

**ONTARIO CURLING ASSOCIATION  
BY-LAW 1**

**ARTICLE I                   GENERAL**

- 1.1     Purpose – These By-laws relate to the general conduct of affairs of the Ontario Curling Association.
- 1.2     Definitions - The following terms have these meanings in these By-laws:
- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
  - b) *Auditor* – an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
  - c) *Board* – the Board of Directors of the Corporation.
  - d) *Club Voting Representative* - a person nominated, elected or selected by a Curling Club to vote on its behalf at a Zone Meeting.
  - e) *Corporation* – the Ontario Curling Association.
  - f) *Curling Club* – An organized curling club composed of Registrants and registered with the Corporation.
  - g) *Days* – days including weekends and holidays (all calendar days). All calendar days
  - h) *Delegate* – is both a Zone Representative and Associate Zone Representative,
  - i) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
  - j) *Member* – as defined in Article 2.1 a) Zone Member.
  - k) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
  - l) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
  - m) *Registrant* - Any individual registered with a Curling Club and/or the Corporation and has agreed to abide by the Corporation’s Bylaws, policies, procedures, rules and regulations.
  - n) *Senior Staff Member* – the Corporation’s Executive Director or Chief Executive Officer.
  - o) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
  - p) *Ontario Curling Council* – The recognized Provincial Sports Organization (PSO) for the sport of curling in Ontario.
  - q) *Canadian Curling Association or Curling Canada* – The recognized National Sports Organization (NSO) for the sport of curling in Canada.
- 1.3     Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- 1.4     Corporate Seal - The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.5     No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- 1.6     Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.7     Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- 1.8     Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.
- 1.9     Severability - If any portion of these By-laws is deemed by any court of competent jurisdiction to be illegal or unenforceable, then the remaining provisions of these By-laws will remain in full force and effect notwithstanding.
- 1.10    Jurisdiction - These By-laws will be interpreted in accordance with the laws of the Province of Ontario.

- 1.11 Hierarchy - The Corporation will be governed in order of hierarchy as follows:
- a) Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law); and any other applicable legislation
  - b) The Corporation's Bylaws
  - c) The Corporation's policies, procedures, rules and regulations

## **ARTICLE II MEMBERSHIP AND REGISTRANTS**

- 2.1 Categories – The Corporation has the following category of Member:
- a) Zone Member – is a representative of a geographical area defined by the Board of Directors, composed of Curling Clubs residing in the same geographical area, that has agreed to and adopted the Corporation's By-laws, policies, procedures, rules and regulations.
- 2.2 Affiliation - The Corporation has the following category of affiliations (non-members):
- a) Curling Club – As defined in Section 1.2 (f)
  - b) Registrant – As defined in Section 1.2 (m)
- 2.3 Dues – Membership, Registrant and Curling Club fees will be determined annually by the Board.
- 2.4 Duration – Curling Club and Registrant affiliation is accorded on an annual basis.
- 2.5 Discipline – In addition to expulsion for failure to pay dues, a Member, Curling Club or Registrant may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline.
- 2.6 Dues Payable – Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members, Registrants or Curling Clubs will remain due.

## **ARTICLE III MEETINGS OF MEMBERS**

- 3.1 Annual Meeting - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.
- 3.2 Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- 3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 3.4 Notice - Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board ten (10) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 Quorum – Sixty percent (60%) of the voting Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

3.10 Agenda – The agenda for the Annual Meeting may include but not limited to:

- a) Call to order
- b) Establishment of quorum
- c) Approval of the agenda
- d) Approval of minutes of the previous Annual Meeting
- e) Presentation and approval of reports
- f) Approval of all Board Actions
- g) Report of Auditors
- h) Appointment of Auditors
- i) Presentation of Budget
- j) Approval of membership dues and related fees
- k) Business as specified in the meeting notice
- l) Election of new Directors
- m) Adjournment

3.11 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12 Adjournments - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.13 Attendance - The only persons entitled to attend a meeting of the Members are the Delegates, the Registrants, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or by Ordinary Resolution of the Delegates present at the meeting. For clarity, in the case of a Special General Meeting or Annual Meeting, Registrants will be invited to attend at their own personal expense. Registrants will be required to notify the Corporation office in writing or email at least ten (10) days before such meeting to insure the venue has enough space to accommodate all attendees.

### **Voting at Meetings of Members**

3.14 Voting Rights – Members will have the following voting rights at all meetings of the Members:

- a) Zone Members will each be entitled to appoint two Delegates, being the Zone Representative and Associate Zone Representative, who will each have one vote. Any Zone Representative or Associate Zone Representative running for a position as a Director must appoint a proxy holder in accordance with Section 3.16 and will not be eligible to vote. .

