

# STURGEON FALLS CURLING CLUB

## BY-LAW

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### Article 1 General

#### 1.1 Name

The name of the organization is the "Sturgeon Falls Curling Club", hereinafter referred to as the "Club".

#### 1.2 Objective of the Club

The objective of the Club shall be to promote and direct the game of curling in West Nipissing in an atmosphere of good sportsmanship and sociability.

#### 1.3 Registered Office

The registered office of the Club, situated at 228 Clark Street in the town of Sturgeon Falls, in the municipality of West Nipissing, in the province of Ontario.

#### 1.4 Definitions

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

- a. Act: the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended, or re-enacted from time to time.
- b. Articles: the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Club.
- c. Board of Directors: is legally responsible for the governance of the Club. Within that mandate is the expectation that the Board will develop, implement, and monitor policies and committees that will allow the Club to carry out its work. Hereinafter referred to as "the Board".
- d. By-law: refers to this by-law (including the schedules) and all other by-laws of the Club as amended and which are, from time to time, in force.
- e. Chair: an individual who is the presiding Officer of the Board, Committee, or deliberative assembly.
- f. Director: an individual occupying the position of director of the Club.
- g. Meeting of Members: include an Annual General Meeting of members (hereinafter referred as "AGM") or a special meeting of members; "Special Meeting of Members" include a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.
- h. Member: a member in good standing of the Club.
- i. Members: the collective membership of the Club.
- j. Officer: an Officer of the Club, which includes the President, Vice President, Secretary and Treasurer.
- k. Regulations: the regulations made under the Act, as amended, restated or in effect from time to time; and

- I. Special resolution: means a resolution that is submitted to a special meeting of the members of the Club duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each member of the Club entitled to vote at a meeting of the members of the Club.

#### 1.5 Fiscal Year-End

The Fiscal year-end of the Club shall be the twelve-month period ending June 30th.

#### 1.6 Banking Arrangements

Cheques, drafts, or orders for the payment of money, notes, acceptances, and bills of exchange may be drawn, accepted, endorsed, and signed by two of three designated members of the Board, ensuring that there is no conflict of interest.

#### 1.7 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

Any Director or Officer may certify a copy of any instrument, resolution, by-law, or other document of the Club to be a true copy thereof

## Article 2 Membership

### 2.1 Membership Classification

The Club shall have two classes of membership: Class A Members and Class B Members. The Board may approve, by resolution, the admission of the members. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

#### **Class A Members – Voting Membership**

- a. Available only to adults (age 19 to 49) and seniors (age 50+) who have been approved by the Board.
- b. The term shall be annual, subject to renewal in accordance with the policies of the Club.
- c. As set out in the articles, Class A Members are entitled to receive notice of, attend, and vote at all meetings of members and each such Class A Member shall be entitled to one (1) vote at such meetings.

#### **Class B Members – Non-voting Membership**

- a. Available to Youths (age 5 to 18) who have been approved by the Board.
- b. Members (age 19 – 25) who are enrolled in a post-secondary educational program are eligible for a Youth Class B Membership.
- c. The term shall be annual, subject to renewal in accordance with the policies of the Club.
- d. Subject to the Act and the articles, a Class B non-voting Member shall not be entitled to receive notice of, attend or vote at meetings of the Members of the Club.

## 2.2 Qualification for Membership

- a. Members shall conform to the by-law and regulations of the Club and shall always conduct themselves in a manner that demonstrates respect for the views and opinions of others.
- b. A member is considered in good standing once all required dues are paid in full.

## 2.3 Membership Certificate

Members who have purchased a partial or full Membership Certificate prior to the implementation of this By-law, shall be grandfathered as permanent Class A Members.

# Article 3 Membership dues, termination, and discipline

## 3.1 Membership Dues

- a. Each member shall pay annual dues in accordance with the schedule prescribed by the Board. If any dues are not paid within one (1) calendar month of the membership renewal registration date, the members in default shall automatically cease to be members of the Club.
- b. The Board may authorize the refund of a portion, or all of the annual dues paid by a member if circumstances beyond the control of the member or the Club intervene which preclude the member's participation in the rights and privileges of membership.

## 3.2 Termination of Membership

A membership in the Club is terminated when:

- a. A member dies;
- b. A member fails to maintain any qualifications for membership described in Article 2.2 of this by-law;
- c. The membership expires; or
- d. The Club is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Club, automatically cease to exist.

