



CONSTITUTION AND BY-LAWS

of

**CANADIAN CURLING ASSOCIATION/
l'Association Canadienne de Curling
(CURLING CANADA)**

January 20, 2016

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**Canadian Curling Association/Association Canadienne de Curling
(Curling Canada)**

BY-LAW NO. 1

**Being the first By-Law of the Association as continued under the
Canada Not-for-Profit Corporations Act.**

I. INTERPRETATION and DEFINITIONS

1. In this By-Law the following definitions shall apply:

- (a) "**Act**" means the Canada Not-For-Profit Corporations Act S.C. 2009, c23, an Act respecting not-for-profit corporations and certain other corporations;
- (b) "**Articles**" means original or restated articles of incorporation, articles of amendment or articles of continuance as per the Act;
- (c) "**Association**" means the Canadian Curling Association/Association Canadienne de Curling (hereinafter also known as Curling Canada), a corporation without share capital incorporated under the Canada Not-For-Profit Corporations Act;
- (d) "**Board of Governors**" or "**Governors**" means the Board of Governors or Governor of the Association and "Governors" are the same as "Directors" as defined within the Act;
- (e) "**By-laws**" mean the by-laws of the Association;
- (f) "**Chair**" means the Chair of the Association;
- (g) "**Chief Executive Officer**" means the chief executive officer of the Association as specified in Section VIII;
- (h) "**General Meeting**" means the Annual General Meeting or a Special Meeting of the members of the Association, as provided by this By-law, and shall not include the National Curling Congress;
- (i) "**Letters Patent**" means the letters patent of the Association and includes any supplementary letters patent of the Association;
- (j) "**Member**" of the Association means a Member Association or Officer Member as specified in Section V;

- (k) "**National Curling Congress**" means the annual curling congress of the Member Associations as specified in Section VI;
 - (l) "**Notice**" means notice provided to members between 21 and 60 days before the meeting.
 - (m) "**Officer**" means the Chair, Vice Chair, Chief Executive Officer and Secretary-Treasurer of the Association as specified in Section VIII;
 - (n) "**Ordinary Resolution**" means a resolution passed by a majority of votes cast on that resolution;
 - (o) "**Regional Association**" means any provincial, territorial or regional curling association situate in Canada that is recognized by the Association and includes Member Associations;
 - (p) "**Secretary-Treasurer**" means the secretary – treasurer of the Association as specified in Section VIII.
 - (q) "**Special Resolution**" means a resolution passed by the majority of not less than two thirds of the votes cast on that resolution;
 - (r) "**Vice Chair**" means the Vice Chair of the Association.
2. In this By-law, all other By-laws and in resolutions of the Association, the following interpretations shall apply:

Words importing the singular number or the masculine gender shall, where the context requires, include the plural or the feminine or neuter genders, as the case may be and vice versa. The remainder of any sentence involving those same words shall be construed as if the changes in number and gender had been made.

II OBJECTS OF THE ASSOCIATION

1. The objects of the Association are:
- (a) To be recognized as the national sport governing body for curling in Canada;
 - (b) To exclusively promote amateur athletics, specific to curling, in Canada on a nation-wide basis. This will include the development and marketing of the sport of curling at both the Member Association and the club level;

- (c) To establish and enforce the rules of the sport of curling in Canada as well as a process by which differences and disputes can be settled.
- (d) To cultivate fraternal relations with other curling associations (national and international);
- (e) To respect and preserve the traditions of curling;
- (f) To promote, arrange and conduct and control Canadian Curling Championships;
- (g) To liaise with the Curling Hall of Fame and Museum of Canada Inc. which was established to recognize achievements of athletes and builders in the sport of curling in Canada.
- (h) To play the game for the game's sake without thought of material reward.

III. HEAD OFFICE

1. The Board of Governors may determine the location of the Head Office of the Association, so long as the Head Office of the Association has a registered office in a location specified in the Association's articles, with notice to the Ministry appointed Director. An alternate location may be determined by the Board of Governors as outlined and pursuant to the Act.
2. The Board of Governors may establish an office or offices of the Association in such other place or places in Canada as the affairs of the Association may require.

IV. CORPORATE SEAL

The corporate seal shall be in the form impressed in the margin hereof and shall have the words "Canadian Curling Association/l'Association Canadienne de Curling" endorsed thereon and shall be kept in the custody of the Chief Executive Officer.

