



Ontario Curling Council

BYLAWS

Version: June 14, 2018
Ratified: June 25, 2018

Ontario Curling Council

BYLAWS

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Article I: General

1.1. Purpose – These Bylaws relate to the general conduct of the affairs of the Ontario Curling Council, the Provincial Sport Organization responsible for the delivery of curling in Ontario as recognized by the Ministry of Tourism, Culture and Sport, National Sport Organization and the members.

1.2. Definitions – The following terms have these meanings in these Bylaws:

- a) *Act* – the Ontario Corporations Act, R.S.O. 1990, c. 38 or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law);
- b) *Auditor* – appointed Chartered Accountants(s) who may express an opinion on the financial statements of the Corporation in accordance with the Act. The Auditor will not be an employee or a Councillor of the Corporation;
- c) *By-laws* - this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d) *Chair* - the chair of the Council;
- e) *Corporation* – the Ontario Curling Council
- f) *Council* – The Board of Directors of the Corporation;
- g) *Councillor* - means an individual occupying the position of Director of the Corporation;
- h) *Days* – days including weekends and holidays.
- i) *Management* – means the officers and staff of the Corporation;
- j) *Member* - a member of the Corporation;
- k) *Members* - the collective membership of the Corporation; and
- l) *Officer*- an officer of the Corporation.
- m) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- n) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.3. Head Office - The Corporation may from time to time

- a) By resolution of the Council fix and change the location of the head office of the Corporation within the place in Ontario, and;
- b) Pursuant to the Act, change the place where the head office of the Corporation is to be situated.

1.4. Corporate Seal – The Corporation may have a corporate seal which will be adopted and may be changed by resolution of the Councillors.

1.5. No Gain for Members – The Corporation will be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation will be used in promoting its objectives.

1.6. Interpretation - Other than as specified in Section 1.2.a., all terms contained in this by-law that are defined in the Act shall have the meanings given to such

terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

- 1.7. Ruling on Bylaws** – Except as provided in the Act, the Council will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.8. Severability and Precedence** - The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
- 1.9. Execution of Contracts** - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Councillors. In addition, the Council 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 person authorized to sign any document may affix the corporate seal, if any, to the document. Any Councillor or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
- 1.10. Records** – The Corporation will prepare and maintain at its registered office the articles of incorporation, Bylaws, minutes of members' meetings, resolutions of members and a register of Councillors all of which will be available for review by members of the Corporation.

Article II: Membership

Membership

2.0 Categories – The Corporation has one Membership Class.

- a) Composition of Members** - The Corporation shall be composed of the following members: Northern Ontario Curling Association (NOCA), and
- b) Ontario Curling Association (OCA).**
- 2.1 Membership Fees and Duration** - The membership fee for each member shall be determined by the Council and approved at the Annual General Meeting. Unless otherwise determined by the Board, the membership year of the Corporation will be May 1st to April 30th.

Withdrawal and Termination of Membership

- 2.3 Resignation** - Any member of the Corporation wishing to resign as a member may do so at any time by giving notice in writing of its intention to do so to the Corporation. Any member so resigning or withdrawing shall thereupon forfeit all its rights in the Corporation.
- 2.4 Arrears** – a Member may be suspended from the Corporation for failing to pay membership fees by the deadline date as determined by the Council. Should membership dues remain unpaid for a reasonable period after it becomes due,

the member may be expelled from the Corporation upon the sole discretion of the Council.

- 2.5 Discipline** – In addition to suspension or expulsion for failure to pay membership fees, a member may be suspended or expelled from the Corporation in accordance with the Corporations' policies and procedures relating to discipline of members.
- 2.6 Resignation when facing Discipline** – Where a member who is subject to a disciplinary investigation or action of the Corporation resigns, that member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 2.7 Cease to be a Member** – Any member will cease to be a member upon its dissolution or winding up of affairs or upon expiration of their membership, unless renewed in accordance with these bylaws.
- 2.8 Special Resolution** – Any member may be expelled by a special resolution of the voting members passed at a meeting duly called provided:
- a) Notice of the special resolution for expulsion has been sent to all members thirty (30) days before the meeting and is accompanied by a statement of reasons for the proposed expulsion; and
 - b) The member subject to the proposed resolution is given an opportunity to be heard at the meeting before the special resolution is put to a vote.