## 3.3 Discipline of Members

The Board shall have authority to suspend or expel any member from the Club for any one or more of the following grounds:

- a. Violating any provision of the articles, by-law, or written policies of the Club;
- b. Carrying out any conduct which may be detrimental to the Club as determined by the Board in its sole discretion;
- c. For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Club.

### 3.3.1 Disciplinary Act or Termination of Membership for Cause

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.



- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

## **Article 4 Meetings of Members**

### **4.1 Notice of Meetings of Members**

Notice of the time and place of a meeting of members shall be given to each Class A member by the following means:

- a. By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period no less than ten (10) days and no more than fifty (50) days before the day on which the meeting is to be held.
- b. The unintentional omission to give notice to any member or the non-receipt of the notice by any member shall not invalidate the proceedings of the meeting.
- c. Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgement on the decision to be taken (Section 55 (8)(a) of the Act).
- d. Notice of each meeting must remind the member of the right to vote by proxy (Section 65 of the Act).

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Club to change the manner of giving notice to members entitled to vote at a meeting of members.

### **4.2 Annual General Meeting**

- a. The AGM shall be held within 120 days of the fiscal year end and no later than 15 months after holding the preceding annual meeting.
- b. Any member upon request shall be provided, not less than 10 days before the annual meeting, with a copy of the approved financial statement, review engagement report and other financial information required by the by-law or articles.

#### **4.2.1 Business of the Annual General Meeting**

Items of business for the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the person(s) who has been appointed to conduct a financial audit
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

#### 4.3 Special Meetings

The Directors may call a special meeting of the members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Club that does not fall with the exception list in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

#### 4.4 Persons Permitted to be Present

Class A Members are permitted to attend Meetings of Members.

Other persons may be admitted to Meetings of Members by invitation of the Chair of the meeting or by resolution of the members.

#### 4.5 Chair of the Meeting

The President of the Club shall chair all Meetings of Members. If absent, the Vice-President will chair the meeting. If the President and the Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

#### 4.6 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members registered the previous curling season. 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.

#### 4.7 Votes to Govern

At any Meeting of Members, unless otherwise provided by the articles or by-law or by the Act, every question shall be determined by a majority of the votes cast on the question. Votes may be cast by show of hands, on a ballot, or by electronic voting. The Chair of the meeting shall not exercise a vote except to break a tie.

### Article 5 Directors

#### 5.1 Board of Directors

- a. Subject to the limitations of this by-law, all corporate powers of the Club shall be exercised by or under authority of the Board of Directors.
- b. The Board of Directors are empowered to make expenditures for the benefit of the Club except that no expenditures in excess of fifteen thousand dollars (\$15,000 CAN) for the operating or capital expenses may be made unless approved by Special resolution at an AGM or Special Meeting called for that purpose.
- c. The Board, composed of twelve (12) Directors, shall conduct the affairs of the Club.
- d. The Board shall appoint a Chair from among the Directors.

#### 5.2 Election and Term

- a. Subject to the articles, Directors shall be elected by the members at the AGM, and the Directors shall be elected to hold office for a term of three (3) years. The terms shall be staggered.
- b. At the first Board meeting after the AGM, the Directors will elect from their own number a President, Vice-President, Secretary, and Treasurer. These persons shall constitute the Officers of the Club. Chairs for the committees will also be selected at this time by the Directors.

- c. The term for the Officers of the Club and the Committee Chairs shall be from the date of the meeting at which they are elected or appointed until the next AGM or until their successors are elected or appointed.

Elections will be decided by majority vote of the members in accordance with the following:

- a. Valid nominations equivalent to open positions – Elected nominee(s) declared by ordinary resolution
- b. More valid nominations than available positions – The nominee(s) receiving the greatest number of votes by secret ballot shall be elected.

### 5.3 Eligibility of Directors

Only Class A members in good standing or members who have previously purchased a partial or full Membership Certificate may hold office as a Director or Officer of the Club.

### 5.4 Nominations

- a. A Nominations Committee, consisting of a Chair and two additional individuals shall be appointed to solicit and receive nominations for the election of Directors for the Board.
- b. Nominations for election may be made in the following ways:
  - i. Nominations from the floor:  
An individual may be nominated from the floor of the Meeting of the Members in accordance with the Act.
  - ii. Nominations by written application:  
An individual may be nominated in writing supported by two (2) members in good standing in the event the proposed candidate is unavoidably absent at the meeting.

