

QUALICUM AND DISTRICT CURLING CLUB

BYLAWS

(February 17, 2018)

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(QDCC LOGO removed for WEBSITE DOCUMENT – April 10 2018)

QUALICUM AND DISTRICT CURLING CLUB – BYLAWS

BYLAWS

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

- 1.1 In these Bylaws, unless the context otherwise requires:
- a. “**Act**” means the *Societies Act* of British Columbia as amended from time to time in force and all amendments to it;
 - b. “**Annual Meeting**” means an Annual Meeting of the Members which, as further defined in Part 3 of these Bylaws and as required by the Act, will be convened within fifteen (15) months of the previous Annual Meeting and within six (6) months of fiscal year end;
 - c. “**Board of Directors**” means the directors of the Society for the time being;
 - d. “**Bylaws**” means these Bylaws as altered from time to time;
 - e. “**Special General Meetings**” means every general meeting, other than the annual general meeting and the semi-annual general meeting, is a special general meeting, which, as further defined in Part 3 of these Bylaws;
 - f. “**Ordinary Resolution**” means a resolution passed by a majority of votes cast on that resolution;
 - g. “**Registered address**” of a member means his/her address as recorded in the register of members;
 - h. “**Society**” means the Qualicum and District Curling Club (hereinafter also known as Qualicum Curling Club); and
 - i. “**Voting Member**” means a member with the right to vote.
- 1.2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Conflict with Act or Regulations

- 1.3 If there is a conflict between these Bylaws and the *Societies Act* of British Columbia, the Act prevails.

PART 2 – MEMBERSHIP

Admission

- 2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.
- 2.2 The amount of the annual membership fees, and any other fees, to join the Society will be determined by the Board.

Rights and Obligations

- 2.3 Each member must submit a completed Society’s membership application to the Society.

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- 2.4 Prior to participating in the Society, each member must pay his or her annual membership fees, league fees and any other fees (the “Society Fees”), as determined by the Board, and by any dates set by the Board.
- 2.5 Each member must uphold the Constitution of the Society and must comply with these Bylaws.
- 2.6 Membership in the Society shall be open to all persons desirous of furthering the purposes of the Society and are invited to attend meetings of the members.

Not in Good Standing

- 2.7 A member is not in good standing when:
- a. That member has not fully paid his or her Society Fees for the Curling Season;
 - b. That member does not uphold or contravenes the Constitution or these Bylaws; or
 - c. Upon application to the Board, the Board has made a determination of that member’s standing.

Classes of Membership

- 2.8 Membership in the Society shall be divided into the following classes:
- a. “Adult Curler Member” is a member who is the age of majority and participates in the Society’s activities;
 - i. An Adult Curler Member in good standing is a Voting Member.
 - b. “Minor Curler Member” is a member who is under age of majority and participates in the Society’s activities;
 - i. A Minor Curler Member in good standing and who is age sixteen (16) or older, but not older than the age of majority, is a Voting Member; and
 - ii. A Minor Curler Member in good standing and who is under the age of sixteen (16) is not a Voting Member.
 - c. “Non-Curler Member” is a member who is the age of majority but is not an Adult Curler member;
 - i. A Non-Curler Member may be a guardian of a Minor Curler Member, under 2.8.b.i (above) ;
 - ii. A Non-Curler Member is not a Voting Member, except when the Non-Curler Member is the guardian of a Minor Curler Member under the age sixteen (16).
 - iii. In the case of the above subsection (b) ii, the Non-Curler Member is entitled to one vote only regardless of the number of Minor Curler Members for whom that Non-Curler Member is a guardian.
 - d. Certain types of Membership is further described in the Society’s Policy Manual as it pertains to “*Charter Members*”, “*Full Member (Prior to 2007)*”, “*Full Member (New in 2007)*”, “*Associate Member*”, “*Honorary Member*”, and “*Life Member*”.

Terminations

- 2.9 A person ceases to be a member of the Society in any one of the following ways:
- a. If that individual is not already registered at the commencement of the new curling season;

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- b. By delivering his or her resignation in writing to the Society; or
 - c. On his or her death.
- 2.10 A Member may be expelled or suspended from the Society for conduct detrimental to the interests of the Society by a two-thirds (2/3) vote of the Board of Directors.
- a. Readmission as a member shall be at the discretion of the Board of Directors.
 - b. A Member may appeal the suspension or expulsion at a general or special meeting of the members of the Society.

