

**THE BARRIE CURLING CLUB**  
**BY-LAW NUMBER 12**  
**A By-law to govern the affairs of**  
**The Barrie Curling Club, Barrie, Ontario**

The Barrie Curling Club was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on the 1<sup>st</sup> day of December 1949, (amended by Supplementary Letters Patent dated August 30<sup>th</sup>, 1972 and June 25<sup>th</sup>, 2013) for the purpose of:

- a) The establishment and operation of a club for promoting and encouraging curling and such other games as can conveniently be conducted or carried on in connection therewith;
- b) To arrange curling matches and competitions and establishing and granting prizes, awards and distinctions; and
- c) To foster goodwill and sportsmanship.

The Barrie Curling Club will be referred to as "the Club" within this document. These By-laws, when enacted, are in compliance with the Corporations Act in force at the time of writing.

**I. DEFINITIONS & INTERPRETATION**

In this By-law, unless the context otherwise requires:

1. Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and vice versa, unless the context requires otherwise.
2. Additionally, the following definitions apply:
  - a) **Annual Meeting** shall mean the Annual Meeting of members, which is held in October;
  - b) **Auditor** shall mean a person(s) appointed to review and comment on the financial records of the Club in accordance with the requirements of the Corporations Act;
  - c) **BCC** shall mean the Barrie Curling Club, a not-for-profit corporation;
  - d) **Board** shall mean the directors of the Club collectively;
  - e) **Budget** shall mean a financial forecast of revenues and costs, informed and directed by the Strategic Plan and including such provisions and safeguards as prudence may dictate;
  - f) **Corporation** shall mean the Barrie Curling Club;
  - g) **Corporations Act** means the Ontario Corporations Act, R.S.O., 1990, Chapter 38 Part III "Corporations without Share Capital", until the Ontario Not-for-Profit Corporations Act comes into effect;
  - h) **Curling League** shall mean a curling-based group having a distinctive name, eligibility rules, schedule and operations within the Club;
  - i) **Director** shall mean any member who has been elected or appointed to a specific Board position;

- j) **Documents** includes all the guiding and financial documents of the Club, including, but not limited to: leases, contracts, mortgages, investments, banking and financial statements/audits, plus all archived paper and electronic documents in the property of BCC;
- k) **General Meeting** shall mean a meeting of members called for the purpose of conducting item(s) of business, as per the Corporations Act. The General Meeting is held in April. A **Special General Meeting** may be called at any time to transact business or items of specific interest to BCC members.
- l) **Member** shall mean a person who has been accepted into a class of membership as defined in **II MEMBERSHIP**.
- m) **Membership Year** shall mean the 12 month period commencing on October 1<sup>st</sup> each year, unless an alternate date is determined by resolution of the Board and approved by the members at an annual meeting;
- n) **OCA** shall mean the Ontario Curling Association or any successor organization;
- o) **Officer(s)** shall mean the President, Vice President(s), Secretary-Treasurer and Past President elected by the Board from among their number;
- p) **Strategic Plan** shall mean a broad plan setting out the defined goals of the Club over a multi-year period and encompassing the intended ways and means of achieving those goals.
- q) **Substantial matters** shall include major actions/decisions as determined to be substantial by the Board.

## II. MEMBERSHIP

### 1. Classes of Membership

- a) **Adult members**, age 19 years or older, and who shall have full club and voting privileges;  
 Adult members include individuals who:
  - i. previously held shares in BCCL and who did not redeem these shares prior to share retirement. These members have full voting privileges and are not required to pay yearly fees to retain their vote;
  - ii. have paid the one time initiation fee & annual current curling league fees as set by the Board.
- b) **Life members**, who have made an outstanding contribution to curling or the Club, deemed by the Board to warrant special recognition. Life members shall have full club and voting privileges, and annual fees shall be waived.
- c) **Honorary members**, who are deemed worthy of special recognition by the Board. Annual fees for honorary members may be discounted by the Board, as determined by the Board. Honorary members shall have full club and voting privileges.
- d) **Junior members**, under age 19, who will be entitled to play curling, but have no voting privileges.

The Board may, as required, pass other rules providing for the admission of members, designating the activities in which a particular class of members may participate and providing for other membership related matters as permitted within these by-laws.