Good Standing

- 2.9 Definition** – A member of the Corporation will be in good standing provided that the member:
1. Owes no outstanding membership dues or other debts to the Corporation;
 2. Has not ceased to be a member;
 3. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 4. Has completed and remitted all documents as required by the Corporation;
 5. Has complied with the Constitution, Bylaws, policies and rules of the Corporation; and
 6. Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Council.
- 2.10 Cease to be in Good Standing** - Members who cease to be in good standing, as determined by the Council, will not be entitled to vote at meetings of members and, where the member is a Councillor, at meetings of the Council, or be entitled to the benefits and privileges of membership until such time as the Council is satisfied that the member has met the definition of good standing as set out above.

Article III: Meetings of Members

3.0 Types of Meetings – Annual Meetings and Special Meetings

- 3.1 Special Meeting** - A special meeting of the members may be called at any time by the Chair, by the Council or upon the written requisition of ten percent (10%) or more of the voting members of the Corporation within twenty-one (21) days from the date of the requisition. Agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.
- 3.2 Location and Date** - The Corporation will hold meetings of members at such date, time and place as determined by the Council. The annual general meeting will be held within 15 months of the last annual general meeting and within six (6) months of the Corporation's fiscal year end.
- 3.3 Participation/Holding by Electronic Means** – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Council or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 3.4 Notice** - Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Councillors, and the Auditor at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Councillors, and the text of any resolutions or amendments to be decided.
- 3.5 Waiver of Notice** – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 3.6 New Business** – Any member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least fourteen (14) days prior to the meeting date.
- 3.7 Agenda** – The agenda for the annual meeting will include:
- a) Call to Order
 - b) Constitution of Meeting
 - c) Councillor Report on Credentials
 - d) Approval of the Agenda
 - e) Adoption of Minutes of the Previous Annual Meeting
 - f) Business Arising

- g) Report of Auditors and Review of Financial Statements
 - h) Appointment of Auditors
 - i) Council and Staff Reports
 - j) Approval of Acts of Councillors
 - k) Elections of Independent Councillors (if applicable)
 - l) Adjournment
- 3.8 Quorum** – Four (4) Councillors representing two voting members will constitute a quorum.
- 3.9 Rescheduled meeting** – If within one hour after the time appointed for a general meeting, a quorum is not yet present the meeting shall stand adjourned to such a date, time and place as determined by the Councillors. Not less than fourteen (14) days' notice of such date, time and place shall be given to the Councillors and members, and if, at the adjourned meeting, a quorum is not present within one (1) hour after the time appointed for the meeting, Councillors present constitute a quorum if they represent two-fifths of the Council.
- 3.10 Closed Meetings** – Meetings of members will be closed to the public except by invitation of the Council.

Voting Privileges of Members

- 3.11 Voting** – Voting shall be by a show of hands, orally, electronic means or secret ballot.
- 3.12 Voting Rights** – Members will have the following voting rights at all meetings of the Members: Each Member will be entitled to elect two (2) Councillors who have one vote each. The three (3) Independent Councillors will also have one vote each.
- 3.13 Proxy Voting** – Every Councillor entitled to vote at a meeting of Council may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Councillor. The proxy holder need not be a Councillor. A proxy must:
- a) Be signed by the Councillor;
 - b) Be in a form that complies with the Act;
 - c) Comply with the format stipulated by the Corporation; and
 - d) Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Council
- 3.14 Scrutineers** – At the beginning of each meeting, the Council may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.15 Written Resolution** – A resolution in writing signed by all the members is as valid as if it had been passed at a meeting of the members.