V. MEMBERSHIP

1. Membership in the Association shall consist of the following categories of members:
 - (a) Member Associations;
 - (b) Officer Members;

2. **MEMBER ASSOCIATIONS**

- (a) **MEMBERS** - Member Associations shall be incorporated as a non profit corporation within their applicable Province or Territory and Member Associations shall be defined as and limited to:
- (i) Newfoundland and Labrador Curling Association;
 - (ii) Nova Scotia Curling Association;
 - (iii) New Brunswick Curling Association;
 - (iv) Prince Edward Island Curling Association;
 - (v) Curling Quebec;
 - (vi) Ontario Curling Association excluding the area defined as Northern Ontario and represented by the Northern Ontario Curling Association;
 - (vii) Northern Ontario Curling Association representing the area defined as Northern Ontario;
 - (viii) Manitoba Curling Association;
 - (ix) Saskatchewan Curling Association;
 - (x) Alberta Curling Federation;
 - (xi) Curl BC;
 - (xii) Yukon Curling Association;
 - (xiii) Northwest Territories Curling Association;
 - (xiv) Nunavut Curling Association; and
 - (xv) Such other curling organizations as are from time to time admitted as Member Associations pursuant to the terms of these same by-laws.
- (b) (i) **VOTING – Member Association** - Each Member Association is an association representing both men's curling and women's curling within its jurisdiction and each Member Association shall appoint two delegates to attend all meetings of the members of the Association including all General Meetings as authorized representatives of the Member Association. Each delegate of each

Member Association shall be entitled to one vote at all General Meetings.

- (ii) Each Member Association shall deliver to the Chief Executive Officer at the headquarters of the Association prior to the first day of April of each year, written confirmation of the name, address and telephone numbers of the voting delegate that will represent the Member Association at all meetings of the members of the Association from the 1st day of July of that same year to the 30th day of June of the following year.
- (iii) The delegates of Member Associations have the right to participate and vote at all General Meetings via teleconferencing. Member Associations electing the teleconferencing option for participating and voting at any such meeting shall be responsible for all teleconferencing costs, which will be separate from costs referred to in the travel cost equalization agreement currently in effect.

3. **OFFICER MEMBERS**

Officer Members shall be defined as and limited to:

- (a) The members of the Board of Governors;
- (b) **VOTING – Officer Member** - Each Officer Member shall be entitled to one vote at all meetings of the members of the Association including all General Meetings.

4. **APPLICATION FOR STATUS AS MEMBER ASSOCIATION**

- (a) The Association may consider at any General Meeting, an application for membership as an Member Association by any newly-formed organization representing the interests of men's and women's curling within the jurisdiction of any Member Association provided that:
 - (i) The application is supported by a motion of the Board of Governors requiring the support of at least a majority of the voting Governors of the Association upon the necessary quorum being first satisfied; and
 - (ii) The Member Association currently representing the same jurisdiction as the jurisdiction of the Applicant supports in writing the membership application and agrees to reduce its weighted position as an Member Association from the equivalent of two Member Associations to one Member Association;
- (b) Any amalgamation or other joining of existing Member Associations representing the same jurisdiction in order to create a single legal entity

representing both men's and women's curling within the same jurisdiction shall be immediately recognized by the Association as equivalent to two Member Associations and shall enjoy all the privileges associated with such weighted representation, including double voting privileges, provided that:

- (i) The application is supported by a motion of the Board of Governors requiring the support of at least the majority of the voting Governors of the Association upon the necessary quorum being first satisfied;
 - (ii) The Member Associations affected by such amalgamation or joining together shall support in writing the application for membership as an Member Association by the newly amalgamated or jointed applicant; and
 - (iii) The Member Associations which comprise the amalgamated or joined Member Association shall resign as individual Member Associations effective the date of the amalgamated or joined Member Association being recognized by the Association as equivalent to two Member Associations.
- (c) Member Associations may consider at any General Meeting an application for membership as an Member Association by any newly-formed association from a new provincial or territorial jurisdiction within Canada, whether such applicant represents both men's and women's curling (in which case, if accepted as a member, it will be considered as equivalent to two members for voting purposes) or represents one gender only (in which case, if accepted as a member, it would have single Member Association status for voting purposes), provided that:
- (i) The application is supported by a motion of the Board of Governors requiring the support of at least the majority of the voting Governors of the Association upon the necessary quorum being first satisfied; and
 - (ii) The applicant is incorporated as a non-profit corporation within the new province or territory.

5. **OBLIGATION OF MEMBERS**

The following obligations apply to all members of the Association:

(a) **DUTY TO COMPLY**

Membership in the Association obligates each member to comply with and be bound by and duly enforce within its jurisdiction, all rules and decisions of the Association, the Board of Governors, or any committees of the Association so long as such rules and decisions are not contrary to the law, the Letters Patent or the by-laws of the Association.

