

Esquimalt Curling Club (the “Society”)

CONSTITUTION

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1. The name of the Society is Esquimalt Curling Club, hereinafter referred to as the Society.
2. The purpose of the Society is to foster, promote, organize, and engage in the game of curling and to promote sportsmanship, good fellowship, and the welfare of the members of the Society..

BYLAWS

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PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the Societies Act of British Columbia as amended from time to time;

“**AGM**” means a meeting of the Society held once each calendar year, which all Voting Members may attend and participate in, including voting on resolutions;

“**Board**” means collectively the immediate past president, president, vice-president, secretary, treasurer, one (1) League representative from each League, Curl BC representatives and directors at large as appointed by the president, all of who must be Voting Members;

“**Board Meeting**” means a meeting of the Board held in accordance with the Bylaws;

“**Bylaws**” means these bylaws as altered from time to time;

“**Constitution**” means the Constitution of the Society.

“**Extraordinary Meeting**” means any meeting of the Society other than an AGM or Board Meeting.

“**Good Standing**” means dues owed by a Voting Member to the League and Society have been paid in full by the due date set by the League and Society and dues owed by a League to the Society have been paid in full by the date set by the Society.

“**League**” means a curling league that operates as part of and under the Bylaws and is in Good Standing.

“**Life Member**” means a person who has rendered meritorious service to the Society over a reasonable period of time, has been nominated by a Voting Member, and designated by a unanimous vote at a Board Meeting and is in Good Standing with the Society

“**Member**” means a person who is registered in a League and is in Good Standing with that League and the Society.

“**Member Meetings**” collectively means AGMs and Extraordinary Meetings.

“Member Requisition” means a requisition for an Extraordinary Meeting signed by twenty-five (25) or more Voting Members, and stating therein the nature of the business to be transacted at the meeting.

“Policy Manual” means a manual agreed upon by the Society as amended from time to time which provides the Society with guidelines on a number of matters, as set out in sections 7.3 and 7.4 of these Bylaws.

“Regulations” means the Societies Regulation of British Columbia as amended from time to time.

“Society Fees” means an annual membership fee and any other fee that is determined and set by the Board from time to time.

“Voting Member” means Life Members and Members in Good Standing.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Compliance with Act or Regulations

1.3 Unless otherwise specified by these Bylaws the Society shall adopt the Model Bylaws prescribed or designated by the Act.

1.4 If there is a conflict between these Bylaws and the Act or the Regulations under the Act, the Regulations shall prevail.

PART 2 – MEMBERSHIP

Categories

2.1 The following are categories of membership of the Society:

- (a) Member;
- (b) Life Member.

Rights and Obligations

2.2 All Voting Members must uphold the Constitution and Bylaws of the Society.

Terminations

2.3 A person ceases to be a Member:

- (a) upon their death;
- (b) upon determination by the Board; or
- (c) if they cease to be in Good Standing with the Society.

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PART 3 – MEETINGS OF MEMBERS

Annual General Meeting

3.1 The AGM must be held no later than the last day of April.

Extraordinary Meetings

3.2 Extraordinary Meetings must be called by the president, or as otherwise provided for in these Bylaws, and held at a time and place to be determined by the president or a delegate of the president.

3.3 An Extraordinary Meeting may be called by way of a Member Requisition, delivered or sent by registered mail to the president at the address of the Society.

Meeting Notice

3.4 A notice of Member Meetings must state the nature of any business to be transacted at the meeting, and the date, time and location of the meeting. Such notice must be provided by the Board to every League, to be posted on the League's notice board by the League representative, and must be posted by the Board on the Society's website at least fourteen (14) days before the meeting.

Quorum

3.5 The quorum for the transaction of business at a Member Meeting is twenty-five (25) Voting Members.

3.6 If within one-half hour after the time appointed for Extraordinary Meeting, a quorum is not present, the meeting shall be dissolved. For an AGM it shall stand adjourned until the same day, time, and place in the next week, and, if at that meeting, a quorum is not present within one-half hour after the time appointed for the meeting, the Voting Members present shall constitute a quorum.

Voting

3.7 A Voting Member is entitled to one (1) vote only.

3.8 Proxy voting is not permitted.

3.9 Voting is in person by a show of hands.

3.10 At Member Meetings a motion or resolution to amend the Society's Constitution or Bylaws requires a simple majority vote to be carried. In the event of an equality of votes the president or chairperson shall not have a deciding vote and the vote shall be defeated.

3.11 At an Extraordinary Meeting a motion on a Member Requisition shall require a majority of sixty-seven (67) percent vote to be carried.

3.12 At Member Meetings a motion or resolution other than that specified in 3.10 and 3.11 shall require a simple majority vote to be carried. In the event of an equality of votes the president or chairperson will have the deciding vote.

3.13 Robert's Rules of Order will govern all Member Meetings except where they are inconsistent with these Bylaws or any other rules the Society may adopt from time to time.

PART 4 – BOARD

Election of Board members

4.1 The following Board positions must be elected by the Voting Members at the AGM:

- (a) president;
- (b) vice-president;
- (c) secretary; and
- (d) treasurer.

Each member of the Board is eligible for re-election to any office but must, at all times, be a Voting Member.

