

THE SOCIETIES ACT

**BYLAWS OF
The
OKOTOKS CURLING CLUB
April 2019**

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ARTICLE 1 - INTERPRETATION

When interpreting these By-laws, reference shall be had to the Societies Act, and words and expressions used in these By-laws shall, except where specifically defined in these By-laws and except where the context otherwise requires, have the same meaning as would be the case when used in that Act.

ARTICLE 2 - DEFINITIONS

- 2** In these By-laws, the following terms shall have the following respective meanings:
- 2.1 "Board" shall mean the Board of Directors of the Club.
 - 2.2 "By-laws" shall mean the By-laws of the Club as amended from time to time.
 - 2.3 "Club" shall mean the "OKOTOKS CURLING CLUB" incorporated under the Societies Act.
 - 2.4 "Director" shall mean a Member appointed or elected to, and continuing to hold office on the Board in accordance with the provisions of these By-laws.
 - 2.5 "Member" shall mean a person who is, or is admitted as, a member of the Club in accordance with Article 4.1 of these By-laws, who is not a Suspended Member, and who has not (since the person's last admission as a Member) withdrawn as, ceased to be, or been expelled as, a Member pursuant to Article 4.4 of these By-Laws.
 - 2.6 "Membership" shall mean the Members, from time to time, as a whole.
 - 2.7 "Resolution" shall mean a decision taken by the Board or the Club, and passed by a majority vote of all Members present entitled to vote.
 - 2.8 "Special Resolution" shall mean:
 - (a) a Resolution passed at a general meeting of which not less than Twenty-One (21) days' notice specifying the intention to propose the Resolution has been duly given, and by the vote of not less than 25 Members of the Club who, if entitled to do so, vote in person or by proxy,
 - (b) a Resolution proposed and passed as a Special Resolution at a general meeting of which less than twenty-one (21) days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or
 - (c) a Resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the Resolution in person or, where proxies are permitted, by proxy.
 - 2.9 "Suspended Member" means a Member who is suspended from the Membership in accordance with Article 4.4 of these By-laws.

ARTICLE 3 - SEAL AND EXECUTION OF DOCUMENTS

- 3.1 The Club has chosen not to adopt a seal at this time.

ARTICLE 4 - MEMBERSHIP AND FEES

- 4.1 Any person residing in the Province of Alberta shall be eligible for membership in the Club. Upon acceptance by the Board of Directors of an application in writing and on payment of the league or other membership fees as set by the Board, such person shall be deemed to be a member of the Club in good standing for the current fiscal year and entitled to all the rights and privileges of such membership. All Members shall be subject to the provisions of these By-Laws and any applicable legislation.
- 4.2 There may be one or more classes of membership in the Club and the class or classes together with the amount of fees to be payable by each, shall be set from year to year by the Board of Directors
- 4.3 Rights and Privileges of Members:
- Any Member in good standing is entitled to:
- a) receive notice of meetings of the Club
 - b) attend any meeting of the Club;
 - c) speak at any meeting of the Club
 - d) exercise other rights and privileges given to Members as stated in these bylaws
- 4.4 Any member may be suspended or expelled from the club for failure to comply with the Club Bylaws, Club Regulations, or for any other cause which, in the opinion of the Board of Directors, is not in the best interest of the Club. Any such suspension or expulsion shall be by a two-thirds (2/3) vote of the Board of Directors.
- a. Any Member so suspended or expelled shall not be entitled to commence any action or institute any proceedings to be reinstated in the Membership of the Club, and any Member so suspended or expelled may be readmitted to Membership only by a Special Resolution passed by the Board.
 - b. Any Member in arrears for fees or assessments for any year shall be automatically suspended after three (3) months from the start of such year (commencement of regular curling), and shall not be entitled to Membership privileges or powers in the Club until reinstated.
- 4.5 No Member or Director of the Club shall, in his/her individual capacity, be liable for any debts or liabilities of the Club.
- a) Each Member or Director holds office with protection from the Club. The Club indemnifies each Member or Director against all costs or charges that result from any act done in his/her role for the Club. The Club does not protect any Member or Director for acts of fraud, dishonesty, or bad faith.

- b) No Member or Director is liable for the acts of any other Director or employee. No Member or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Club. No Member or Director is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Club, unless the act is fraud, dishonesty or bad faith.
 - c) Members or Directors can rely on the accuracy of any statement or report prepared by the Club's auditor. Members or Directors are not held liable for any loss or damage as a result of acting on that statement or report.
- 4.6 Any Member wishing to withdraw or resign from Membership may do so upon written notice to the Board. No part of the annual fee or other dues shall be refunded.