3.15 Eligibility of Votes – The Board will determine the list of Delegates who are eligible to vote at a meeting of the Members no more than thirty (30) days prior to the meeting of members.

3.16 Proxy Voting – Every Delegate entitled to vote at a meeting of Members may, by means of a proxy, appoint the Zone Youth Representative, to attend and vote on their behalf. If the Zone Youth Representative is unavailable to act as a Proxy Holder or unable because they have put their name forward as a candidate for election as a Director, then the Delegate may appoint any other individual from their Zone. A proxy must:

- a) Be signed by the Delegate;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Corporation; and
- d) Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members

3.17 Voting Electronic Means – A Member may vote by telephonic or electronic means if the Corporation allows such form of voting.

3.18 Determination of Votes – Votes will be public, except in the case of elections which require a secret ballot or unless a secret or recorded ballot is requested by a Delegate.

3.19 Majority of Votes - Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

3.20 Written Resolution – A resolution signed by all the voting Delegates entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

## **ARTICLE IV GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of nine (9) Directors.

4.2 Composition of the Board - The Board will consist of the following:

- a) Eight (8) elected Directors
- b) One (1) Director appointed by the Board

### **Eligibility of Directors**

4.3 Eligibility – To be eligible for election as a Director, an individual must:

- a) Take a leave of absence or resign from any Zone or Associate Zone Representative or Youth Zone Representative position prior to submitting their candidacy for election as a Director or the meeting being held to elect Directors, whichever is earlier;
- b) Be eighteen (18) years of age or older;
- c) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- d) Have the power under law to contract;
- e) Have not been declared incapable by a court in Canada or in another country; and
- f) Not have the status of bankrupt.

4.4 Skills and Characteristics – Potential Directors will have one or more of the following skills and/or attributes:

#### *Attributes*

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director

- b) Knowledge about roles and responsibilities of a Director, Board and Staff
- c) Experience in formulating policy
- d) Experience in thinking strategically
- e) Knowledge about the community of sport
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- h) Involvement and/or awareness of the sport of curling including its presence in the community locally, provincially and/or nationally
- i) Ethical and values based behavior
- j) Representative of client population (athlete & coach)
- k) Other attributes valued by the Board of Directors

*Skills*

- l) Accounting designation (CA, CMA, CGA)
- m) Legal designation (LL.B)
- n) Professional qualifications (MD, PhD, MBA, Sport Science)
- o) Personnel Management (Human Resource Professional designation)
- p) Media/Marketing/Public Relations contacts/experience
- q) Awareness of Fundraising methods, grant applications and processes
- r) Administration/Management/Investment experience
- s) Advocacy/Government relations/contacts
- t) Organizational development/Strategic Planning experience
- u) Other skills valued by the Board of Directors

**Election of Directors**

4.5 Board Nomination Committee – The Board will appoint a Board Nomination Committee which will be responsible to solicit and receive nominations for the election of the Directors.

4.6 Nominations from the Floor – Nominations for elections of a Director will only be accepted from the floor upon a Member’s Ordinary Resolution or as provided in the Act.

4.7 Elections – Elections will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Number of Nominees Equal to the Number of Open Director’s Positions – Winner(s) declared by Ordinary Resolution.
- b) Number of Nominees is Greater than the Number of Open Director’s Positions – The nominee(s) (equal to the number of open Director’s position) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.8 Zone Resignation – In the event that a Zone Representative and/or an Associate Zone Representative and/or a Youth Representative that has taken a leave of absence from such role for the purpose of eligibility for election as a Director:

- a) And is elected as a Director, that individual will immediately vacate and resign their role with the Zone.
- b) And is not elected as a Director, that individual will immediately reassume their position with the Zone at the same level of term to which they held prior to announcing their candidacy as a Director.

4.9 Terms – Subject to Section 5.3, Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. No Director will serve more than three (3) two (2) year terms, except the Chair who may be

provided an extra year to their term upon being named Chair during their third term. Furthermore, no Director will serve more than a total six (6) years in their lifetime (subject to Section 5.3).

4.10 Application of Section 4.9 – In accordance with Section 4.9, no Director will serve more than three (3) two (2) year terms. The calculation of time served as a Director will include all years beginning in 2000 to date.

#### **Appointed Director**

4.11 Appointment – The Board of Directors will appoint one (1) Director, who meets the skills and characteristics defined in Section 4.4, upon Ordinary Resolution of the Board of Directors after the Corporation's Annual Meeting on an annual basis. An appointed Director will serve a term of one (1) year and may be re-appointed.