## 2. Revocation of Membership

No member shall be expelled without first being notified of the charge or complaint against him, or without having been given the opportunity to be heard by the Board at a meeting called for that purpose. Any member may be required to resign by a vote of 75% of the members present at an Annual or General Meeting if their behavior is deemed to be improper, unbecoming, or likely to endanger the interests or reputation of the Club. This also applies to a member who willfully commits a breach of the By-laws, Code of Conduct, or Rules and Regulations of the Club.

## 3. Termination of Membership

Membership terminates when:

- a) the member resigns in writing;
- b) the member dies;
- c) the person is expelled from the Club pursuant to the 'Revocation of Membership' clause;

Memberships are not transferable.

## 4. Liability of Members

A member shall not be held responsible for any act, default, obligation or liability of the corporation or for any claim, payment, loss, injury, or transaction relating to or connected with the corporation.

### III. VOTING PRIVILEGES

#### 1. General

- a) All members who are entitled to vote; have one vote; to be exercised at any Annual or General Meeting.
- b) At all Annual or General Meetings, every vote shall be determined by a show of hands unless otherwise required by a Club by-law, or unless a member requests that the vote be completed by secret ballot.
- c) A declaration by the Chair that a motion/resolution has been carried or lost is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.
- d) The chair will abstain from voting, except in the case of a tie vote.
- e) The election of Directors to the Board shall be by means of a secret ballot. Election of Directors is further elaborated on p. 5 of these By-laws.
- f) Matters of a routine nature shall be decided by a simple majority of members present. Matters of a substantial nature shall be decided by 2/3 majority of members present. The percentage of votes required will be noted in the Notice of Meeting. Except for changes to the By-Laws, the Board will determine what constitutes a "routine" or "substantial" matter.

#### 2. Proxy Voting

- a) Subject to the requirements of the Corporations Act, a proxy shall be in a form that the Board prescribes and shall be deposited with the Secretary-Treasurer or his designate before any vote is taken.
- b) A proxy shall be in writing, signed and dated by the member and shall be executed by the nominee (not an employee of the Club), following the limitations and instructions contained in the proxy. Proxies can be mailed or delivered to the Club office, directed to the attention of the Club Manager on or before the deadline noted on the proxy. Electronically scanned/mailed/faxed proxies are eligible. Late proxies are not eligible for inclusion in the vote.

## IV. GOVERNANCE

### Board of Directors

1. The Board shall have responsibility and accountability for managing the Club in furtherance of its aims and objectives.

### Powers of the Board

1. The Board shall, subject to the by-laws and any rule determined by the members in an Annual or General Meeting, administer the affairs of the Club and may take or cause to have made for the Club any contract which the Club can legally enter into and generally exercise all such other powers and do all such things as the Club is, by its Letters Patent or otherwise, authorized to exercise and do.
2. No act of the Board shall be invalidated subsequently by a rule made in an Annual or General Meeting or by a change to the by-laws, if that prior act was valid at the time it was made.

### Specific Responsibilities of the Board

Without limiting the generality of the foregoing, the directors shall:

1. develop, maintain and execute a Strategic Plan, which shall be reviewed at quarterly intervals at Board meetings, and shall be reviewed annually with the members present at the Annual Meeting;
2. provide financial forecasts and reports to the members at least once a year, which reasonably demonstrate the viability of planned actions and a prudent approach to financial management;
3. develop, communicate and enforce policies with regard to codes of conduct and financial control;
4. maintain suitable insurance coverage for the Club relating to public liability and other potential losses through a private insurance carrier or through OCA;
5. invite individuals to attend and to speak at Board meetings where this input is prudent. These individuals may not vote on issues being presented or discussed.

### Qualifications of Directors

Each director shall, for the duration of his term:

1. be a member with voting privileges;
2. be at least nineteen (19) years of age;
3. not be an employee of the Club; and
4. not have the status of bankrupt.

### Vacancies

1. So long as a quorum of the directors (50% of directors) remains in office, a vacancy on the Board need not be filled until the next General Meeting. If no quorum exists, or if the Board decides, a General Meeting of members shall be called to elect a director(s) to fill the vacancy or vacancies.
2. Any director elected to fill a vacancy shall serve for the balance of the term of the previous incumbent of that position.
3. In the event that a vacancy occurs between the spring and fall meetings, the existing directors may appoint individuals as directors to fill these positions as necessary.

