

# **NORTH GRENVILLE CURLING CLUB**

## **GENERAL OPERATING BY-LAW No. 1**

June 2, 2008

*North Grenville Curling Club By-Law No.1*

|  | Page |
|--|------|
| <b>Article #1 – Interpretation</b>                           |      |
| 1.1 – Definitions  | 1    |
| 1.2 – Imported meaning                                       | 1    |
| <b>Article #2 – Membership</b>                               |      |
| 2.1 – Eligibility  | 2    |
| 2.2 – Membership categories                                  | 2    |
| 2.3 – Membership privileges                                  | 2    |
| 2.4 – Fees   | 2    |
| <b>Article #3 – Suspension and Termination of Membership</b> |      |
| 3.1 – Adherence to aims and policies of the Club             | 3    |
| 3.2 – Voluntary resignation                                  | 3    |
| <b>Article #4 – Governance</b>                               |      |
| 4.1 – Board of Directors                                     | 3    |
| 4.2 – Powers of the Board                                    | 3    |
| 4.3 – Qualifications of Directors                            | 3    |
| 4.4 – Conflicts of Interest                                  | 3    |
| 4.5 – Composition of Board                                   | 4    |
| 4.6 – Duties of Directors                                    | 4    |
| 4.7 – Remuneration   | 4    |
| 4.8 – Agents & Employees                                     | 5    |
| <b>Article #5 – Committees</b>                               |      |
| 5.1 – Committees   | 5    |
| 5.2 - Executive Committee                                    | 5    |
| 5.2 - Nominating Committee                                   | 5    |
| <b>Article #6 – Election and appointment of Directors</b>    |      |
| 6.1 – Nomination   | 6    |
| 6.2 – Election   | 6    |
| 6.3 – Vacancies  | 6    |
| 6.4 – Resignation and removal of Directors                   | 6    |
| 6.5 – Term of Office   | 7    |
| <b>Article #6 – Meetings of Directors</b>                    |      |
| 7.1 – Frequency  | 7    |
| 7.2 – Form of meeting  | 7    |
| 7.3 – Notice of meetings                                     | 7    |
| 7.4 – Entitlement to attend                                  | 7    |
| 7.5 – Chairing of Meetings                                   | 7    |
| 7.6 – Quorum   | 7    |
| 7.7 – Voting   | 7    |
| 7.8 – Minutes  | 8    |
| 7.9 – Errors in notice                                       | 8    |
| 7.10 – Limitations of liability                              | 8    |
| 7.11 – Indemnity of Directors                                | 8    |
| 7.12 – Insurance   | 8    |
| 7.13 – Advances  | 9    |
| 7.13 – Irregularities in procedure                           | 9    |
| 7.14 – Reliance on others                                    | 9    |

**Article #8 – Meetings of Members**

|   |    |
|---|----|
| 8.1 – Annual General Meeting            | 9  |
| 8.2 – Special or other general Meetings | 9  |
| 8.3 – Notice                            | 9  |
| 8.4 – Errors in notice                  | 10 |
| 8.5 – Business of the meeting           | 10 |
| 8.6 – Entitlement to attend             | 10 |
| 8.7 – Chairing of Meetings              | 10 |
| 8.8 – Quorum                            | 10 |
| 8.9 – Voting                            | 10 |
| 8.10 – Minutes                          | 11 |

**Article #9 – Administrative and Financial matters**

|                                   |    |
|-----------------------------------|----|
| 9.1 – Head Office                 | 11 |
| 9.2 – Records                     | 11 |
| 9.3 – Signing Officers            | 11 |
| 9.4 – Giving of notice            | 11 |
| 9.5 – Banking                     | 11 |
| 9.6 – Borrowing                   | 12 |
| 9.7 – Grants, donations and gifts | 12 |
| 9.8 – Financial Year              | 12 |
| 9.9 – Appointment of Auditors     | 12 |
| 9.10 – Audit requirements         | 12 |
| 9.11 – Parliamentary authority    | 13 |

**Article #10 – Amendments**

|  |    |
|--|----|
| 10.1 - Amendment of Letters Patent               | 13 |
| 10.2 – Amendment of By-laws                      | 13 |
| 10.3 - Repeal of Former General Operating By-law | 13 |

## **BY-LAW No, 1**

Being a by-law to regulate the affairs of the Club.

