming a member not in good standing.

## 5. Member Not in Good Standing:

(a) All members are in good standing except a member who, in the opinion of the Board of Directors, ceases to comply with paragraph 2 of Article 2.

(b) A member not in good standing will not be allowed to curl until payment of the prescribed fees is received.

#### 6. Expulsion of Members:

(a) A member may be expelled by a special resolution of the members passed at a general meeting.

(b) A member may be expelled for unethical or inappropriate conduct, for being a member not in good standing or failure to abide by any provision of these bylaws.

(c) The notice of the special resolution for expulsion required by the Society Act must be accompanied by a brief statement of the reason or reasons for the proposed expulsion. (d) The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### Article 3 - Meetings of Members

#### 1. Annual general meeting:

An annual general meeting must be held once in every calendar year.

#### 2. General meetings

(a) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

(b) The Board may, when they think fit, convene a general meeting.

(c) Notice of a general meeting must be provided to members at least fourteen (14) days in advance of the meeting and must specify the place, day and hour of the meeting and state the general nature of the business to be discussed and;

(d) In case of a general meeting being convened regarding a special resolution, must include the text of any special resolution.

(e) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

#### 3. Requisition for General Meeting

(a) Members may requisition the Board to call a general meeting for the purposes stated in the requisition.

(b) 10% or more of the voting members of the society are required to requisition a general meeting.

(c) The requisition may be in a single record and may consist of several documents in similar form each signed by one or more members and must:

(i) in 200 words or less state the business to be considered at the meeting,

(ii) contain the names and be signed by not fewer than the 10% of the voting members required to requisition a meeting and

(d) be sent by registered mail to the address of the society or

(e) be delivered in person to the address of the society.

(f) a general meeting must be held within sixty (60) days after the date of the society's receipt of the requisition, to consider the business stated in the requisition.

#### 4. Quorum

- (a) A quorum is 30 members having the right to vote who are present or a greater number that the members may determine at a general meeting; and
- (b) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- (c) Business other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present;
- (d) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### 5. Voting

- (a) A member in good standing present at a general meeting is entitled to one vote;
- (b) Voting is to be conducted by a show of hands in the first instance, and if required by consensus of the membership in attendance and unless an objection is raised, by a standing vote. The Board may, should extenuating circumstances dictate, revert to voting by ballot in the second instance.
- (c) Voting by proxy is not permitted.
- (d) Non-voting members in good standing are entitled to notice of and attendance at any general meeting, but shall not be entitled to any vote there at.

#### 6. Adjournment of general meetings

- (a) A general meeting may be adjourned from one time or place to another time or place but business must not be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting; and
- (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

#### 7. Chair of General Meetings

- (a) The President of the Society, the Vice-president, or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.
- (b) If, at a general meeting, there is no President, Vice-president or Directors present within minutes after the time appointed for holding the meeting or the President, the Vice-president and Directors present are unwilling to act as chair; the members present must choose one of their numbers to be chair.

## 8. Resolutions

- (a) A resolution proposed at a meeting must be seconded before being voted upon;
- (b) The chair of a meeting may move or propose a resolution; and
- (c) The chair does not have a casting or second vote.
- (d) In the case of a tie vote the proposed resolution does not pass
- (e) Special resolutions require passage by 2/3 of voting members present at meeting.

## Article 4 - Proceedings at General Meetings

### 1. Order of business at the annual general meeting shall be:

- (a) Reading of the minutes of the last annual general meeting;
- (b) Reading of the minutes of extraordinary general meetings for the past year;
- (c) The consideration of the financial statements;
- (d) The report of the Directors;
- (e) Other business; and
- (f) Adjournment

### 2. Order of business at Extraordinary General meetings other than the Annual General Meeting shall be:

- (a) Reading of the article to be discussed for which the meeting has been called
- (b) Discussions on the matter or proposal
- (c) A formal statement of resolution on the matter and
- (d) A vote on the resolution and
- (e) Final reading of the proposal
- (f) Adjournment

## Article 5 - Directors and Officers

### 1. Powers of Board.

The Board may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

- (a) All laws affecting the Society;
- (b) these bylaws; and
- (c) rules, that are made from time to time by the members of the Society at a general meeting (insofar as such rules are not inconsistent with these bylaws).
- (d) A rule, made by the society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- (e) In all cases the decisions made by the board will be binding and will be for the overall benefit of the society.