### **Resignation or Removal of a Director**

1. A director may resign at any time by giving notice to the Secretary-Treasurer or President.
2. A director shall be deemed to have resigned if he no longer continues to meet the qualifications as stated in this by-law.
3. A director may be removed at any time by resolution passed by two-thirds (2/3) majority of the votes cast at a General Meeting called for that purpose or an Annual Meeting, subject to prior notice having been sent to all members of the intention to pass the resolution.
4. A director may be removed by a majority decision of the Board in the event that the director is consistently absent from Board meetings in any twelve (12) month period, without providing an explanation satisfactory to the Board.

### **Terms of Office for Directors**

1. Directors shall be elected to serve on the Board for a period of three (3) years. There shall be twelve (12) directors elected with four (4) vacancies each year to be filled at an election at the General Meeting in April.
2. A director is eligible for election for two (2) consecutive three (3) year terms and thereafter is not eligible for re-election until a period of twelve (12) months has elapsed from the date of his retirement.
3. The election of directors shall be held at the April General Meeting each year.
4. The Nominating Committee shall identify candidates for office in accordance with the by-laws. The four members who receive the highest number of votes shall serve a term of office of three (3) years. If there are additional vacancies to be filled, other candidates who receive the next higher number of votes shall serve the balance of the term of office for the vacant positions, with the member who receives the highest number of votes serving the longest term of office.

### **Nomination of Directors**

1. A slate of candidates for office shall be proposed by the Nominating Committee. No member of the Nominating Committee may be a candidate in that election. A member of the Nominating Committee shall be assigned the task of conducting the election.
2. The Nominating Committee will normally be composed of two Past Presidents and a member at large. No member of the nominating committee can be a candidate in that election.
3. Candidates may be nominated by any voting member at a General Meeting at any time before nominations are closed. The nomination shall be seconded by another voting member.

### **Election of Directors**

1. Where the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices.
2. Where the number of candidates nominated is greater than the number of offices to be filled, the election shall be by secret ballot.
3. The Board may prescribe the form of nomination and the form of ballot.

### **Composition of the Board**

1. The Board shall be comprised of twelve (12) directors who shall hold office until the annual election or until a successor has been elected and qualified.
2. Advisory Board members shall be appointed by their appropriate curling sections, and may attend Board meetings to provide reports from their respective sections. Subject to the approval of the Chair, advisory members may comment on issues under discussion, but are precluded from voting on any issue. Advisory members may not attend Board meetings held in camera.

### **Conflict of Interest**

1. Any director who has, or believes he may have, any direct or indirect personal interest, gain or benefit in an actual or proposed contract or business transaction, financial arrangement or other matter with the Club, shall declare their interest to the Board in a timely manner. The Board will request any director who has declared such interest to absent himself during any discussion of, or any vote on the matter. This request will be recorded in the minutes.
2. Any member who has knowledge of a conflict of interest must report this in a timely manner to the Board.

### **Quorum**

1. A quorum at Board meetings shall be no less than 50% of the members of the Board.

### **Meetings of the Board**

1. The Board shall hold a meeting within seven (7) days following the General Meeting for the purpose of organization, the election of officers and the transaction of any other business. Subsequent meetings will be called as required.
2. Meetings of the Board may be held at any place as designated in the notice calling the meeting. Meetings of the Board may be called by the President, the Vice President or any two (2) directors.
3. Notice of Board meetings shall be delivered, mailed, e-mailed, faxed or telephoned to each director no less than seven (7) days before the meeting is to take place. An agenda for the meeting shall be included with the notice, along with the minutes of the previous meeting, where this is possible.
4. The President or, in his absence, the Vice President, shall preside as chair at a meeting of members. If neither is present in a timely manner, the members present shall choose a person from those present to be chair. Alternately, the meeting can be adjourned to a later date with the consent of the members present.

### **Minutes of Board Meetings**

1. Minutes shall be taken at all Board meetings and shall be circulated to directors, as soon as reasonable following the meeting. The minutes shall be approved by those present at a subsequent meeting and shall constitute an accurate record of proceedings.
2. Minutes of regular Board meetings shall be posted at the Club no later than one (1) week after approval by the Board.

### **Voting within the Board**

1. All matters brought before the Board shall be decided by a simple majority of Board members present.
2. Each director will have one vote. The chair of the meeting shall abstain from voting, except in the case of a tie vote.
3. Voting shall be conducted by secret ballot if requested by a director.

### **Error in Notices**

1. No error in or failure to receive notice of any meeting of the directors shall, of itself, invalidate or make void any proceedings at Board meetings.