3.16 Voting by Mail or Electronic Means – A Councillor may vote by mail, telephonic or electronic means if the votes may be verified as having been made by the member entitled to vote.

3.17 Ordinary Resolution – Unless specified otherwise, questions at meetings will be decided by majority vote. An abstention from voting will not be counted as a vote.

3.18 Special Resolution – Matters required to be determined by special resolution will be passed by a majority of not less than two-thirds of votes cast by voting Councillors at a general or special meeting for which proper notice has been given.

Article IV: Governance

Composition of the Council

4.0 Council – The Council will consist of seven (7) Councillors.

4.1 Composition of the Council – The Council will consist of the following:

- a) Two (2) Councillors from each Member who are elected by their respective Boards, Councillors may only run and/or represent one (1) Member;
- b) Three (3) Independent Councillors who are elected by the Council. Independent Councillors may not sit on the boards of either of the OCC's members.

Councillor

4.2 Eligibility – To be eligible for election as a Councillor, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Only run for election on behalf of one Member;
- c) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- d) Have the power under law to contract;
- e) Have not been declared incapable by a court in Canada or in another country; and
- f) Not have the status of bankrupt.

4.3 Skills and Characteristics – Potential Councillors will have one or more of the following skills and/or attributes:

Attributes:

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Councillor
- b) Knowledge about roles and responsibilities of a Councillor, Council and Staff
- c) Experience in formulating policy
- d) Experience in thinking strategically
- e) Knowledge about the community of sport
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report

- h) Involvement and/or awareness of the sport of curling including its presence in the community locally, provincially and/or nationally
- i) Technical expertise in the sport of curling, being high performance coaching, competitive play
- j) Ethical and values based behaviour
- k) Representative of client population (athlete & Coach)
- l) Other attributes valued by the Council

Skills:

- m) Accounting designation (CA, CMA, CGA)
- n) Legal designation (LL.B)
- o) Professional qualifications (MD, PhD, MBA, Sport Science)
- p) Personnel Management (Human Resource Professional designation)
- q) Media/Marketing/Public Relations contacts/experience
- r) Awareness of Fundraising methods, grant applications and processes
- s) Administration/Management/Investment experience
- t) Advocacy/Government Relations/contacts
- u) Organizational development/Strategic Planning experience
- v) Other skills valued by the Council.

Election of Councillors shall be:

4.4 Elections –

- a) Annually, each Member will elect two (2) Councillors each to represent them on the Council. Elections must be held at the first board meeting following the Member's Annual Meeting.
- b) A Nominations Committee will be formed and will be responsible to solicit and receive nominations for the election of the remaining Independent Councillor positions.
- c) Elections will be decided by Ordinary Resolution of the Council in accordance with the following:
 - i. Number of Nominees Equal to the Number of Open Councillor's Positions – Winner(s) declared by Ordinary Resolution
 - ii. Number of Nominees is Greater than the Number of Open Councillor's Positions – The nominee(s) receiving the greater number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Council.

- 4.5 Terms –** Councillors elected by the Members will serve terms of one (1) year. Independent Councillors will serve terms of three (3) years, All Councillors will hold office until the annual AGM, and their successors have been duly elected in accordance with the Bylaws, unless they resign, are removed from, or vacate

their office. No Councillor will serve more than a total of six (6) years in their lifetime.

- 4.6 Commencement of Term** – Newly elected Councillors' term of office will begin immediately following their election.

Resignation and Removal of Councillors

- 4.7 Resignation** – A Councillor may resign from the Council at any time by presenting his or her notice of resignation to the Council. This resignation will become effective the date on which the request is received by the Council. Where a Councillor, who is subject to a disciplinary investigation or action of the Corporation resigns, that Councillor will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

- 4.8 Vacate Office** – The office of any Councillor will be vacated automatically:

- a) If the Councillor is found by a court to be of unsound mind;
- b) If the Councillor becomes bankrupt;
- c) If the Councillor becomes an employee or contractor of the Corporation or an employee or contractor of a member of the Corporation;
- d) If the Councillor is not a member of an association;
- e) If the Councillor without reasonable excuse, fails to attend two (2) consecutive meetings of the Council; or any four (4) meetings, including the Council and executive committee meetings (if the Councillor is on the Executive) in any twelve (12) month period; or
- f) Upon the Councillor's death.