(b) **RESIGNATION**

- (i) **Member Association** - Any Member Association may resign its membership at any time by notice in writing to the secretary-treasurer, but such resignation in no way relieves the Member Association of any liability to the Association and is a forfeiture by such Member Association of all rights to and claims upon the Association.
- (ii) **Officer Member** - Any member of the Board of Governors may resign as an Officer Member upon first resigning from the Board of Governors, from the position of Chair or Vice Chair, and such resignation in no way relieves the Officer Member of any liability to the Association and is a forfeiture by such Officer Member of all rights to and claims upon the Association.

(c) **SUSPENSIONS AND EXPULSIONS**

- (i) Any member may be expelled or suspended by a special resolution of the members present at a General Meeting if the member refuses or neglects to carry out any of the obligations mentioned in Subsection V 5(a) above. During suspension, no member of a suspended Member Association is eligible to compete in any curling competition held under the auspices of the Association.
- (ii) Notwithstanding (i) immediately above, any Member Association in default of payment of its annual affiliation fee may be suspended immediately by the Board of Governors.
- (iii) Upon any Governor, Chair or Vice Chair being suspended, removed or otherwise discharged from the position of Governor, Chair or Vice Chair, that same person's position as Officer Member shall be immediately deemed to be terminated.

(d) **FEES**

- (i) Each Member Association shall pay an annual membership fee as determined from time to time at an annual General Meeting.
- (ii) The annual membership fee shall be paid to the Association not later than the 31st day of January of each year.
- (iii) Where an affiliated CCA club is physically situate in one Province or Territory but is a member of a Member Association or Regional Association of an adjacent Province or Territory, the CCA membership fee for such club shall be paid to the Member Association in which the aforesaid club is situate and such fee

shall be collected and remitted in such manner as the adjacent Member Association shall agree from time to time. Notwithstanding the above:

- a) A curling club which traditionally participates in playdown systems and programs through the adjacent Member Association or Regional Association shall be authorized to continue to do so and the membership system shall not override these traditional playdown and program arrangements;
- b) Any new club could be added to the arrangement as contained herein only with the approval of both Member Associations and/or Regional Associations;
- c) This section does not and shall not have priority over nor affect any arrangement that currently exists between any Member Associations and/or Regional Associations.

(e) **NONASSIGNMENT**

No member shall be permitted to assign his membership or membership privileges to any third party including any other member.

(f) **GOOD STANDING**

A Member shall be deemed to be in good standing provided that the Member:

- (i) Owes no outstanding affiliation fees, other fees or debts to the Association;
- (ii) Has not ceased to be a Member;
- (iii) Has not been suspended or expelled from membership;
- (iv) Has complied with the By-laws, policies and rules of the Association;
- (v) Is not subject to a disciplinary action of the Association, or if subject to disciplinary action of the Association previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Association;

Members, who cease to be in good standing, will not be entitled to the benefits and privileges of membership, including the right to vote at meetings of Members. A Member may be restored to good standing upon meeting the definition of good standing as set out in this By-law, and in a manner to the satisfaction of the Board of Governors.

VI. AFFILATE ORGANIZATIONS

1. Affiliate Organizations shall be defined as and limited to:

- (a) The Association may, at any annual General Meeting, admit any organization which coordinates and administers curling activities/development provided that:

- (i) The application is supported by a motion of the Board of Governors requiring the support of at least the majority of the voting Governors of the Association upon the necessary quorum being first satisfied; and
 - (ii) The Member Association, in which the organization exists, supports in writing the application for membership as an Affiliate Organization (the exception being national organizations (e.g. National Firefighters Association, etc.)
- (b) All affiliate members of the Association appointed prior to the date of the same by-law being approved by the members shall cease being affiliate members and become Affiliate Organizations of the Association.
- (c) Affiliation shall entitle an organization to all rights and privileges of membership with the exception of a voting privilege, the ability to present Notice at meetings of the Members, and the ability to participate in Canadian Curling Association national championships.

2. **OBLIGATION OF AFFILIATE ORGANIZATIONS**

The following obligations apply to all Affiliate Organizations of the Association:

(a) **DUTY TO COMPLY**

Affiliation in the Association obligates each Affiliate Organization to comply with and be bound by and duly enforce within its jurisdiction, all rules and decisions of the Association, the Board of Governors, or any committees of the Association so long as such rules and decisions are not contrary to the law, the Letters Patent or the by-laws of the Association.

(b) **RESIGNATION**

Any Affiliate Organization may resign as an Affiliate Organization at any time by notice in writing to the secretary-treasurer but such resignation in no way relieves such organization of any liability to the Association and is forfeiture by such organization of all rights to and claims upon the Association.

(c) **SUSPENSIONS AND EXPULSIONS**

- (i) Any Affiliate Organization may be expelled or suspended by a special resolution of the members present at a General Meeting if the Affiliate Organization refuses or neglects to carry out any of the obligations mentioned in Subsection VI 2(a) above.