WHEREAS the Club was granted Letters Patent by the Ontario Government of Canada under the Corporations Act (Ontario) on the 4th day of December, 1989 under the name Kemptville and District Curling Association.

AND WHEREAS the corporate name was changed to "North Grenville Curling Club" by Supplementary Letters Patent issued by the Province of Ontario on the 28th day of February, 2005;

AND WHEREAS it is determined necessary to replace the current "Constitution and By-Laws of the Kemptville and District Curling Association" with the General Operating By-law No.1 herein.

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of the North Grenville Curling Club as follows:

### **Article #1 – Interpretation**

#### **SECTION 1.1 – Definitions**

In these By-laws, unless the context requires otherwise:

- (a) **AGM**, shall mean the Annual General Meeting of Members;
- (b) **Auditor**, shall mean a person or persons appointed to review the financial records of the Club and comment on them, in accordance with the requirements of the Corporations Act;
- (c) **By-law** or **By-laws** means this by-law and all other by-laws of the Club from time to time in force and effect, including the General Operating By-law herein;
- (d) **Board**, shall mean the Directors collectively;
- (e) **Corporations Act**, shall mean the Corporations Act, R.S.O. 1990, c. C.38 as amended;
- (f) **Curling League**, shall mean an activity-based group having a distinctive name, eligibility rules, schedule and operations within the Club;
- (g) **Director**, shall mean any Member that has been elected or appointed to a Board position;
- (h) **Member**, shall mean any individual that has been accepted into membership of Club and is currently registered as a Member;
- (i) **Membership Year**, shall mean the 12 month period commencing on September 1 each year or on such date as is determined by resolution of the Board and approved by Members at an AGM;
- (j) **OCA**, shall mean the Ontario Curling Association or any successor organization;
- (k) **PIPEDA**, shall mean the Personal Information Protection and Electronic Documents Act;
- (l) **Officer**, shall mean the President, the Vice President, the Secretary or the Treasurer as have to be recorded in the Club's filings with the provincial Ministry of Government Services or successor organization
- (m) **Special Meeting**, shall mean a general meeting of Members called for the purpose of conducting a specific item of business.

#### **SECTION 1.2 – Imported meaning**

Words importing the singular number only shall include the plural and vice versa; words importing the one gender shall include both genders, unless the context requires otherwise.

## Article #2 – Membership

### SECTION 2.1 – Eligibility

Membership in the Club shall consist only of those persons recorded as Members of the Club as of the date of passing this General Operating By-law. Thereafter Membership in the Club shall consist of those Persons:

1. who have completed and signed a Membership Application to evidence their commitment to support the Club;
2. who are over the age of eighteen (18) years or, if under the age of eighteen (18) have the written consent of their legal guardian for membership; and
3. whose application for Membership has been accepted by the Board.

A Membership Application shall be signed and submitted to the Board. If the Board is satisfied that the application for Membership satisfies all of the definitions of Membership as set out above, then in its sole discretion by a resolution of the Board, such person shall thereafter become a Member of the Club.

### SECTION 2.2 – Membership classes

There shall be four (4) classes of membership:

1. **Adult Members:** Those members who, at the commencement of the current calendar year, are eighteen (18) years of age or older and who intend to participate in at least one Curling League.
2. **Junior Members:** Those individuals who, at the commencement of the current calendar year, are under eighteen (18) years of age and are eight (8) years of age or older.
3. **Social Members:** Those members, who at the commencement of the current calendar year, are eighteen (18) years of age or older and who do not intend to participate in any Curling League.
4. **Honorary Members:** Honorary membership shall be a membership designation for the duration of the individual's life. It shall be awarded to those persons who have made an outstanding contribution, deemed to warrant such special recognition, to curling or to the Club in recognition of that service. Honorary membership shall only be awarded on the recommendation of the Board and with the approval of 25 Members at a general meeting.

