

PEACE ARCH CURLING CLUB SOCIETY

BY-LAWS

CONSOLIDATED TO MAY 1979

(Revised November 22, 2009)

INTERPRETATION

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

“ACT” means the Societies Act of British Columbia;

“BOARD” means the Board of Directors;

“SOCIETY” means the Peace Arch Curling Club Society;

“DIRECTORS” means those persons elected to the Board of Directors in accordance with these bylaws;

“POLICY” means the policy of the Society, in its current version, as approved by the Board of Directors.

ARTICLE I – CORPORATE STRUCTURE AND SEAL

HEAD OFFICE

- 1.1 The Head Office of the Society shall be at the physical address occupied by the Peace Arch Curling Club in the City of White Rock, in the Province of British Columbia.

SEAL

- 1.2 The Seal, an impression of which is to be affixed to the minutes of the first meeting of the Society, shall be the seal of the Society. The Seal shall not be affixed to any document save by authority of a resolution of the Board of Directors in the presence of the President or Vice-President and any other Director.

SIGNING OF DOCUMENTS

- 1.3 The signing authorities of the Society shall be designated by the Board of Directors according to policy.
- 1.4 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchanges shall be signed by two (2) signing authorities.
- 1.5 Contracts, documents or instruments in writing other than those referred to in Paragraph 1.4 shall be signed by two (2) signing authorities.

ARTICLE II – MEMBERSHIP

MEMBERS OF THE SOCIETY

- 2.1 Any person interested in curling in the White Rock-Surrey area who subscribes to this Constitution and By-laws, is eligible and may become:
- a) A Voting Member of the Society upon payment of the applicable membership fee and the annual curling dues.
 - b) A non-voting Associate Member upon payment of the annual curling dues.
 - c) The annual curling dues and membership fees shall be set by the Board of Directors.

LIFE MEMBERS

- 2.2 Life Members are those members who have paid Platinum Membership Fees.
- 2.3 A Life Member shall at all times be deemed to be a voting member in good standing of the Society.

HONORARY LIFE MEMBERS

- 2.4 Honorary Life Members are:
- a) those persons designated by the Board according to Policy.
 - b) a debenture holder who, at his option, has donated his debenture to the Society. Such person shall receive all rights and privileges ordinarily accorded to debenture holders.
- 2.5 Honorary Life Members are non-voting members.

WITHDRAWAL OF MEMBERSHIP

- 2.6 A Member may withdraw from the Society by tendering his or her resignation in writing to the Secretary of the Society.
- 2.7 Associate Members are deemed to have withdrawn their membership if Annual Curling Dues are not paid.

EXPULSION OF MEMBERS

- 2.8 Any Member, Associate Member, Life Member or Honorary Life Member may be expelled from the Society for a just cause by resolution of the members, passed in a General Meeting called for that purpose.

ARTICLE III - BOARD OF DIRECTORS

- 3.1 The Board of Directors of the Society shall be the governing body of the Society.
- 3.2 The Board of Directors shall consist of nine (9) Directors or a greater number determined from time to time at an Annual General Meeting.
- 3.3 All Directors must be Voting Members or Life Members of the Society.

- 3.4 Directors shall be elected at the Annual General Meeting of the Society according to Policy and shall serve a term of one year.

APPOINTMENTS TO FILL A VACANCY

- 3.5 If at any time, a vacancy exists on the Board of Directors, the Directors may appoint a voting member to fill any such vacancy. Such appointment shall be for the duration of the existing term..

EXPULSION OF DIRECTORS

- 3.6 Should any Director fail to attend more than two meetings in any four month period of his term of office, the Directors may, by majority vote, elect to replace that director with another voting member of the Society to serve as Director for the balance of the expelled Director's term of office.

ARTICLE IV – REMUNERATION OF DIRECTORS, ETC.

- 4.1 The Directors and members of committees shall serve without remuneration.