- 4.9 Removal** – A Councillor may be removed by Ordinary Resolution of the Councillors present at a special meeting or at the annual meeting, provided the Councillor has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Council

- 4.10 Vacancy** – Where the position of an elected Councillor becomes vacant for whatever reason, the Council will notify the member association to elect an eligible individual to fill the vacancy for the remainder of the vacant position's term of office. They remain eligible for re-election. Where the position of an Independent Councillor becomes vacant for whatever reason, the Council appoint an eligible individual to fill the vacancy for the remainder of the vacant position's term of office. They remain eligible for re-election.

Powers of the Council

- 4.11 Powers of the Corporation** – Except as otherwise provided in the Act or Bylaws, the Council has the powers of the Corporation and may delegate any of its powers, duties and functions.

- 4.12 Managing the Affairs of the Corporation** – The Council may make policies and procedures to manage the affairs of the Corporation in accordance with the Act and Bylaws.
- 4.13 Discipline** – The Council may make policies and procedures relating to discipline of members and will have the authority to discipline members in accordance with such policies and procedures.
- 4.14 Dispute Resolution** – The Council may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.
- 4.15 Employment of Persons** – The Council may employ or engage under contract such person(s) as it deems necessary to carry out the work of the Corporation.
- 4.16 Borrowing Powers** – The Council may borrow money upon the credit of the Corporation as it deems necessary.

Meetings of the Council

- 4.17 Call of Meeting** – The meetings of the Council will be held at any time and place as determined by the Chair or upon request of any three (3) Councillors.
- 4.18 Notice** – Written notice, served other than by mail, of Council meetings will be given to all Councillors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Council is required if all Councillors waive notice or if those absent consent to the meeting being held in their absence.
- 4.19 Agenda** – An agenda will be set for every Council meeting. Any item not on the agenda will only be discussed with the approval of the Chair and the majority of the Council present.
- 4.20 Number of Meetings** – The Council will hold at least four (4) meetings per year.
- 4.21 Quorum** – Four (4) Councillors present together, in person via conference telephone call or other electronic method authorized by the executive, shall constitute a quorum for a meeting of the Council.
- 4.22 Voting** – Unless specified otherwise, each Councillor is entitled to one vote. Voting will be by a show of hands unless a majority of Councillors present request a secret ballot. Voting during meetings conducted via teleconference will be by no objection. Resolutions will be passed upon a majority of the votes being in favour of the resolution.

- 4.23 Written Resolution** – A resolution in writing, signed by all Councillors and placed with the minutes of meetings of Councillors is as valid and effective as if passed at a meeting of Council.
- 4.24 Closed Meetings** – Meetings of the Council will be closed to members and the public except by invitation of the Council.
- 4.25 Meetings by Telephone** – A meeting of the Council may be held by teleconference call or by means of other telecommunications technology. Any Councillor who is unable to attend a face-to-face meeting may participate in the meeting by telephone or other telecommunications technology. Councillors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Duties of Councillors

4.26 Standard of Care – Every Councillor will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and

Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE V: OFFICERS

- 5.0 Officers** – The officers of the Association are the Chair and the Secretary-Treasurer and such other officers as the Council may determine by a resolution.
- 5.1 Term** – The term of the officers will be one (1) year or until their successors are elected or appointed.
- 5.2 Election** – The officers of the Corporation will be elected by the Council. At the first meeting of the Council held following the election of new Councillors, the Councillors shall elect a Chair and a Secretary-Treasurer. They shall take office immediately.
- 5.3 Voting** – Elections will be decided by majority vote of the Councillors in accordance with the following:
One valid nomination – Winner declared by acclamation.
Two or more valid nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the position will appear on the ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.
- 5.4 Delegation of Officers' Duties** – If an officer is absent or unable to act for any reason, the Council may delegate all or any of the powers of the officer to any other officer or to any Councillor for the period of time of such absence or inability to act.
- 5.5 Duties**