Subject to the foregoing, the Board may pass such other membership rules providing for the admission of Members, designating the activities in which a particular class of Members may participate and providing for such other membership related matters as are permitted within these By-laws.

### SECTION 2.3 – Membership privileges

S. 2.3.1 Only Adult Members, Junior Members and Honorary Members are allowed to participate in regular league play.

S. 2.3.2 Except as otherwise provided, each Adult, Social, and Honorary Member shall be entitled to receive notice of, attend, speak and participate at, and shall have the right to one vote on each matter arising at any Special or general meeting of Members. Membership in the Club is non-transferable.

### SECTION 2.4 – Fees

S. 2.4.1 The structure and schedule of membership and playing fees shall be decided by the Board. All fees are due and payable by October 15<sup>th</sup> annually.

S. 2.4.2 A Member who is in default of payment of fees by more than thirty (30) days will not be entitled to any of the privileges or benefits of membership.

### **Article #3 – Suspension and Termination of Membership**

#### SECTION 3.1 – Adherence to aims and policies of the Club

Any Member who conducts himself or herself in a manner which is contrary to the stated objectives or policies of the Club or acts in a manner detrimental to the good name of the Club or which disturbs its well-being or otherwise hampers its operation may have his or her membership suspended or terminated if at a Meeting of the Board called for that purpose, the Board determines in its sole discretion, by a two-third (2/3rds) resolution, that a Member is to be removed as a Member of the Club, provided that such Member is first offered an opportunity to be heard.

#### SECTION 3.2 – Voluntary resignation

Any Member may resign at any time from the Club by notice in writing but that resignation shall not absolve the then former Member from any liability for fees or otherwise to the Club.

### **Article #4 – Governance**

#### SECTION 4.1 – Board of Directors

The affairs of the Club shall be in the charge of a Board of Directors. The Board shall individually and collectively have responsibility and accountability for managing the Club in furtherance of its aims and objectives.

#### SECTION 4.2 – Powers of the Board

S. 4.2.1 The Board shall, subject to these By-laws and any rule determined by the membership in a general meeting, administer the affairs of the Club and may make or cause to have made for the Club any kind of contract which the Club may legally enter into and generally exercise all such other powers and do all such other acts and things as the Club is, by its Letters Patent or otherwise, authorized to exercise and do.

S. 4.2.2 No act of the Board of Directors shall be invalidated subsequently by a rule made in a general meeting or by change to the By-laws, if that prior act was valid at the time it was made.

#### SECTION 4.3 – Qualifications of Directors

Each Director, at the time of their election or appointment under s. 5.3 and subsequently when in office, shall:

1. be a Member of the Club in good standing for at least two (2) years prior to the AGM;
2. be at least eighteen (18) years of age and have the power under law to contract;
3. not be a paid employee of the Club; and
4. not be an undischarged bankrupt.

#### SECTION 4.4 – Conflicts of Interest

Any Director who has – or believes he or she may have – any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Club shall declare their interest therein to their fellow Directors in a timely manner and no later than the next Board meeting. The Board may request any Director who has

declared such interest to absent himself or herself during any discussion of or any vote upon the matter (including any discussion regarding any such request), with such request being recorded in the minutes.

#### SECTION 4.5 – Composition of Board

S. 4.5.1 There shall be twelve (12) Directors elected or appointed under s. 6.3, who shall serve in their personal capacity.

S. 4.5.2 The Directors shall be nominated to and hold the following offices for the purposes of the Corporations Act: President, Vice-President, Past President, Secretary, Treasurer. The remaining Directors will be at large, with responsibilities will be defined at a Board meeting subsequent to election.