(f) Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

## 2. Election of Officers

(a) At the annual general meeting for election of officers, the membership will elect the officers, those being; President, Vice-president, Secretary and Treasurer from amongst their numbers. A nominated candidate not in attendance, may indicate, in writing, his or her willingness to serve for such office. Nominated candidates who have indicated their willingness to serve in such office may be nominated from the floor. The President of the previous year shall become Past President for the following year;

(b) Separate elections must be held for each office to be filled;

(c) If a successor is not elected, the person previously elected or appointed continues to hold office;

(d) Each officer shall hold office for a term of two years and may serve for more than one such term, with the exception of the president who must retire from office after two consecutive terms;

(e) The Officers must retire from office at the end of the term after their successors are elected.

## 3. Election of Directors

(a) Elections will be held for each position to be filled at the annual general meeting. Alternatively, the Board of Directors may mandate a combined election to be held for multiple positions;

(b) The Board shall meet before the last meeting of the outgoing Board to discuss and approve the Directors and Officers to be nominated at the annual general meeting.

(c) Additional nominations may be made by members from the floor at the AGM.

(d) In the case of a separate election, where there are two or more nominations for an office, a vote shall be taken by secret ballot and the nominee receiving the majority of the votes cast shall be declared elected;

(e) In the case of a combined election, where there are more nominations than offices available, a vote shall be taken by secret ballot and those nominees receiving the most votes cast shall be declared elected until the available offices have been filled;

(f) Each nominee shall have the opportunity to speak on behalf of the election immediately before the election for a time limited by the President;

(g) The form of ballots shall be determined by the Board of Directors;

(h) The secretary, or if he or she is unable or unwilling to act, then a Director of the Society shall act as the Chief Electoral Officer of the Society, and shall preside over the portion of the meeting dedicated to the election of Officers and Directors;

(i) The Chief Electoral Officer shall appoint a scrutinizer to assist in the distribution, collection, verification and counting of all ballots used in the election;

(j) If a successor is not appointed or elected, the Director previously appointed or elected continues to hold office(s);

(k) Each Director will be elected for a term of three years and may serve for more than one such term; provided that, in any event, each Director must retire from office after three such terms; and

(l) At each annual general meeting one-third of the Directors shall complete their terms of office and retire from office, and their successors shall be elected. (Note: on the first year of this constitution coming into effect

Directors will be elected for terms of 1 year, 2 year or 3 year, in order to achieve the retirement conditions as set out in this section)

(m) Any member of the board must be at least 18 years of age at the start of their Term of Service.

(n) The number of Directors will be at least 5 and not to exceed 12 or a different number determined from time to time at a general meeting

#### 4. Vacancies.

If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors may appoint a member to replace the former Director. If a Director is absent for three (3) consecutive meetings of the Board of Directors, the President shall contact the Director and report to the Board of Directors. The remaining Directors may declare the office vacant and appoint a member to replace the former Director.

#### 5. Acts Not Invalid.

No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

#### 6. Removal of Board Members.

The members may, by special resolution, remove a Board Member before the expiration of his or her term of office, and may elect a successor to complete the term of office.

#### 7. No Remuneration.

A Director or Officer must be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

#### 8. Indemnification of Board Members.

The Society must, with the approval of the court, indemnify a Board Member or former Board Member of the Society, and his or her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Board Member, including an action brought by the Society.

#### 9. Insurance.

The Society must purchase and maintain insurance for the benefit of a Director against personal liability incurred by him or her as a Board Member.

### [Article 6 - Proceedings at Board Member Meetings](#)

#### 1. Meeting Time and Places.

The Board Members may meet at such times and places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, provided that the Board Members shall meet at least six times in each calendar year.

#### 2. Quorum.

The Board Members may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Board Members then in office.