ARTICLE 5 - MEETINGS

- 5.1 The Annual General Meeting shall be held on or before the 30th of September of each year. Notice stating the date, time and place of the Annual General Meeting shall be given to all Members not less than Fourteen (14) clear days prior to the date of such meeting.
- 5.2 The agenda for the Annual General Meeting shall contain at a minimum the following:
- (a) Adopting the agenda;
 - (b) Adopting the minutes of the last Annual General Meeting;
 - (c) Annual Reports made by the President;
 - (d) Reviewing the financial statements setting out the Club's income, disbursements, assets and liabilities and the auditor's report;
 - (e) Election of Directors;
 - (f) Appointing the auditors;
 - (g) Presenting the slate of Directors for the upcoming year;
 - (h) Considering other matters as specified in the meeting notice
- 5.3 A General Meeting of the Club may be called at any time by the Secretary upon instruction of the President by notice given to all members not less than fourteen (14) clear days prior to the date of the meeting.
- 5.4 A Special General Meeting shall be called by the President or Secretary upon receipt by him/her of a Petition signed by at least Twenty-Five (25) Members in good standing setting forth the reasons for calling such a meeting. Time and place of the meeting shall be given to all Members not less than fourteen (14) clear days prior to the date of the meeting.
- 5.5 Each member in good standing shall be entitled to One (1) vote to each question or Resolution brought forward at any meeting of the Members of the Club. Such votes must be made in person and not by proxy or otherwise.

- 5.6 The lesser of Ten (10%) of the Members, or Twenty-five (25) members in good standing shall constitute a quorum at any meeting.
- 5.7 Any meeting of the Members may be adjourned to any time and from time to time and such other business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice, other than a Statement at the original meeting from which such adjournment took place of the time and place of the adjourned meeting, shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 5.8 The Board shall decide the order of business at any meeting of the Members.
- 5.9 Unless authorized by Resolution at any meeting, Directors, Officers or Members of the Club shall not receive any remuneration for their services as such.
- 5.10 At all meetings of the Members, every question or Resolution put to a vote of the meeting shall be decided by a majority of the votes cast, unless otherwise expressly required by the By-laws or by law. Unless a poll is demanded by a Member, a declaration by the Chairperson of the meeting that a question or Resolution has been carried or not carried, and an entry to that effect in the minutes of the Club, shall be sufficient evidence of the fact without proof of the number or proportion of the votes in favour of or against such question or Resolution. In case of an equality of votes, the Chairperson shall cast the deciding vote, in addition to any vote the Chairperson may have initially cast.

ARTICLE 6 - BOARD OF DIRECTORS AND OFFICERS

- 6.1 The Board of Directors shall, subject to the By-laws, Provincial and Federal Statutes, or the lawful directions given it by a majority vote at any properly convened meeting, have full control and management of the affairs of the Club.
- 6.2 The Board of Directors shall consist of not less than Five (5) and not more than Seven (7) Elected Members filled by election held at the Annual General Meeting.
- 6.3 At each election Directors shall be elected for terms such that there is always on the board at least two members with three years, two members with two years and two members with one year left in their term.
- 6.4 The Board of Directors shall, as its first action after the Annual General meeting, appoint or elect, from their members, a President, Vice-President, Secretary and Treasurer.
- 6.5 The President elected must have served at least one year on the board at any time.
- 6.6 Each Director shall, subject to earlier vacating or being removed from his or her office as hereinafter provided, be elected to a three (3) year term or such term to meet the requirements of article 6.3. At the end of their term, any retiring Board Member shall be eligible for re-election.
- 6.7 The Directors may, by Resolution passed by at least three-fifths (3/5) of the votes cast at a meeting of the Board, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any

person in his stead for the remainder of his term

- 6.8 A quorum at a properly convened meeting of the Board shall be Five (5) Members.
- 6.9 If any Director of the Board shall resign his office, or without reasonable excuse absent himself from three (3) or more meetings of the Board, or withdraw, or be terminated or expelled from the Membership, the Chairperson shall declare the office vacated and the Board may appoint a successor in their place to hold office until the next annual general meeting.
- 6.10 The Board shall meet at least monthly at such time and place as the Chairperson may determine. The Chairperson may postpone any meeting with reasonable notice.
- 6.11 The Board may, from time to time, appoint and terminate such officers and agents and authorize and terminate the employment of such other persons as it deems necessary to carry out the objectives of the Club and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.
- 6.12 In case of the absence or inability to act of any agent or employee of this Club, or for any reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such person or persons to any other persons.
- 6.13 The Board may appoint such committees as it deems necessary and the Board may appoint a convener for each of the said committees of the Board. The convener of each committee, in consultation with the Chairperson, may appoint consultants to assist him or her with their duties.
- 6.14 The Board shall, unless otherwise required in these By-laws or by law, act by resolution passed by a majority of the Directors present at a meeting of the Board. In addition, a resolution in writing signed by all the Directors shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