#### SECTION 4.6 – Duties of Directors

Unless otherwise specified by the Board (which may, subject to the Corporations Act, modify, restrict or supplement such duties and powers), the offices of the Club, if designated and if Officers are appointed thereto, shall have the following duties and powers:

**President** – shall, when present, preside at all meetings of the Board and shall, subject to the authority of the Board, have general charge and supervision over any agents or staff employed by the Board under s. 4.8. The President shall act as spokesperson for the Club. The President shall perform all other duties incumbent on the office and such other duties as the Board may assign.

**Vice President** – shall assist the President in any capacities assigned when required. The Vice-President shall also, in the event of absence, assume the role and position of the President.

**Past President** - shall assist the President and Vice-President in any capacities assigned when required. The Past President shall also, in the event of absence of both the President and Vice President, assume the role and position of the President.

**Secretary** – shall record or arrange to have recorded the minutes of all Board, Committee or general or Special Meetings. The Secretary 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 shall give 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 and regulatory agencies. The Secretary shall perform all other duties incumbent on the office and such other duties as the Board may assign. The Secretary shall also be the designate representative for the OCA or as the Board may alternatively assign. The Secretary shall serve as the Club's Privacy Officer for the purposes of PIPEDA.

**Treasurer** – shall have the care and custody of all funds and securities of the Club and ensure their deposit in the name of the Club in such chartered bank or trust company as the Board may designate. The 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 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.

#### SECTION 4.7 – Remuneration

The Directors shall serve without remuneration except that reasonable expenses incurred in the performance of their duties may be paid out of the Club's funds, subject to the financial control policies of the Club.

#### SECTION 4.8 – Agents & Employees

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment or engagement and amended from time to time.

### **Article #5 – Committees**

#### SECTION 5.1 – Committees

The Board may delegate any of its powers, except the power to delegate, to a committee consisting of at least one director. A committee so formed shall in the exercise of the powers so delegated conform to any rules imposed by the Board and shall report every act or thing done at the next earliest meeting of the Board of Directors. No committee so formed shall spend any money of the Agency without the approval of the Board of Directors.

#### SECTION 5.2 - Executive Committee

S. 5.2.1 There shall be an Executive Committee composed of the President, Vice-President, Past-President Treasurer, and Secretary. The Executive Committee shall be chaired by the President. Quorum for any meeting of the Executive Committee is three members.

S. 5.2.2 The Executive Committee is responsible for:

1. recommending the annual Budget to the Board;
2. exercising the full powers of the Board in respect of the management and affairs of the Club in between meetings of the Board (save and except only such acts which by law must be performed by the Board itself) in all cases in which specific direction has not been given by the Board;
3. all actions and expenditures authorized by the Executive Committee shall be reported to the Board of Directors at the next meeting of the Board, but shall not require the approval or ratification of the Board of Directors; and,
4. carrying out any other duties and responsibilities as may from time to time be determined by the Board.

During the intervals between meetings of the Board, the Executive Committee shall possess and may exercise all of the powers of the Board with respect to the management and direction of such of the affairs of the Agency as are not otherwise delegated by these by-laws. The Executive Committee may, without meeting, act to execute its duties and responsibilities of a routine nature requiring prompt action, provided that a majority of the voting members of the Executive Committee signify their consent prior to the action being taken; such consent is to be confirmed in writing.

#### SECTION 5.3 – Nominating Committee

S. 5.3.1 The Board shall appoint a Nominating Committee each year, at least sixty (60) days prior to the AGM, consisting of no fewer than two (2) members, one of which is a Director.

S. 5.3.2 The Nominating Committee shall have the following duties:

1. to ensure a sufficient number of qualified nominees to stand for election to the Board of Directors at the Annual Meeting.
2. to receive additional nominations of Directors from the membership; and
3. to ensure that all Officer positions are filled and functioning effectively.