### **Limitations of Liability**

1. No director shall be liable for:
  - a) any loss caused by an unintended error of judgment or oversight on his/her part, or for any loss, damage or misfortune which may happen in the execution of the duties of his office, unless the same shall happen through his own dishonesty, or willful neglect.
2. No director shall be liable for:
  - a) any property loss or damage occurring at the Club through the normal course of action of Club activities or operation,
  - b) deficiency of title to any property acquired by order of the Board on behalf of the Club,
  - c) financial losses caused by the deficiency of any security upon which any of the monies of the Club shall be invested,
  - d) any loss arising from the bankruptcy or insolvency of any outside firm or corporation with whom any of the monies of the Club shall be deposited, or
  - e) the action, neglect or default of any other director or employee of the Club,

### **Indemnity of Directors**

1. Each director of the Club shall assume office with the express understanding and agreement that, except as hereinafter provided, he and his heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the Club from:
  - a) any liability and all expenses sustained in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against him in respect of anything done or permitted to be done in the execution of the duties of his office; and
  - b) all other expenses sustained in respect of the affairs of the Club, except such liability, costs, charges or expenses as are occasioned by the director's dishonesty or willful neglect.

### **Remuneration**

1. The directors of the Club shall serve without remuneration.

## V. OFFICERS

1. There shall be a President, two (2) Vice Presidents (1<sup>st</sup> and 2<sup>nd</sup>), and a Secretary-Treasurer elected by the Board from among them. Unless otherwise required, progression is automatic from year to year. That is, from 2<sup>nd</sup> Vice President to 1<sup>st</sup> Vice President to President. Yearly elections are for 2<sup>nd</sup> Vice President & Secretary-Treasurer. These four members comprise the Executive Committee of the BCC Board of Directors.
2. One person may not hold more than one office. The duties and responsibilities of Club Officers are outlined below.

### 1. President

- a) The President shall, when present, preside at all meetings of the Board and General Meetings or Annual Meetings. The President shall supervise the affairs and operations of the Club, set meeting agendas, sign all documents requiring signature and have the other powers and duties from time to time prescribed by the Board or incident to his office.

Agenda items to be brought forward at Annual or General meetings must be delivered in writing, with full particulars, to the President, 60 days prior to the scheduled date in order to be included in the notice of meeting and specific meeting agenda.

### 2. 1<sup>st</sup> Vice President

- a) During the President's absence or inability to act, his duties and powers may be exercised by the 1<sup>st</sup> Vice President. The 1<sup>st</sup> Vice President shall also perform the other duties from time to time prescribed by the Board or incident to his office.

### 3. 2<sup>nd</sup> Vice President

- a) During the 1<sup>st</sup> Vice President's absence or inability to act, his duties and powers may be exercised by the 2<sup>nd</sup> Vice President. The 2<sup>nd</sup> Vice President shall also perform the other duties from time to time prescribed by the Board or incident to his office.

### 4. Secretary-Treasurer

- a) The Secretary-Treasurer shall record or arrange to have recorded the minutes of all Board, committee, Annual or General Meetings. The Secretary-Treasurer shall have general charge over all minute books, official records, correspondence and documents of the Club and ensure their accuracy and safe-keeping. The Secretary-Treasurer shall have general charge of 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 R.S.O. and regulatory agencies. The Secretary-Treasurer shall perform all other duties incumbent on the office and such other duties as the Board may assign.
- b) The Secretary-Treasurer shall have the responsibility for executing funds and securities of the Club and shall ensure their deposit in the name of the Club in a chartered bank or trust company as the Board may designate. The Secretary-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 Secretary-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.



## 5. Past President

- a) The Past President shall perform from time to time the duties prescribed by the Board, and may perform such additional duties as requested by the President. Should the term of the Past President exceed that member's tenure as an elected member of the Board, the Past President shall serve in that capacity, but will be precluded to vote on any issue brought before the Board.

### Terms of Office for Officers

There shall be an automatic progression from 2<sup>nd</sup> Vice President to 1<sup>st</sup> Vice President, to President, to Past President. The term of office in each position shall be one (1) year in duration, but the Board may extend that term to an additional year in unusual circumstances.

## VI. MEETINGS

### 1. Annual Meeting

The Annual Meeting shall be held yearly, typically in October, at a time and place determined by the Board, for the purpose of:

- a) hearing and receiving the reports and statements required by the Corporations Act;
- b) reviewing financial statements and the audit report;
- c) appointing auditors and fixing or authorizing the Board to fix the auditors' remuneration; and
- d) transacting any other business properly brought before the meeting.