#### 3. Chair.

The President is the chair of all meetings of the Board Members, but if at a meeting the President is not present within 10 minutes after the time appointed for holding the meeting, the Vice-president must act as chair, but if neither is present, the Board Members present may choose one of their number to be the chair at that meeting.

#### 4. Convening Meetings.

A Board Member may at any time, and the Secretary, on the request of a Board Member, must, convene a meeting of the Board Members.

#### 5. Voting.

Questions arising at a meeting of the Board Members must be decided by a majority of votes. In the case of a tie vote, the chair has a second or casting vote.

#### 6. Resolutions.

A resolution proposed at a meeting of Board Members must be seconded before being voted upon. The chair of a meeting may move or propose a resolution.

#### 7. Resolution in Writing.

A resolution in writing or an electronic mail approved by a majority of the Board Members and placed with the minutes of the Society, is as valid and effective as if regularly passed at a meeting of Board Members.

### Article 7 - Duties of Officers

#### 1. President

The president presides at all meetings of the Society and Board Members and at all meeting of the members of the club and shall preserve order and shall apply and enforce all By-Laws and rules of the club. The president will approve all accounts, bills or commitments against the Society before payment. The president will oversee the assets and records of the Society, call for meetings of the Society as he may deem necessary, and review all Society agreements, contracts and correspondence, sign all minutes of meetings of the Society before they are distributed.

#### 2. Vice President.

The vice president must carry out the duties of the president during his or her absence.

#### 3. Secretary. The secretary must do or cause to be done the following:

- (a) conduct or cause to be conducted the correspondence of the Society;
- (b) issue or cause to be issued notices of meetings of the Society and Directors;
- (c) keep or cause to be kept minutes of all meetings of the Society and Directors;
- (d) maintain custody of the common seal of the Society at the offices of the Society; and
- (e) maintain or cause to be maintained the register of members at the offices of the Society.

#### 4. Treasurer. The treasurer must do or cause to be done the following:

- (a) keep the financial records, including books of account, necessary to comply with the Societies Act, and
- (b) render financial statements to the Directors, members and others when required.



## Article 8 - Financial Matters

The financial year of the Society will be September 1 to August 31.

### 1. Borrowing Powers of Board Members.

To carry out the purposes of the Society, the Board Members may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

### 2. Bank accounts.

All funds of the Society must be kept on deposit in the name of the Society in a bank or financial institution which the board members shall, from time to time, decide upon.

### 3. Signing authority.

The executive will name at least three signing officers for banking and legal documents. Two signatures will be required on all of these documents.

### 4. Annual budget.

The executive will prepare a budget and present it to the membership for approval before the current budget expires.

### 5. Non-budgeted expenditures.

The executive will present all proposed expenditures beyond the current budget for approval at the next general meeting.

## Article 9 – Constitution and Bylaw Amendments

1. The members may, by a majority of not less than 75% of the votes cast, amend the Society's constitution and bylaws.

2. Written notice specifying the proposed amendments must be given to the members not less than 14 days before the meeting.

3. Where the proposed amendments exceed one page, they need not be given to every member, but must be posted in a conspicuous place in the club or made accessible to all members.

## Article 10 - Seal

### 1. Common Seal

The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

2. Common Seal Use. The common seal must be affixed only when authorized by a resolution of the Board Members and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president, vice president, secretary or treasurer of the Society.

## Article 11 - Notices to Members

1. Means for Notices. Any notice required to be given to a member or Board Members of the society under these bylaws or the Societies Act may be given either personally, by mail, by e-mail, by fax or by any other form of written or electronic communication, to the member at the member's registered address.
2. Notice by Mail. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
3. Notice of General Meetings. Notice of a general meeting must be posted to the Notice Board of the Club at least fourteen (14) days prior to the date thereof. No other person is entitled to receive a notice of general meeting.

## Article 12 - Bylaws

1. Receipt of Bylaws. On being admitted to membership, each member is entitled to, and the Society will make available to the member, without charge, a copy of the constitution and bylaws of the Society.
2. Alterations of Bylaws. These bylaws must not be altered or added to except by special resolution. DATED at Courtenay, British Columbia, the 30 day of November, 2017