### 5.5 Vacancies

- a. Should a vacancy on the Board occur because of the death or retirement of a Director, the remaining Directors shall have the power to fill the vacancy until the next AGM.
- b. A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later.
- c. The Board may make appointments to fill vacancies due to resignations. Such appointment shall be from the list of candidates from the previous election. Appointments are to be made in the order of the highest number of votes received. If no persons are left standing at the last election, the Board may appoint an individual from the general membership. Any appointment by the Board will be to complete the term of the office of the resigned Director.

### 5.6 Officers and Their Duties

Officers shall be responsible for the duties assigned to them and may delegate to others the performance of any or all such duties.

- a. The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.
- b. The Vice-President shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.
- c. The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.



- d. The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

## 5.7 Remuneration of Directors

- a. The Board shall not be remunerated for their duties; however, approval may be granted for reimbursement for travel and accommodations and other related expenses while representing the Club on official business.
- b. The Board may approve an honorarium by contract for specified positions and services provided to the Club other than services as a Director.
- c. The Board may employ a person to assist in the management of the Club and shall cause to be hired additional staff as may be required for the proper operation of the Club. The Board shall confirm the remuneration of any staff for the Club.

## Article 6 Meetings of Directors

### 6.1 Calling of Meetings

The President, the Vice-President or any two (2) Directors may call meetings of the Board, provided that a minimum of seven (7) days' notice of such meeting has been provided.

### 6.2 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Club not less than seven (7) days prior the time when the meeting is to be held by one of the following methods:

- a. by telephonic, electronic, or other communication facility at the director's recorded address for that purpose; The purpose of the meeting need only be specified whenever transactions will include specific powers of Directors, as per subsection 36(2) of the Act.

### 6.3 Regular and Emergency Meetings

- a. The Board shall hold regular meetings at such times and in such places as may be agreed upon. The frequency of such regular meetings shall be determined by the operational needs of the Club.
- b. An emergency meeting of the Board may be called at any time provided that all of the Directors, whether present for, or absent from the meeting have consented to the calling of such meeting.
- c. Attendance of fifty percent (50%) plus one (1) shall constitute a quorum at any meeting of the Board.
- d. A Meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

### 6.4 Votes to Govern

A majority of the votes cast on the question shall decide all questions. The Chair of the meeting shall not exercise a vote except to break a tie. Votes may be cast by show of hands, on a ballot or by electronic voting.

### 6.5 Decisions by E-mail

At the discretion of the Chair, decisions may be made between meetings by e-mail voting when the Chair considers the circumstances to be exceptional.

At the direction of the Chair, the secretary circulates a proposed decision and initiates a vote by e-mail on it. The email must contain

- a) the proposed decision and sufficient background information; and
- b) a specified time for replying to the e-mail, allowing for at least 48 hours from the time that the e-mail is circulated.

The e-mail must be circulated to all Board members, with all members' e-mail addresses visible. Members may ask questions of clarification and offer comments by e-mail, ensuring they are visible to all members.

Board members must vote by replying to the secretary in the affirmative or negative without any conditions. Following the deadline, the secretary must inform all members of the voting body of the voting results by e-mail. If the number of votes cast is less than the minimum number of members required for quorum, the decision is not approved.

The secretary must include the proposed decision and the outcome of the vote in the minutes of the next regular Board meeting.

## 6.6 Conflict of Interest

A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Club shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## 6.7 Committees

The Board may from time to time appoint any committee, as it deems necessary or appropriate for such purposes. Committees shall be created or dissolved by the Board as required to meet ongoing Club operational needs, as per section 36 (1-2) of the Act (Delegations by Directors).

The committee Chairs are responsible for overseeing the duties and reporting any relevant issues to the Board. Chairs may appoint members from any appropriate class of membership to assist in carrying out the responsibilities of the respective committees.

Any committee member may be removed by resolution of the Board.

## 6.8 Protection of Directors and Officers

No Director, Officer or committee member of the Club is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Club, or for joining in any receipt or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board, provided that they have:

- complied with the Act and the Club's articles and by-law; and
- exercised their powers and discharged their duties in accordance with the Act

# Article 7 Amendment of By-law

## 7.1 Amendments

This by-law may be amended at an AGM or Special Meeting called for that purpose, by a majority vote of the Board and the Members present.

Notice of proposed amendments shall be communicated electronically on the Club website, at least ten (10) days prior to the AGM.