ARTICLE V – CONFLICT OF INTEREST

- 5.1 Directors and members of committees are required to declare a conflict of interest or potential conflict of interest and will refrain from voting on resolutions concerning the conflict.

ARTICLE VI – FOR PROTECTION OF DIRECTORS, ETC.

- 6.1 Except as otherwise provided in the Act, no Director shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same happens by or through his or her own wilful neglect or default.
- 6.2 The Directors shall not be under any duty or responsibility in respect of any contract, act or transaction, whether or not made, done, or entered into in the name or on behalf of the Society, except such as have been submitted to and authorized by the Board of Directors.
- 6.3 No Director shall be employed by or be paid for services to the Society otherwise than as a Director.
- 6.4 Every Director or other person who has undertaken or is about to undertake any liability on behalf of the Society and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Society, from and against:
- a) All costs, charges and expenses whatsoever which such Director or other person sustains or incurs, or any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or

permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and

- c) All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

ARTICLE VII - MEETINGS OF DIRECTORS

- 7.1 The Board of Directors shall meet at least six (6) times during the fiscal year at such times as may be designated by the President.
- 7.2 A quorum of the Board of Directors shall be five (5) Directors.
- 7.3 Robert's Rules of Order will guide the conduct of the Directors at all meetings.
- 7.4 Each Director shall have one (1) vote at meetings of the Board of Directors.

ARTICLE VIII - DUTIES OF THE BOARD OF DIRECTORS

- 8.1 The Board of Directors of the Society shall:
 - a) At their first meeting elect from their members:
 - i. a President
 - ii. a Vice-President
 - iii. a Secretary
 - iv. a Treasurer
 - b) Order and pass all financial transactions of the Society and provide that a suitable statement of the Society's accounts shall be furnished at the Annual General Meeting.
 - c) Recommend to the Annual General Meeting any action or policies which shall be deemed advisable for the furtherance of the objectives of the Society and the operation of the Society.
 - d) Carry on, in conjunction with the Committees, the day to day business of the Society

OFFICERS

- 8.2 The Officers shall be:
 - a) President
 - b) Vice-President
 - c) Secretary
 - d) Treasurer
- 8.3 Officers shall hold office for one year or until the officer resigns or is expelled.

DUTIES OF OFFICERS

8.4 The PRESIDENT shall:

- a) preside over all General Meetings and meetings of the Board of Directors
- b) enforce obedience to the Constitution and By-laws,
- c) shall exercise a general care and supervision of the affairs of the Society
- d) be an ex-officio member of all committees.

8.5 The VICE-PRESIDENT shall:

- a) perform all the duties of, and be subject to the same rules as the President, whenever the President shall cease to hold office for any reason or be prevented from attending to his or her duties
- b) shall preside at all General Meetings and meeting of the Board of Directors in the absence of or upon request of the President.

8.6 The SECRETARY shall:

- a) Provide an order of business to be transacted at all General Meetings and meetings of the Board of Directors.
- b) record the proceedings of all General Meetings and meetings of the Board of Directors
- c) Keep the official Minute Book
- d) Be responsible for the safekeeping of all legal and official documents relating to the Society
- e) conduct the correspondence of the Society and report thereon to each meeting of the Board of Directors

8.7 The TREASURER shall:

- a) Oversee the receipt, deposit and disbursement of all moneys of the Society
- b) Assure that an official book of record of all financial transactions of the Society is kept,
- c) furnish a financial statement at all meetings of the Board of Directors
- d) guide the Board of Directors in preparing the annual budget
- e) furnish an audited Year End Financial Statement for adoption at the Annual General Meeting
- f) assure that all necessary financial forms are submitted to regulatory bodies

ARTICLE IX - COMMITTEES

9.1 The Executive Committee shall consist of the President, Treasurer; Vice-President and Secretary.

9.2 Other Committees shall be struck by the Board of Directors to assist in the day-to-day operation of the Society and the various curling leagues.