## **Article #6 – Election and Appointment of Directors**

### **SECTION 6.1 – Nomination**

S. 6.1.1 Nomination of candidates for directorship may be made by any Member to the Nominating Committee in advance of the AGM or Special Meeting called to elect Directors under s. 6.3. As a matter of practice, the Vice President will be nominated for President for the following year.

S. 6.1.2 Any candidate for the position of President must have served a full term as a Director prior to being nominated for the position.

S. 6.1.3 For a nomination to be accepted:

- (i) the nomination must be seconded by another Member in good standing;
- (ii) the candidate must be qualified under s. 4.3;
- (iii) the candidate must indicate his or her willingness to stand; and
- (iv) the candidate must not be standing for a fourth consecutive term as a Director of the Club except that a candidate for President may stand and be elected in that capacity for two consecutive terms.

### **SECTION 6.2 – Election**

S. 6.2.1 In the event that more than one nomination is received for a specific position, the Director shall be elected from those candidates nominated in accordance with s. 5.1 by majority vote conducted by secret ballot at an AGM or Special Meeting called for that purpose under s. 6.3.

### **SECTION 6.3 – Vacancies**

S. 6.3.1 The Directors shall fill vacancies on the Board, however caused, by appointment of Members qualified under s. 4.3, provided that a quorum of the Board remains in office. In the event there is not a quorum, the remaining members of the Board, or failing them, any Member of the Club shall forthwith call a Special Meeting of the membership of the Club for the purpose of electing Directors.

S.6.3.2 Any Director elected or appointed under s. 6.3.1 shall serve for the balance of the term of the previous incumbent of that position.

### **SECTION 6.4 – Resignation and removal of Directors**

S. 6.4.1 A Director may resign at any time by notice to the Secretary or President.

S. 6.4.2 A Director shall be deemed to have automatically resigned if he or she no longer continues to meet the qualification requirements as set out in s. 4.3, which is in the sole discretion of the Board to determine.

S. 6.4.3 A Director may be removed at any time by a resolution passed by a two-thirds (2/3) majority of the voting Members present at a Special Meeting called for that purpose or at an AGM.

S. 6.4.4 A Director may be removed by a majority decision of the Board in the event that the Director is absent from three consecutive Board meetings or is absent from fifty percent (50%) of Board meetings in any twelve (12) month period, without providing an explanation satisfactory to the Board, which is in the sole discretion of the Board to determine.

## SECTION 6.5 – Term of Office

All Directors shall be elected to hold office until the next AGM following their election.

## **Article #7 – Meetings of Directors**

### SECTION 7.1 – Frequency

The Directors shall meet monthly or at such frequency as they, by resolution, deem appropriate but not less than four (4) times per year. The President shall have responsibility for calling such meetings. Regardless of whether such regular meetings of the Board have been scheduled or called, the President or any two (2) members of the Board may call a meeting of the Board at any time, subject to s. 6.3.

### SECTION 7.2 – Form of meeting

The Directors may meet at such time and place as they determine. They may conduct a meeting of the Board by way of telephone, email or internet-based conferencing, provided they meet at least four (4) times in person, per year.

### SECTION 7.3 – Notice of meetings

S. 7.3.1 Notice of every meeting shall be sent to each Director not less than five (5) days before the time when the meeting is to be held by e-mail, telephone or in person. No notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

S. 7.3.2 No notice is required for a meeting of the Board immediately following an AGM.

S. 7.3.3 If the Board, by resolution, appoints a day or days in any month or months for regular meetings of the Board at a specified place or in a specified manner, at a specified time, then a copy of that resolution shall be sent to each Director forthwith after being passed and no other notice shall be required for any such regular meetings, except where the Corporations Act requires the purpose thereof or the business to be transacted thereat to be specified.

### SECTION 7.4 – Entitlement to attend

Members other than Directors shall only be entitled to attend a Board meeting when invited to do so by the board in order to address specific issues and then only for that time that the issues are being discussed.