#### **Resignation and Removal of Directors**

4.12 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary/Treasurer or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.13 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) meetings between Annual Member Meetings;
- c) The Director is found to be incapable of managing property by a court or under Ontario law;
- d) The Director is found by a court to be of unsound mind;
- e) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- f) The Director dies.

4.14 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

#### **Filling a Vacancy on the Board**

4.15 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy of the term or refer the matter to the Members, at the next Member's Meeting, to fill the vacancy via election.

#### **Meetings of the Board**

4.16 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Chair, or by written requisition of at least two (2) Directors.

4.17 Chair – The Chair will preside at all Board meetings unless designated by the Chair. In the absence of the Chair, or if the meeting of the Board was not called by the Chair, the Board by Ordinary Resolution will select the chair of the meeting.

4.18 Notice – Written notice, which includes reasonable information related to the matters to be decided, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.19 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to

fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.20 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.21 Quorum – At any meeting of the Board, quorum will be sixty percent (60%) of Directors holding office.

4.22 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue. If the resolution remains tied, the resolution is defeated.

4.23 No Alternate Directors - No person shall act for an absent Director at a meeting of directors.

4.24 Written Resolutions – A resolution signed in writing signed by all the Directors is valid as if it had been passed at a meeting of the Board.

4.25 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Chair or any 2 Directors of the Board.

4.26 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

#### **Duties of Directors**

4.27 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- c) Comply with the governing documents of the Corporation and the Act.

#### **Powers of the Board**

4.28 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.29 Empowered – The Board is empowered, but not limited, to:

- a) Establish and create a strategic plan for the Corporation;
- b) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- c) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- d) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- e) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation, including but not limited to, the Senior Staff Member;
- f) Determine registration procedures, recommend membership dues, and determine other registration requirements;
- g) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- h) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- i) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- j) Perform any other duties from time to time as may be in the best interests of the Corporation.

#### **Responsibilities of the Board**

4.30 Responsibilities – The Board will:

- a) Insure there is a Strategic Plan that provides a Vision, Mission and Values Statement for the Corporation;
- b) Provide oversight to the Corporation through regular review of the Corporation's annual business plan and budget (tied to Strategic Plan);
- c) Develop, monitor and identify mitigation measures for risks to the Corporation; and
- d) Review the performance of the organization and the Senior Staff Member to insure SMART (Specific, Measurable, Achievable, Realistic and Timely) objectives are achieved

## **ARTICLE V                      OFFICERS**

5.1     Composition – The Officers will be comprised of the Chair (President for the purposes of the Act), Vice-Chair, Secretary/Treasurer, and the Senior Staff Member, and any other individuals as may be appointed by the Board at its discretion.

5.2     Election – Following an Annual Meeting of the Members and the expiration of an Officer's term, the Board will elect from among them the Chair, Vice-Chair and Secretary/Treasurer.

5.3     Term – All Officers are elected for a one year term except the Chair who is elected for a two (2) year term. If a Director is elected Chair in the first year of his or her term, the Director will serve as Chair for a two (2) year term. If the Director is elected Chair in the second year of his or her term as Director, the Directors term as a Director will be extended to three (3) years in order for the Director to hold the position of Chair for two (2) years.

5.4     Eligibility – No individual, past president or Director will serve as Chair after holding the Chair position at any previous time.

5.5     Duties - The duties of Officers are as follows:

- a) The Chair will be the chair and preside over meetings of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice Chair will, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary/Treasurer will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board.
- d) The Senior Staff Member will perform the duties as described in their job description, attend meetings of the Board, unless informed otherwise, and perform such other duties as may from time to time be established by the Board.

5.6     Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation.

5.7     Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the



meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

5.8 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.

5.9 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

## **ARTICLE VI COMMITTEES**

6.1 Standing Committees – The Corporation will have the following Standing Committees:

- a) Governance Committee
- b) Finance and Audit
- c) Board Nominations Committee

6.2 Appointment of Committees - The Board may appoint such other committees as it deems necessary for managing the affairs of the Corporation and may appoint any individual person or provide for the election of members of committees, shall prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.3 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.

6.4 Chair Ex-officio – The Chair will be an ex-officio non-voting member of all Committees of the Corporation.

6.5 Removal - The Board may remove any member of any Committee.

6.6 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

6.7 Quorum - Quorum for any Committee Meeting will be sixty percent (60%) of the total number of individuals appointed to such Committee.

6.8 Composition – A minimum of two (2) Directors will be appointed to every Committee.

## **ARTICLE VII FINANCE AND MANAGEMENT**

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be May 1<sup>st</sup> – April 30<sup>th</sup>.