PART 3 – MEETINGS OF MEMBERS

Meeting Notice and Proceedings at General Meetings

- 3.1 Robert's Rules of Order, where not inconsistent with these bylaws, shall apply so far as applicable to all meetings of the Society, and the directors.
- 3.2 Notice of general meetings must be provided to members at least fourteen (14) days in advance of the meeting and must specify the place, day and hour of the meeting, and in case of special business, the general nature of that business. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- a. The Society's Semi-Annual General Meeting (SAGM) must be held at least once in every calendar year and no later than fifteen (15) months after the holding of the last preceding Semi-Annual General Meeting (SAGM). The ideal time period is on or before the thirtieth (30th) day of April. Notwithstanding, the place of such meeting is to be determined by the Board of Directors. The proceedings of the SAGM shall include, but not be limited to:
 - a. The report from the Chair;
 - b. The report of the financial position;
 - c. The selection and approval of financial reviewer(s);
 - d. The reports of the Directors;
 - e. New Business;
 - f. Nominations and Elections of Board Members; and
 - g. Suggestions for the Good and Welfare of the Society.
 - b. The Society's Annual General Meeting (AGM) must be held at least once in every calendar year and no later than fifteen (15) months after the holding of the last preceding Annual General Meeting (AGM). The ideal time period is on or before the thirtieth (30th) day of September. Notwithstanding, the place of such meeting is to be determined by the Board of Directors. The proceedings of the AGM shall include, but not be limited to:
 - a. The report from the Chair;
 - b. The financial report (including the audited financial statements);
 - c. The reports of the Directors;
 - d. New Business; and

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- e. Suggestions for the Good and Welfare of the Society.
- c. Every general meeting, other than the annual general meeting or semi-annual general meeting is a Special General Meeting. The Board of Directors may, when they think appropriate to do so, convene a special general meeting. The place of such meeting to be determined by the Board of Directors.
- d. The Board of Directors shall convene a Special General Meeting within 21 days, subject to the written request of the members who hold ten percent (10%) or more of the society's voting members.

Quorum

- 3.3 The quorum for the transaction of business at any meeting of members is twenty (20) Voting Members.

Voting

- 3.4 A Voting Member is entitled to one vote only.
- a. In the case of a tie vote, the Chair does not have a second vote in the addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- 3.5 Proxy voting is not permitted.
- 3.6 At in-person meetings, voting shall be by a show of hands unless a Member demands a secret ballot prior to a vote.
- 3.7 If a request for a secret ballot occurs, the Chair alone shall determine how the secret ballot is conducted.

Sequence at General Meetings

- 3.8 Subject to Bylaw 3.8, the Chair of the Society, the Vice-Chair or, in the absence of both, one of the other directors present, must preside as Chair of a general meeting.
- 3.9 If, at a general meeting:
- a. There is no Chair, Vice-Chair, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b. The Chair and all the other directors are unwilling to act as the Chair; the members present must choose one of their members to be the Chair.

Adjournment

- 3.10 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

PART 4 – BOARD OF DIRECTORS

Powers of Directors

- 4.1 The Directors may exercise all the powers and do all the affairs that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:

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- a. All laws affecting the Society;
- b. These Bylaws; and
- c. Decisions, to the extent that such decisions are not inconsistent with these Bylaws, which are made from time to time by the members of the Society at a general meeting.

A decision, made by the Society in a general meeting, does not invalidate a prior decision of the Directors that would have been valid if that decision had not been made.

In all cases, the decisions made by the Directors will be binding and will be for the overall benefit of the Society.

Number of Directors

- 4.2 The Board of Directors shall be elected by the members and shall comprise of no fewer than six (6) and no more than fifteen (15) individuals.

Election or appointment of Directors

- 4.3 At each Annual General Meeting, the Voting Members entitled to vote, for the election or appointment of directors, must elect or appoint the Board.

Term of the Director

- 4.4 The term of office shall be two (2) years commencing at the conclusion of the Annual General Meeting at which he/she is elected and ending at the conclusion of the Annual General Meeting for the final year of his/her term, unless he/she resigns, or is removed from or vacates his/her office.

- a. The elected directors shall be eligible for re-election.