### SECTION 7.5 – Chairing of Meetings

In the event that the President and Vice-President are absent, the Past President will chair the meeting.

### SECTION 7.6 – Quorum

A simple majority of the Directors then in office shall form a quorum.

### SECTION 7.7 – Voting

S. 7.7.1 All matters shall be decided by a simple majority. In the event of a tied vote, the motion shall fail.

S. 7.7.2 Voting shall be conducted by secret ballot only if so requested by a Director.

#### SECTION 7.8 – Minutes

Minutes shall be taken of all meetings of the Board and shall be circulated to each Director subsequently. The minutes shall be approved, with or without amendment, by those present at the meeting and shall constitute the record of the Club's proceedings and shall be admissible in evidence as prima facie proof of the proceedings. The minutes, after approval, shall then be posted in the Club for the membership.

#### SECTION 7.9 – Errors in notices

No error in or failure to receive notice of any meeting of the Directors shall, of itself, invalidate or make void any proceedings at such meeting.

#### SECTION 7.10 – Limitations of liability

Except as otherwise provided in the Act, no Director or Officer for the time being of the Club shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Club or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful neglect or default.

#### SECTION 7.11 – Indemnity of Directors

Subject to the Act, the Club may indemnify a Director or Officer of the Club, a former Director or Officer of the Club or another individual who acts or acted at the Club's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if,

1. he acted honestly and in good faith with a view to the best interests of the Club or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Club's request; and
2. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Club may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

#### SECTION 7.12 – Insurance

The Club may purchase or acquire liability insurance for the benefit of any Director, except insurance against a liability cost, charge or expense of the Director incurred by or arising out of the Director's dishonesty, wilful neglect or default.

SECTION 7.13 – Advances

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Club is liable to indemnify a Director or Officer pursuant to this By-law, the Club may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Club disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

SECTION 7.14 – Irregularities in procedure

No act or proceeding of any Director or of the Board shall be invalid or ineffective by reason only of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of any Director.

SECTION 7.15 – Reliance on others

The Board and any Director may rely upon the accuracy of any statement or report prepared by the Club's Auditors and any other report prepared by a qualified person and shall not be responsible or held liable for any loss or damage resulting from acting upon any such statement or report.

**Article #8 – Meetings of Members**

SECTION 8.1 – Annual General Meeting

The Annual General Meeting of the Club shall be held at such date, time and place in North Grenville as the Board shall determine but no later than thirty (30) days after the end of the Financial Year.

SECTION 8.2 – Special or other general Meetings

The Club shall call a Special Meeting of Members at the request of the Board or at the written request of at least ten (10) percent of Members entitled to vote at a general meeting of the Club at such date, time and place in North Grenville as the Board shall determine but no later than twenty-one (21) days after such request is made.

SECTION 8.3 – Notice

Notice of the date, time and place of any such Annual or Special Meeting of Members shall be sent in accordance with s. 9.4 to each Member of the Club not less than fifteen (15) days in advance of the meeting. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any resolution or By-law to be submitted to the meeting. Notice of a meeting of Members must remind Members that they have the right to vote by proxy.

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### SECTION 8.4 – Errors in notice

Accidental omission to send notice to – or the non-receipt of the notice of a meeting by – any voting Member or any error in the notice not affecting the substance thereof shall not invalidate the proceedings at any meeting.

#### SECTION 8.5 – Business of the meeting

S. 8.5.1 The business of the AGM shall include reports from the Board, the presentation of the current financial position, a report from the Auditor if available, presentation of a proposed Operating Plan and Fee Structure for the subsequent year and election of Directors and Officers.

S. 8.5.2 The business of a Special Meeting shall be limited to the single item of business for which it was called.

#### SECTION 8.6 – Entitlement to attend

Any Member shall have the right to attend and to be heard at general and Special meetings of the Club. Non-members may attend all or parts of such meetings at the discretion of the Chair.

#### SECTION 8.7 – Chairing of Meetings

In the event that the President and Vice-President are absent, the Past President will chair the meeting.