- a) The **Chair** will be responsible for the general supervision of the affairs and operations of the Corporation. The Chair will preside at the annual and general meetings of the Corporation and at the meetings of the Council and the Executive Committee and will perform such other duties as may from time to time be established by the Council.
- b) The **Secretary-Treasurer** will be responsible for the following duties unless they are assigned to staff employed by the Corporation:
 - i. Create all correspondence of the Corporation;
 - ii. Issue notices of all meetings;
 - iii. Keep proper accounting records as required by the Act;
 - iv. Deposit all money received by the Corporation in the Corporation's bank account;
 - v. As directed by the Council, supervise the management and the disbursement of funds of the Corporation;
 - vi. When required, provide the Council with an account of the financial transactions and the financial position of the Corporation;
 - vii. Cause to be recorded all minutes of all meetings of members, Council and committees of the Corporation;
 - viii. Be responsible for the documentation of all amendments of the Corporation's Constitution and Bylaws;
 - ix. Ensure that all official documents and records of the Corporation are properly kept;
 - x. Maintain the register of Councillors and members,;
 - xi. Be the custodian of the seal of the Corporation;
 - xii. Perform such duties as may from time to time be established by the Board.
- c) The Chair and the Manager, Programs and Operations will attend annual meetings of the Canadian Curling Association, the Northern Ontario Curling Association and the Ontario Curling Association.

5.6 Removal – An officer may be removed by a Special Resolution of the Council or by an Ordinary Resolution of the members in a meeting, provided the officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a resolution is put to a vote.

5.7 Vacancy – Where the position of an officer becomes vacant for whatever reason, the Council may appoint a Councillor to fill the vacancy for the remainder of the officer's term.

Executive Committee

5.8 Executive Committee – The Executive Committee consists of the Officers and the Manager, Programs and Operations, if applicable, but the Manager, Programs and Operations will be a non-voting member of the Executive Committee. The Executive Committee will have the authority to oversee the implementation of Council policies during intervals between meetings of the Council and will perform such duties as are prescribed by these Bylaws or may be prescribed from time to time by the Council **Other Committees**

- 5.9 Appointment of Committees** – The Council may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees and may delegate to any committee any of its powers, duties and functions except where prohibited by the Act, the Constitution or Bylaws.
- 5.10 Quorum** – A quorum from any committee will be the majority of its voting members.
- 5.11 Terms of Reference** – The Council will establish the terms of reference and operating procedures for all committees and may delegate any of its powers, duties or functions to any committee.
- 5.12 Vacancy** – When a vacancy occurs on any committee, upon a recommendation of the committee chairperson, the Council may appoint a qualified individual to fill the vacancy for the remainder of the committee’s term.
- 5.13 Chair Ex-officio** – The Chair, or a designate, will be an *ex-officio* (non-voting) member of all committees of the Corporation.
- 5.14 Removal** – The Council may remove any member of any committee.

Remuneration

- 5.15 No Remuneration** – All Councillors, Officer and members of committees will serve their term of office without remuneration, except for reimbursement of expenses in accordance with policies approved by the Council. This section does not preclude a Councillor, officer or member of a committee from providing goods or services to the Corporation under contract or for purchase. Any Councillor, officer or member of a committee will disclose the conflict/potential conflict in accordance with these Bylaws.

Conflict of Interest

- 5.16 Conflict of Interest** – A Councillor, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Council or committee, as the case may be. That person will refrain from voting or speaking in debate on such contract or transaction and will refrain from influencing the decision on such contract or transaction.

ARTICLE VI: FINANCE AND MANAGEMENT

- 6.0 Fiscal Year** – The fiscal year of the Corporation will be May 1 to April 30, or such other period as the Council may from time to time determine.