**Note: Members who wish to bring forward an issue or motion for discussion at a meeting must inform the board in writing or by electronic means, with full particulars, at least 60 days prior to the meeting in order to have it included in the agenda.**

### 2. General Meetings

- a) The Board shall hold a General Meeting of members, typically in April, at a time and place determined by the Board, for the purpose of:
  - i. hearing and receiving the reports and statements required by the Corporations Act;
  - ii. electing directors in accordance with the provisions of this Bylaw; and
  - iii. transacting any other business properly brought before the meeting.
- b) The Board and/or member may, at any time, call a **Special General Meeting** of members, as provided in the Corporations Act, for the transaction of any business, the nature of which is specified in the notice of meeting.

**Note: Members who wish to bring forward an issue or motion for discussion at a meeting must inform the board in writing or by electronic means, with full particulars, at least 60 days prior to the meeting in order to have it included in the agenda.**

### Notice of Meetings

1. Notice of the date, time and place of any Annual or General meeting and the meeting agenda shall be given to each member at least ten (10) days before the date of the meeting. Notice shall be sent to all members by electronic means. Those members who have no email address on record with the Club shall be notified by

sending prepaid mail to the last address of the addressee shown of the Club's records. In the case of the Annual Meeting in October, the auditors will also receive notice.

2. The agenda for meetings will be set by the President, with input from the Board and Club Members. Agenda items to be brought forward for discussion must be delivered, in writing with full particulars, to the President 60 days before the meeting in order to have it included in the Meeting.
3. A copy of the financial and audit reports shall be available upon request in electronic or printed format, no later than ten (10) days before the date of the Annual Meeting in October. Print copies of the financial and audit reports will also be available at the Annual Meeting.

### **Quorum**

1. Twenty (20) voting members present shall constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of the meeting.

### **Meeting Decorum & Procedures**

1. Any matter of order or procedure respecting meetings of the Club for which express provision has not been made in the by-laws, shall be determined in accordance with the latest edition of Robert's Rules of Order. Respect and civility is expected of all in attendance.

## **VII. EXECUTION OF DOCUMENTS**

### **Documents**

Documents requiring execution by the Club must be signed by at least two (2) authorized signing officers, or at least one authorized signing officer and a senior employee as authorized by the Board, and all documents so signed are binding upon the Club. The Club's seal shall, when required, be affixed to documents.

### **Records**

- a) The Club shall maintain in safe-keeping:
  - i. a register of member information as the Board shall determine is required for the purposes of effectively administering the affairs of the Club;
  - ii. a copy of the documents pertaining to the creation of the Club and all by-laws;
  - iii. a register with the names and addresses of all directors of the Club and the dates on which each became and ceased to be a director;
  - iv. minutes of all meetings of members and the Board; and
  - v. detailed accounting records with respect to all financial and other transactions of the Club.
- b) Access to Club documents, except for member information, shall be available to members, their agents or legal representatives upon request to an officer of the Club or Club Manager, provided sufficient notice and reason is given.
- c) All members of the Club consent to the collection of pertinent information, collected under the provisions of this clause, upon their membership.
- d) Original documents should not be removed from the Club. Copies only may leave the premises.

### Banking

- a) The banking business of the Club shall be transacted with a chartered bank, trust company or Credit Union, as determined by the Board.
- b) The Club may borrow, raise or secure the payment of money following standard business practices and with the full knowledge of the Board. This power shall be exercised only under the authority of the Club and in no case shall debentures be issued without a resolution authorizing the same being approved by the members.
- c) The financial year of the Club shall end on April 30<sup>th</sup> each year.

### VIII. GENERAL

#### Amendments and Changes to By-Laws

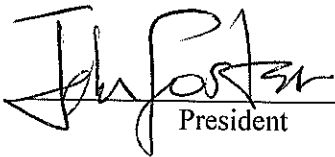
The by-laws may be amended by resolutions supported by a two-thirds (2/3) majority of the votes cast at an Annual or General Meeting called for that purpose. A 'notice of motion' of such amendment or change shall be circulated to the members.

### IX. EFFECTIVE DATE

This By-law shall come into force upon the signing of this document. By-laws number 1, 5, 6, 7, 8, 9, 10 and 11 are repealed.

Adopted at a General Meeting of the Barrie Curling Club held in the City of Barrie,

dated this 28 day of NOV. 2018.

  
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 President

  
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 Secretary-Treasurer