#### SECTION 8.8 – Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Corporations Act) shall be twenty-five (25) Members of the Club entitled to vote at such a meeting and present in person. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person or by proxy.

#### SECTION 8.9 – Voting

S. 8.9.1 All matters shall be decided by a simple majority of votes cast unless otherwise required by these By-laws or the Corporations Act.

S. 8.9.2 All financial matters and any change or repeal of these By-laws shall be decided by a two-thirds (2/3) majority of votes cast.

S. 8.9.3 In the case of tied vote, the motion shall fail, except in the case of the election of a Director.

S. 8.9.4 The election of Directors or any special business shall be conducted by secret ballot. The Chair may appoint scrutineers from among those present.

S. 8.9.5 Subject to compliance with the corporations Act, in addition to voting in person, every Member entitled to vote at a meeting of Members may vote by appointing in writing a proxyholder or one or more alternate proxyholders who must be Members of the Club, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy.

SECTION 8.10 – Minutes

Minutes shall be taken of all meetings of the Membership and shall be subsequently approved, with or without amendment, by those present at the meeting and shall constitute the record of the Club's proceedings and shall be admissible in evidence as prima facie proof of the proceedings.

**Article #9 – Administrative and Financial matters**

SECTION 9.1 – Head Office

The Head Office of the Club shall be at such place in North Grenville as the Board may determine from time to time.

SECTION 9.2 – Records

S. 9.2.1 The Club shall keep and maintain at the Head Office or such other place as the Board may by resolution decide from time to time:

1. a register of Members and information about them in such form and in such detail as the Board shall determine from time to time is required for the purposes of administering the affairs of the Club effectively;
2. a copy of the documents pertaining to the creation of the Club and all By-laws;
3. a register with the names, phone numbers, email addresses as well as addresses of all Directors of the Club and the dates on which each became and ceased to be a Director;
4. minutes of all meetings of Members and the Board; and
5. proper detailed accounting records with respect to all financial and other transactions of the Club.

S. 9.2.2 Access to such records, with the exception of Member information other than names, phone numbers and addresses, shall be available to Members, their agents or legal representatives upon request to an Officer of the Club, provided reasonable notice is given.

S. 9.2.3 All Members of the Club shall be deemed to have consented to the collection and use of such information, under s. 9.2.1 for the stated purposes, upon their membership.

SECTION 9.3 – Signing Officers

The signing authority of the Club shall be vested in the Officers of the Club and such other persons as the Board, by resolution, may authorize in specific instances. The signatures of any two (2) of these Officers or persons shall be required on any financial instrument of the Club.

SECTION 9.4 – Giving of notice

Where notice is required to be given to Members under these By-laws or the Corporations Act, such notice shall be sufficiently given if sent to the e-mail address of the Member or, in the absence of such, by ordinary mail to the postal address of the Member last recorded by the Club.

SECTION 9.5 – Banking

The banking business of the Club shall be transacted with such chartered bank, trust company or Credit Union, as the Board shall in its sole discretion from time to time determine. All such banking business shall be transacted in the name of the Club by the Treasurer or such one or other persons as the Board may designate by resolution.

#### SECTION 9.6 – Borrowing

For the purpose of carrying out its objectives and subject to the limitations set out in the Corporations Act, the Letters Patent of the Club, the Board may:

1. borrow money on the credit of the Club;
2. issue, sell or pledge securities of the Club; or
3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Club.

From time to time, the Board may authorize any Director or Officer or other persons of the Club to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Club.

#### SECTION 9.7 – Grants, donations and gifts

The Board may accept grants, donations and gifts in the name of the Club. Proper acknowledgement and recording of these grants, donations and gifts shall be the responsibility of the Treasurer. Grants, donations and gifts to the Club shall not be divided amongst the Club's Members.

#### SECTION 9.8 – Financial Year

Unless otherwise determined by the Board, the financial year of the Club shall end May 31<sup>st</sup>.