- 6.1 Bank** – The banking business of the Corporation will be conducted at such financial institution as the Council may designate.
- 6.2 Auditors** – At each annual general meeting the Councillors will appoint an auditor to audit the books, accounts and records of the Corporation who will report to the Council at the next annual general meeting. The auditor will hold office until the next annual general meeting. A copy of the Draft Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual Meeting. The Financial Statements will include:
- a) The financial statements
 - b) The auditor's report
 - c) Any further information respecting the financial position of the Corporation
- 6.3 Book and Records** – The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.
- 6.4 Signing Authority** – The officers of the Corporation and the Manager, Programs and Operations will have signing authority for all financial transactions conducted in the name of the Corporation. All such transactions will require two signatures.
- 6.5 Execution of Agreements** – All written agreements entered into in the name of the Corporation will be signed by two officers, which may include the Manager, Programs and Operations. The Council may authorize other persons to sign on behalf of the Corporation.
- 6.6 Property** – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Council may determine.
- 6.7 Borrowing** – The Corporation may borrow funds upon such terms and conditions as the Council may determine. Notwithstanding anything contained in these Bylaws, borrowing in the excess of TEN THOUSAND DOLLARS (\$10,000) must first be approved by the members by ordinary resolution.

ARTICLE VII: AMENDMENT OF BYLAWS

- 7.0 Voting** – These By-laws may only be amended, revised, repealed or added to:
- a) Under the jurisdiction of the *Ontario Corporations Act*, by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
 - b) Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*:
 - i. By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the

voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

- ii. By a Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

7.1 Effective Date – By-laws amendments are effective from the date of the resolution of the Councillors unless rejected or amended by the voting Members at a meeting of the Members.

7.2 Notice in Writing – Notice in writing is to be delivered to the Council forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to members thirty (30) days prior to meeting at which it is to be considered.

7.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than two-thirds (2/3) of the members present and entitled to vote.

ARTICLE VIII: NOTICE

Notice Definitions

8.0 Written Notice – In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Councillor or member, as the case may be.

8.1 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

8.2 Error in Notice – The accidental omission to give notice of a meeting of the Council or the members, the failure of any Councillor or member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE IX: DISSOLUTION

9.0 Dissolution – Upon dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit organization as determined by the Council and ratified by a two-thirds affirmative vote of the members eligible and present at a meeting of members.

ARTICLE X: INDEMNIFICATION

- 10.0 Will Indemnify** – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Councillor and officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Councillor or officer.
- 10.1 Will Not Indemnify** – The Corporation will not indemnify a Councillor or officer or any other person for acts of fraud, dishonesty, or bad faith.
- 10.2 Insurance** – The Corporation will, at all times, maintain in force such Councillors and officers liability insurance as may be approved by the Council.

ARTICLE XI FUNDAMENTAL CHANGES

- 11.0 Fundamental Changes** - Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*, a Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:
- a) Change the Corporation's name;
 - b) Add, change or remove any restriction on the activities that the Corporation may carry on;
 - c) Create a new category of Members;
 - d) Change a condition required for being a Member;
 - e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
 - f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
 - g) Add, change or remove a provision respecting the transfer of a membership;
 - h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
 - i) Change the purposes of the corporation;
 - j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
 - k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - l) Change the method of voting by Members not in attendance at a meeting of the Members; or
 - m) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XII: ADOPTION OF THESE BYLAWS

- 12.0 Adoption by Council** – These Bylaws are adopted by the Council of the Corporation at a meeting of the Council duly called and held on September 8, 2014.

- 12.1 Ratification** – These Bylaws are ratified by the members of the Corporation present and entitled to vote at a meeting of members duly called and held on October 26, 2015.
- 12.2 Repeal of Prior Bylaws** – In ratifying these Bylaws, the members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

Signed:



Chair – [Rick Meraska]



Secretary-Treasurer – [Rick Helm]