## Article 8 Adoption of this By-law

### 8.1 Adoption by Board

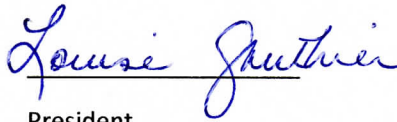
This By-law was adopted by the Board of Directors at a meeting of the Board duly called and held on September 1, 2021.

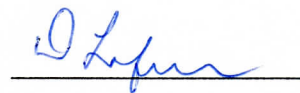
### 8.2 Ratification

This By-law was ratified by a two thirds (2/3) affirmative vote of the members present and entitled to vote at a meeting of members duly called and held on October 6, 2021.

### 8.3 Repeal of Prior By-law

In ratifying this By-law, the members repeal all prior By-laws of the Club, provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

  
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President

  
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Secretary

#### References:

Not-For-Profit Corporations Act, 2010

<https://www.ontario.ca/laws/statute/10n15>

Nonprofit Law Ontario: Sample By-Law with Options

<https://nonprofitlaw.cleo.on.ca/future-law/update-governing-documents/sample-bylaw-with-options/>

Rules for Not-For-Profit and Charitable Corporations

<https://www.ontario.ca/page/rules-not-profit-and-charitable-corporations>

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## Schedule A Position Description of the President

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### Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process, and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The president ensures the Board discusses all matters relating to the Board's mandate.

### Responsibilities

**Meetings.** Will be the Chair of the Board and will preside at the Annual and Special Meetings of the membership and at meetings of the Board, unless otherwise designated. Will establish agendas and ensure that meetings are effective and efficient for the performance of governance work.

**Work Plan.** Ensure that a Board work plan is develop and implemented that includes annual goals for the Board and embraces continuous improvement.

**Representation.** Serve as the Board's official spokes person and as the primary contact with the public for the Club. Receive and respond to all correspondence. Signoff the Annual Financial Statements as approved by the Board.

**Reporting.** Report regularly to the Board on issues relevant to its governance responsibilities. Prepare report for AGM.

**Board Conduct.** Set a high standard for Board conduct and enforce policies and by-law concerning Directors' conduct. Ensure that all Committees, Directors and Officers perform their duties in the best interest of the Club.

**Mentorship.** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with the performance of individual Directors.

**Succession Planning.** Ensure succession planning occurs for Board and Committees Chairs.

**Committee Membership.** Serve as an ex officio non-voting member on all Board Committees.

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## Schedule B Position Description of the Vice President

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### Role Statement

The vice president will, in the absence or disability of the president, perform the duties and exercise the powers of the president, and will perform such other duties as may from time to time be established by the Board.

### Responsibilities

**Privacy Commissioner.** Ensure the personal information of Club members is collected, used, and disclosed by fair and lawful means.

**Communications.** Facilitate communications with the membership by contributing Board approved content, to be shared through newsletters, website, social media, etc.

**Club Promotions.** Participate in Club activities that promote membership growth and sustainability, including Open Houses and Adult Learn to Curl programs.

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## Schedule C Position Description of the Treasurer

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### Role Statement

The treasurer works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities. The treasurer is the custodian of the cash, securities, and financial records of the Club.

### Responsibilities

**Custody of Funds.** The treasurer shall have the custody of the funds and securities of the Club and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club in the books belonging to the Club and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Club in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Club as may be directed by proper authority, taking proper vouchers for such disbursements and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Club. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

**Board Conduct.** Maintain a high standard for Board conduct and uphold policies and by-law regarding Directors' conduct, with particular emphasis on fiduciary responsibilities. All records of the Treasurer shall be open to inspection by the Board.

**Mentorship.** Serve as a mentor to other Directors.

**Financial Statement.** Present to the members at the AGM, the approved financial statements for the Club.



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## Schedule D    Position Description of the Secretary

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### Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities. The secretary is the custodian of the Club records.

### Responsibilities

**Board Conduct.** Support the president in maintaining a high standard for Board conduct and uphold policies and the by-law regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Document Management.** Keep a roll of the names and addresses of the members. Ensure the proper recording and maintenance of minutes of all meetings of the club membership and the Board. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, and registers and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

**Meetings.** Give such notice as required by the by-law of all meetings of Club membership, and the Board. Shall prepare and preserve the minutes of all meetings of the Board and of the Club membership. Shall distribute minutes to the members of the Board prior to each of their meetings.