#### SECTION 9.9 – Appointment of Auditors

S. 9.9.1 A full external audit will take place every 5 years from 2007 (first external audit 2012)..

S. 9.9.2 In those years not requiring an external audit, the Board will appoint an internal audit committee consisting of club Members. This committee will carry out an audit on the previous financial year.

S. 9.9.3 No person shall be appointed as Auditor who is a Director, Officer or employee of the Club or who is a partner, employer or employee of any Director, Officer or employee of the Club.

#### SECTION 9.10 – Audit requirements

S. 9.10.1 The Auditor shall make such examinations as are necessary for the purpose and make a report to the Members of the Club at the AGM on the financial statement to be laid before the Club at that time. The Auditor shall state in such report whether, in the Auditor's opinion, the financial statement presents fairly the financial position of the Club and the results of its operations for the period under review, in accordance with generally accepted accounting principles applied on a consistent basis with that of the preceding period. Alternatively, the Auditor shall make such statements as necessary if the Club's financial statement is not in agreement with the accounting records or is not in accordance with generally accepted accounting principles or the Auditor has not been provided with all information and explanations that the Auditor has requested.

S. 9.10.2 The Auditor shall have the right of access at all times to all records, documents, books, accounts and vouchers of the Club and shall be entitled to require from the Directors and Officers

of the Club such information and explanation as in the Auditor's opinion are necessary to enable the Auditor to prepare the report to the Members. The Auditor is entitled to attend any meeting of Members of the Club and to receive all notices and other communications relating to any such meeting that a Member is entitled to receive and to be heard at any such meeting that the Auditor attends on any part of the business of the meeting that concerns the Auditor.

#### SECTION 9.11 – Parliamentary authority

Any matter of order or procedure respecting meetings of the Club for which express provision has not been made in the By-laws or for which only partial provision has been made, shall be determined, whenever possible, in accordance with the latest edition of *Roberts Rules of Order*.

### **Article #10 – Amendments**

#### SECTION 10.1 - Amendment of Letters Patent

Notwithstanding the Act, the Letters Patent of the Club may only be amended by seventy-five percent (75%) of the votes cast at a Board meeting called for that purpose and sanctioned by an affirmative seventy-five percent (75%) of the votes cast at a Members' meeting duly called for the purpose of considering the said amendment, provided that notice of such Members meeting shall be given at least thirty (30) days prior to such Membership meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

#### SECTION 10.2 - Amendment of By-laws

The By-laws of the Club not embodied in the Letters Patent may be repealed or amended by By-law and enacted by a two-thirds (2/3) of the votes cast at a meeting of the Board duly called for that purpose and sanctioned by an affirmative two-thirds (2/3) of the votes cast at a meeting of the Members duly called for the purpose of considering the said By-law. Except as otherwise provided, a By-law or an amendment to a By-law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion. A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting of Members or to a special general meeting of Members of the Club called for that purpose. The Members at the annual meeting or special general meeting may confirm the By-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it thereupon takes effect as amended. Any rejection, amendment or refusal to approve the By-law or part of the By-law made in accordance with this Section shall not invalidate any act done or right acquired under any such By-law prior to its rejection, amendment or refusal to approval.

#### SECTION 10.3 - Repeal of Former General Operating By-law

Any and all former general operating By-Laws not embodied in the Letters Patent are hereby repealed and replaced by the General Operating By-law herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Club. The said repeal of former By-Laws shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.



June 2, 2008

North Grenville Curling Club  
By-Law No.1

ENACTED by the Directors of the Corporation this 2nd day of June, 2008.

Bill White

\_\_\_\_\_  
President

Dinah Boal

\_\_\_\_\_  
Secretary

ADOPTED and CONFIRMED at an Annual General Meeting of the North Grenville Curling Club,  
dated this 2nd day of June, 2008.

Dinah Boal

\_\_\_\_\_  
Secretary