7.2 Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

7.3 Auditors - At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements

- b) The auditor's report
- c) Any further information respecting the financial position of the Corporation

7.5 Books and Records - The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.7 Disclosure of Documents – After each Board Meeting, a summary of Member related items discussed at Board meetings, as determined by the Board for disclosure respecting privacy, confidentiality and applicable legislation will be shared with the Members as soon such disclosure is practical.

7.8 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) individuals designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.6 Property - The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.7 Borrowing - The Board may from time to time:

- a) Borrow money on the credit of the Corporation;
- b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
- c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

7.10 Borrowing Restriction - The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

### **Remuneration**

7.8 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

### **Conflict of Interest**

7.9 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from

voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE VIII            ZONES**

### **Zone Members**

8.1     Zones – The Corporation will be comprised of Zones. Each Zone will be composed of registered Curling Clubs within the Zone.

8.2     Voting – Each Curling Club, via a Club Voting Representative, is entitled to one (1) vote at meetings of the Zones.

8.3     Zone Elections – Zones will conduct elections for the following positions prior to May 31<sup>st</sup> in accordance with Section 8.4:

- a) Zone Representative
- b) Associate Zone Representative

8.4     Timing – Elections of Zone positions will take place as follows:

- a) Odd numbered zones will hold elections in alternate years to those listed in sub-section b) beginning in 2017, and
- b) Even numbered zones will hold elections in alternate years to those listed in sub-section a) beginning in 2018.

8.5     Eligibility - Any individual who is eighteen (18) years of age or older and who has the power under law to contract and is a member of the Zone in good standing may be nominated for election as a Zone Representative, Associate Zone Representative or Youth Zone Representative.

8.6     Election – Elections will take place as follows:

- a) The Zone Representative will be elected by the Curling Club delegates eligible to vote at the Zone Meeting held in alternate years to those elected in sub-section b).
- b) The Associate Zone Representative will be elected by the Curling Club delegates eligible to vote at the Zone Meeting held in alternate years to those elected in sub-section a).

8.7     Decision – Elections will be decided in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

8.8     Appointment – The Youth Zone Representative will appointed by the Zone on a bi-annual basis prior to July 1<sup>st</sup>.

8.9     Assuming Position – Zone, Associate Zone and Youth Zone Representatives will assume their position on July 1<sup>st</sup>.

8.10    Terms – Zone and Associate Representatives will serve terms of two (2) years unless they resign, are removed from or vacate their office. No individual will hold a Zone position for more than four (4) terms. For clarity, an individual may only hold the position of Zone Representative and/or Associate Zone Representative for a maximum of eight (8) years within the individual's lifetime.

8.11    Vacate Office - The position of Zone Representative, Associate Zone Representative or Youth Zone Representative will be vacated automatically if:

- a) The Zone Representative, Associate Zone Representative or Youth Zone Representative is found by a court to be of unsound mind;
- b) The Zone Representative, Associate Zone Representative or Youth Zone Representative becomes bankrupt;
- c) Upon the Zone Representative, Associate Zone Representative or Youth Zone Representative's death; or
- d) The Zone Representative, Associate Zone Representative or Youth Zone Representative resigns by presenting their notice of resignation to the Zone.

8.12 Removal – A Zone Representative, Associate Zone Representative or Youth Zone Representative may be removed by Ordinary Resolution of the voting Curling Club delegates present at the applicable Zone Meeting.

8.13 Vacancy - Where a Zone Representative or Associate Zone Representative position becomes vacant for whatever reason, the Zone will call a meeting to elect a qualified individual to fill the vacancy for the remainder of the vacant position's term. Where a Youth Zone Representative position becomes vacant for whatever reason, the Zone will appoint a qualified individual to fill the vacancy for the remainder of the term.

**ARTICLE IX AMENDMENT OF BY-LAWS**

9.1 Voting – These By-laws may only be amended, revised, repealed or added to:

- a) Under the jurisdiction of the *Ontario Corporations Act*, by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- b) Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*:
  - i. By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.
  - ii. By a Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

9.2 Effective Date – By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

**ARTICLE X NOTICE**

10.1 Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

10.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

10.3 Error in Notice - The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

**ARTICLE XI DISSOLUTION**

11.1 Dissolution – The Corporation may be dissolved in accordance with the Act.

**ARTICLE XII INDEMNIFICATION**

12.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an

amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

12.2 Will Not Indemnify - The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

12.3 Insurance - The Corporation will, at all times, maintain appropriate insurance.

### **ARTICLE XIII FUNDAMENTAL CHANGES**

13.1 Fundamental Changes – Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*, a Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the corporation;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

### **ARTICLE XIV ADOPTION OF THESE BY-LAWS**

14.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on March 28, 2015.

14.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.