9.3 No Committee shall spend Society funds or contract with any person except on the authority of the Board of Directors.

ARTICLE X - MEETINGS OF MEMBERS

GENERAL MEETINGS

- 10.1 A General Meeting of the Society may be called by resolution of the Board of Directors for the transaction of such business as may be properly brought before a General Meeting of the Society.
- 10.2 A general meeting shall be called upon the presentation to the Board of Directors of a petition signed by at least 20 members of the Society.
- 10.3 Twenty members of the Society shall constitute a quorum at any General Meeting of the Society and, in the event that a quorum is not present within thirty minutes of the time called for the meeting, the meeting shall stand adjourned at the call of the President and a quorum at any such adjourned meeting shall be those members who shall be present at such adjourned meeting.
- 10.4 Voting Members and Life Members are entitled to one vote.
- 10.5 Seven (7) days notice of the time, place and order of business of General Meetings shall be given to all members. Such notice may be provided in writing or electronically.
- 10.6 Robert's Rules of Order will guide the conduct of members at all meetings.

ANNUAL GENERAL MEETING

- 10.7 An Annual General Meeting shall be held each year for the purpose of :
 - a) The election of directors
 - b) Approval of the Year End Financial Statement,
 - c) Appoint an Auditor
 - d) Transacting any other business as may properly come before an Annual General Meeting
- 10.8 Voting Members and Life Members are entitled to one vote.
- 10.9 Seven (7) days notice of the time, place and order of business of the Annual General Meeting shall be given to all members. This notice may be provided in writing or electronically.

PROXY VOTING

- 10.10 Any Voting Member or Life Member may delegate another Voting Member or Life Member to vote on their behalf by proxy. The Secretary shall make proxy forms available by request in advance of the meeting and signed proxy forms shall be given to the Secretary before the meeting is called to order. Proxies are valid for only one meeting and the proxy holder is entitled to one vote per proxy.
- 10.11 Proxy votes shall not count towards the quorum for a meeting.

ARTICLE XI - FISCAL YEAR END

- 11.1 The fiscal year end of the Society shall be the 30th day of April.

ARTICLE XII - AUDITOR

- 12.1 An Auditor of the Society shall be appointed by a resolution of the Society at the Annual General Meeting, and shall hold office for one year. The Auditors of the Society shall examine the books, accounts and financial records of the Society for the fiscal year.

ARTICLE XIII - BORROWING POWERS

- 13.1. The Directors may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit and, in particular, by the issue of bond, perpetual or redeemable, debenture or debenture stock, or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Society (both present and future), provided however that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a two-thirds majority of the members of the Society present and entitled to vote at a General or extraordinary Society meeting, provided each member of the Society is given seven days notice of the meeting and of the proposed scheme to raise or secure moneys to be voted on at the meeting.

ARTICLE XIV - AMENDMENT OF BY-LAWS

- 14.1 These By-laws may be amended only by a resolution of the Society passed by a two-thirds majority of the voting members present at a General Meeting of the Society.
- 14.2 Seven (7) days notice of proposed amendments shall be given to the members of the Society. Such notice may be provided in writing or electronically.
- 14.3 Approved amendments to the by-laws shall be registered with the Societies Act in Victoria within thirty (30) days of the General Meeting at which the amendments were approved. The amended bylaws shall not be enforced or acted upon until the approval of the Societies Act has been obtained.

ARTICLE XV – REPEAL OF EXISTING BY-LAWS

- 15.1 Upon this by-law becoming effective, all existing bylaws of the Society are hereby repealed.

REVISION HISTORY

Date of Revision	Description of Revision
May 31, 2000	Articles 6, 14, 18 – revise from “eleven directors” to “ten directors”; existing ten Standing Committees replaced by eight Standing Committees
May 16, 2005	Incorporated definitions of Associate and social Members, including requirements pertaining to payment of curling dues and membership fees.
November 22, 2009	Revision of bylaws as a whole; addition of Proxy Vote