Director's Consent

- 4.5 Directors will act in the best interest of the Society, will act with decorum, will be respectful to other directors, staff, volunteers, and the Board, and will respect the confidentiality of the Board discussion.

- a. A person putting their name forward, at the elections, must state they meet the requirements as stated in the 'Consent to Act as Director' (form) and complete the form accordingly.

Director's Conflict of Interest

- 4.6 Directors must declare any matter or relationship that is or may be reasonably perceived to be a conflict of interest with their responsibilities in their role with the Society. Each elected Director must complete and submit the 'Disclosure of Director's Interest' form prior to the first Board meeting.

Removal of the Director

- 4.7 A director may be removed from office by unanimous resolution of the balance of the Board of Directors. Furthermore, a director removed under this provision may be reinstated at a members' meeting.

Directors may fill casual vacancy on Board

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- 4.8 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director (the “Outgoing Director”) during the Outgoing Director’s term of office.

Term of appointment of director filling casual vacancy

- 4.9 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the Outgoing Director.

PART 5 – BOARD OF DIRECTORS MEETINGS

Meeting: Time and Place

- 5.1 The Directors may meet at such times and places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, provided that the Directors shall meet at least six (6) times in each calendar year. A Board of Directors meeting may be called by the Chair or by any two (2) other Directors.

Notice of Directors’ meeting

- 5.2 At least seven (7) days’ notice of a Directors’ meeting must be given, unless all the Directors agree to a shorter notice period.

Quorum of Board of Directors

- 5.3 The quorum for the transaction of business at a Board of Directors’ meeting is a majority of the Directors.

PART 6 – BOARD POSITIONS

Elect or Appoint to Board Positions

- 6.1 For the first meeting of the Board held immediately following the appointment or election of a director or directors at an annual general meeting, it will be necessary schedule a meeting of the newly elected or appointed directors:
- a. To elect or appoint the Executive Positions, which include Chair, Vice-Chair, Secretary, and Treasurer, and
 - b. To confirm the specific directors responsible for the relevant area of operations and directorship positions as designated in the Society’s Policy Manual.

Duties and Powers of Executive Positions

- 6.2 The Chair shall preside at and shall act as Chair at all meetings of the Society and of the Directors. In the event of an equality of votes at any Board meeting, the Chair shall only have a deciding vote.
- 6.3 The Vice-Chair shall act in the absence of the Chair, acting with all authority of the Chair when filling the role.
- 6.4 The Treasurer shall keep an account of all revenue and expenditures of the Society and report to the Board and shall further maintain a register of voting and non-voting members of the Society.

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- 6.5 The Secretary shall record and keep minutes of all meetings of the Society and of the Directors. He/she shall retain all correspondence received by the Society and shall perform such duties as may be determined by the Chair or the Directors.

Roles and Responsibilities of Directors

- 6.6 The roles and responsibilities of other Directors are articulated in the Society's Policy Manual as it pertains to the execution of their duties.

Part 7 – FINANCES

Financial Year

- 7.1 The financial year of the Society shall commence on July 1st of every year and end on June 30th of every year. Notwithstanding, the operating year of the Society will begin on the day following the successful appointment of the directors at the Annual General Meeting and will cease at the next Annual General Meeting.

Signing Authority

- 7.2 Any cheque or bill of exchange drawn or endorsed by the Society shall require the signatures of two (2) Directors authorized signatory to the purpose.
- 7.3 Any contract, document, or other instrument in writing to be executed by the Society must be signed on behalf of the Society, in the following manner:
- a. By the Chair, together with one other director,
 - b. If the Chair is unable to provide a signature, by the Vice-Chair together with one other director,

If the Chair and Vice-Chair are both unable to provide signatures, by any 2 other Directors,
or

In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Accounts

- 7.4 At every Annual General Meeting, the Board shall cause to be laid before the Society the financial report for the preceding financial year and the report shall be open to inspection of all voting members at such annual meeting.

Investments

- 7.5 Investment must only be in a term deposit or daily interest bearing account secured by bank deposit insurance
- 7.6 Any other type of investment must be authorized by ordinary resolution at a Special Meeting or at General Meeting of the Society.

Borrowing

- 7.7 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting that power, by the issue of debentures.