ARTICLE 7 - DUTIES OF OFFICERS

7.1 PRESIDENT

The President shall:

- (a) When present, preside at all meetings of the club and of the Board of Directors;
- (b) Sign the minutes of all such meetings upon their adoption;
- (c) Be ex-officio member of all Committees;
- (d) Oversee the management of the business and affairs of the Club;
- (e) See that all orders of resolutions of the Board of Directors and members are carried into effect;
- (f) Perform such duties, exercise such power, and function as may be assigned

from time to time by the Board of Directors.

7.2 VICE-PRESIDENT

The Vice-President shall:

- (a) Perform the duties of the President when the President is absent;
- (b) Assist the President in the discharge of his duties.

7.3 SECRETARY

The Secretary shall:

- a) Perform the duties of the President in the absence of both the President and the Vice-President;
- b) Attend all meetings of the Club and the Board of Directors and record facts and minutes of all proceedings in the books kept for that purpose;
- c) Give all notices required to be given to members and Directors;
- d) Be the custodian all books, papers and records belonging to the Club which shall be delivered only to his/her successor in office or as may be authorized by a resolution of the board;
- e) Perform such other duties as may from time to time be determined by the Board of Directors.
- f) Be custodian of the Board of Directors Governance Manual, including maintaining all revisions and updates both paper and electronic.

7.3 TREASURER/CHIEF FINANCIAL OFFICER

The Treasurer/Chief Financial Officer shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and;

- (a) Deposit or cause to be deposited all moneys or other available effects in the name and to the credit of the Club in such bank(s) or financial institutions as may be from time to time designated by the Board of Directors;
- (b) Invest, and disburse the funds of the Club under the direction of the Board of Directors, taking proper vouchers thereof;
- (c) Render to the board at the regular meetings thereof or whenever required of him/her an account of all transactions as Treasurer.

ARTICLE 8 - BANKING AUTHORITY

8.1 Any two of the following: President, Vice-President, Secretary, Treasurer shall be authorized to sign all cheques on behalf of the Club and the Treasurer shall receive from the Club's bankers all canceled vouchers and verify the balance of the bank account.

8.2 All funds received shall be deposited forthwith with the Clubs bankers.

ARTICLE 9 - AUDITOR

- 9.1 The Board of Directors shall appoint an auditor to audit the books, accounts and records of the Treasurer/Chief Financial Officer at least once each year, by a duly qualified accountant or by two (2) members of the Club elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books of the Club for the previous year shall be submitted by such auditor at the Annual General Meeting of the Club. The fiscal year of the club in each year shall be June 1 to May 31.
- 9.2 The Board from time to time shall determine whether, to what extent, at what time, places and under what conditions or regulations, the accounts, books, and records of the Society, shall be open to inspection by the Members. Each member of the Board shall at all times have access to such books and records.

ARTICLE 10 - MANNER OF MAKING, ALTERING AND RESCINDING BY-LAWS

- 10.1 These By-laws may be rescinded, altered or added to by any special resolution of the Members at an annual or special general meeting of Directors.

ARTICLE 11 - WINDING UP

- 11.1 In the event of the dissolution or winding up of the Society, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada.

ARTICLE 12 - GENERAL

- 12.1 Whenever under the provisions of these By-laws notice is required to be given or sent, such notice may be given by posting on notice boards within the Club, and/or posting on the club's website and/or mail, fax, and/or via electronic mail. For the purpose of sending or giving any notice, the address of any Member or Director shall be his/her last address as recorded on the books of the Society. Accidental failure to send or give notice of a meeting as aforesaid to any Member or Director shall not invalidate any proceedings taken at the meeting.
- 12.2 Any Member or Director may at any time waive notice of any meeting of Member or Directors of the Board and may ratify, approve and confirm any or all proceedings taken or had thereafter
- 12.3 Words indicating the singular number shall also include the plural, and vice versa, and words indicating the masculine gender shall include the feminine gender, and vice versa, where the context so requires.

WITNESS WHEREOF

SIGNATURES