Term of Board members

4.2 The term of each elected Board position in 4.1 will be one (1) year starting May 1st and ending April 30th of each calendar year.

4.3 The term of each League Representative, Curl BC Representative and Director at Large will be one (1) year starting May 1st and ending April 30th of each calendar year.

Removal of a Board member

4.4 The term of a Board member is terminated in any of the following events:

- (a) if the Board member ceases to be a Voting Member;
- (b) if the member is absent, without good reason, from the Board Meeting for three (3) consecutive regular Board Meetings;
- (c) by unanimous resolution of the balance of the Board;
- (d) by resolution passed by a sixty-seven (67) percent vote of those present at a Member Meeting called for that purpose.

Reinstatement of a Board member

4.5 A Board member removed under provision 4.4 may be reinstated at a Member Meeting if approved by a simple majority of a motion or resolution to that effect.

Board vacancies

4.6 In the event the position of president should be vacant due to resignation, death or incapacity, the vice-president shall fill the position of president. The Board may then appoint a Voting Member to the position of vice-president.

4.7 The Board may, at any time, appoint a Voting Member as a Board member to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Board member during that Board member's term of office.

Term of appointment for Board vacancies

4.8 A Voting Member appointed by the Board to fill a vacancy ceases to be a Board member at the end of the unexpired portion of the term of office of the vacancy.

PART 5 – BOARD MEETINGS

Calling Board Meeting

5.1 A Board Meeting may be called by the president or by any three (3) other Board members.

Notice of Board Meeting

5.2 At least seven (7) days' notice of a Board Meeting must be given unless a majority of the Board agrees to a shorter notice period.

Quorum of Board

5.3 The quorum for the transaction of business at a Board Meeting is a majority of the Board.

Voting

5.4 Questions arising at any meeting of the Board will be decided by a majority of votes of those present. In the event of an equality of votes, the chairperson of such meeting has the deciding vote.

5.5 Despite a Board member holding two (2) or more positions on the Board they are only entitled to one (1) vote.

Emergency Meetings

5.6 From time to time, the Board may need to deal with significant and time sensitive business. To facilitate the timely resolution of these matters the president may conduct voting via electronic means. A vote by electronic means has the same force and effect as a vote in a meeting of the Board.

5.7 Robert's Rules of Order shall govern all Board Meetings except where they are inconsistent with these Bylaws or any other rules the Society may adopt from time to time.

PART 6 – FINANCE

Remuneration of Board

- 6.1 The Society may reimburse Board members for any reasonable expenses related to the Society.
- 6.2 The Society may not pay remuneration to a Board member for fulfilling the duties of that position.
- 6.3 The Society may, subject to the Act, pay remuneration to a Board member for services provided by the Board member to the Society in another capacity.

Financial Year

- 6.4 The financial year of the Society ends on January 31st every year.

Signing Authority

- 6.5 A contract or other record to be signed by the Society must be signed on behalf of the Society by the treasurer and any of the vice-president, secretary or treasurer.

Investments

- 6.6 Investment must only be in a term deposit or daily interest bearing account.

Borrowing

- 6.7 The Board is authorized to do the following.
 - (a) Borrow money upon the credit of the Society upon such terms and conditions as to repayment, payment of interest or otherwise as they deem expedient.
 - (b) Limit or increase the amount to be borrowed.
 - (c) Issue promissory notes, bills of exchange and other negotiable or transferable instruments subject to the Bylaws.
 - (d) No debenture shall be issued without the sanction of a resolution.

Auditor

- 6.8 The books and accounts of the Society shall be audited within thirty (30) days after the termination of each fiscal year by accountants appointed by the Board. The report of the accountants and statements shall be presented to the next AGM.

PART 7 – OPERATIONS

Policy Manual

- 7.1 The Society operates under the guidelines of the Policy Manual. All amendments of the Policy Manual require majority approval by the Board of Directors and must be documented in the minutes of the Board Meeting.
- 7.2 The Policy Manual will be published electronically by the Board within a reasonable amount of time after it is adapted and each time it is amended on the Society's website.
- 7.3 The Policy Manual must provide direction to the Society for the following:
- (a) Society structure;
 - (b) Society operations;
 - (c) Board duties; and
 - (d) Committee and volunteer duties
- 7.4 The Policy Manual may provide additional directions.

PART 8 – ACCESS TO RECORDS

Public Accessing Records

- 8.1 Voting Members may have access to financial statements, minutes of Member Meetings, minutes of Board Meetings and personal contact information to allow them to contact other Voting Members related to participation in Society activities.
- 8.2 The public and Voting Members may access any other documents or records, not mentioned in 8.1 with written approval of the Board.

PART 9 – DISSOLUTION OF THE SOCIETY

Distribution of Assets

- 9.1 This Society is a member-funded Society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this Society may distribute its money and other property to another member-funded society or to a registered charitable society.

Decision to dissolve

- 9.2 A decision to dissolve shall be made by a special resolution at a Member Meeting. Such special resolution shall require a simple majority of the Voting Members present. In the event of an equality of votes, the chairperson of such meeting shall not have the deciding vote and the motion shall be defeated.