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- 7.8 A debenture must not be issued without the authorization of a special resolution.
- 7.9 Notwithstanding anything contained in these bylaws, borrowing in excess of ten thousand dollars (\$10,000) must first be approved by the members by ordinary resolution.
- 7.10 The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Disposal of Capital Assets

- 7.11 The members shall be consulted, if assets, in excess of five thousand dollars (\$5,000) in value, are proposed for liquidation.

Part 8 – AUDITOR - FINANCIAL REVIEWER

Admission and Obligations

- 8.1 At each annual general meeting, the Society must appoint a Chartered Professional Accountant (CPA) to hold office until the CPA is re-elected or a successor is elected at the next annual general meeting.
- 8.2 The CPA may be removed by ordinary resolution.
- 8.3 The CPA must be promptly informed in writing of the CPA's appointment or removal.
- 8.4 A director or employee of the Society must not be its Financial Reviewer.
- 8.5 The CPA may attend general meetings.

Part 9 – OPERATIONS

Senior Manager

- 9.1 The Directors of the Society may appoint one or more senior managers of the Society to exercise the directors' authority to manage the activities or internal affairs of the Society.

Duties of the Senior Manager

- 9.2 The duties of the Senior Manager will be determined, when and if such arrangements are deemed necessary.

Policy Manual

- 9.3 The Society shall operate under the guidelines of a policy manual with all amendments requiring approval by the Board and documented in the meeting minutes (the "Policy Manual").
- 9.4 The Policy Manual will be published electronically on the Society's website and a copy may be posted on the Society's notice board.
- 9.5 The Policy Manual is to be used solely as a guideline for the operation of the Society to provide consistency in the decision-making process of this organization. It is to be used by the Directors/Executive/Coordinators exclusively to assist in decision-making to provide consistency in any rulings that may arise. The framework of the Policy Manual includes, but not limited to, the following:
- a. Society structure;

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- b. Society operations;
- c. Board Responsibilities;

- d. Committee Duties; and
- e. Specific policy requirements.

9.6 The Policy Manual is to be utilized to produce and maintain a Procedure Manual for the Society.

Part 10 – DOCUMENTS AND RECORDS

Record Keeping

10.1 Board members must perform their legal duties with care. An effective way to minimize risk to themselves and the Society is to ensure permanent official records exist of the board's activities. Good record keeping helps the Society function efficiently, effectively and ensure accountability to its members and the public. Further details will be established in the Policy Manual.

Registry of Members

10.2 The member and director register shall be maintained by the Society.

Public Accessing Records

10.3 The public may only have access to the financial statements of the Society and the Director and Member meeting minutes of the Society.

10.4 Members may have access to personal contact information to allow them to contact other members related to participation in Society's activities.

10.5 A copy of the Certificate of Incorporation and the Constitution and Bylaws of the Society shall be kept at the Society's office.

10.6 The public and Member access may not access any other document or records, not mentioned in 10.2, 10.3 and 10.5.

Meeting Minutes

10.7 Member (AGM) meeting minutes will be published electronically on the Society's website and a copy may be posted on the Society's notice board. Board of Director meeting minutes will be posted on the Society's notice board.

PART 11 – BYLAWS

Change of Bylaws

11.1 Bylaws can only be changed at a Meeting of Members by Special Resolution.

PART 12 – GENERAL

Protection of Office

12.1 Each director, including league director, or officer holds office with protection from the Society. The Society indemnifies each director or officer against all costs or charges that result from any

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act done in his/her role for the Society. The Society does not protect any director or officer for acts of fraud, dishonesty, or bad faith.

- 12.2 No director, including league director, or officer is liable for the acts of any other director, officer or employee. No director or officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No director or officer is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Society, unless the act is fraud, dishonest, or bad faith.

Dissolution

- 12.3 Upon the winding up or dissolution of the Society, the funds and property after the payment of all costs. Charges, and expenses properly incurred in the winding-up or dissolution including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debits of the Society, shall be distributed to such charities, registered under the provisions of the Income Tax Act (Canada), or such qualified donees allowed under the Income Tax Act (Canada) which are charitable at law, as shall be designated by the members of the Society. Any of such funds and property which had originally been received for specific purposes shall, wherever possible, be distributed to qualified donees which are charitable at law or charities registered under the provisions of the Income Tax Act (Canada) carrying on work of a similar nature to such specific purposes.