- (ii) Notwithstanding (i) immediately above, any Affiliate Organization in default of payment of its annual affiliation fee may be suspended immediately by the Board of Governors.

(d) **FEES**

- (i) Each Affiliate Organization shall pay an annual affiliation fee as determined from time to time at an annual General Meeting.
- (ii) The annual affiliation fee shall be paid to the Association not later than the 31st day of January of each year.

(e) **NONASSIGNMENT**

No Affiliate Organization shall be permitted to assign their affiliation or affiliation privileges to any third party including any other Member or Affiliate Organization.

(f) **GOOD STANDING**

An Affiliate Organization shall be deemed to be in good standing provided that the Affiliate Organization:

- (i) Owes no outstanding affiliation fees, other fees or debts to the Association;
- (ii) Has not ceased to be an Affiliate Organization;
- (iii) Has not been suspended or expelled from the Association;
- (iv) Has complied with the By-laws, policies and rules of the Association;
- (v) Is not subject to a disciplinary action or investigation of the Association, or if subject to disciplinary action or investigation of the Association previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Association;

Affiliate Organizations, who cease to be in good standing will not be entitled to the benefits and privileges of affiliation. An Affiliate Organization may be restored to good standing upon meeting the definition of good standing as set out in this By-law, and in a manner to the satisfaction of the Board of Governors.

VII. HONORARY LIFE AMBASSADORS

1. Honorary Life Ambassadors shall be defined as and limited to:

- (a) The Association may, at any annual General Meeting, upon the recommendation of the Awards and Hall of Fame Committee or the Board of Governors, appoint not more than two honorary life ambassador

designations from members of the Member Associations in recognition of special service to the Association.

- (b) The Association may at any annual General Meeting, upon the recommendation of the Awards and Hall of Fame Committee or the Board of Governors, appoint one honorary life ambassador designation to a person outside the jurisdiction of the Association.
- (c) All Honorary Life Members of the incorporated association known as the Canadian Ladies Curling Association/l'Association Canadienne Feminine de Curling are ipso facto Honorary Life Ambassadors of the Association without voting privileges.
- (d) All honorary Life Members of the Association appointed prior to the date of the same by-law being approved by the members shall cease being honorary life members and become Honorary Life Ambassadors of the Association without voting privileges.
- (e) All Honorary Life Members of the unincorporated association known as the Dominion Curling Association are ipso facto Honorary Life Ambassadors of the Association without voting privileges.
- (f) Honorary Life Ambassadors have, without the payment of membership fees, dues or subscriptions, all the rights and privileges of Officer Members for life, save and except voting privileges and signing authority or the ability to present Notice at meetings of the Members.

2. **OBLIGATION OF HONORARY LIFE AMBASSADORS**

The following obligations apply to all Honorary Life Ambassadors of the Association:

(a) **DUTY TO COMPLY**

Membership in the Association obligates each member to comply with and be bound by and duly enforce within its jurisdiction, all rules and decisions of the Association, the Board of Governors, or any committees of the Association so long as such rules and decisions are not contrary to the law, the Letters Patent or the by-laws of the Association.

(b) **RESIGNATION**

Any Honorary Life Ambassador may resign as an Honorary Life Ambassador at any time by notice in writing to the secretary-treasurer but such resignation in no way relieves such ambassador of any liability to the Association and is forfeiture by such ambassador of all rights to and claims upon the Association.

(c) **SUSPENSIONS AND EXPULSIONS**

Any Honorary Life Ambassador may be expelled or suspended by a special resolution of the members present at a General Meeting if the Honorary Life Ambassador refuses or neglects to carry out any of the obligations mentioned in Subsection VII 2(a) above.

(e) **NONASSIGNMENT**

No Honorary Life Ambassador shall be permitted to assign their ambassador designation or privileges to any third party including any other Honorary Life Ambassador.

(f) **GOOD STANDING**

A Honorary Life Ambassador shall be deemed to be in good standing provided that the Honorary Life Ambassador:

- (i) Owes no outstanding fees or debts to the Association;
- (ii) Has not ceased to be a Honorary Life Ambassador;
- (iii) Has not been suspended or expelled from the Association;
- (iv) Has complied with the By-laws, policies and rules of the Association;
- (v) Is not subject to a disciplinary action or investigation of the Association, or if subject to disciplinary action or investigation of the Association previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Association;

Honorary Life Ambassadors, who cease to be in good standing will not be entitled to the benefits and privileges of the ambassador designation. A Honorary Life Ambassador may be restored to good standing upon meeting the definition of good standing as set out in this By-law, and in a manner to the satisfaction of the Board of Governors.

VIII. NATIONAL CURLING CONGRESS

1. ANNUAL NATIONAL CURLING CONGRESS

The National Curling Congress shall be held annually between the dates of June 1 thru September 30th at such a time and place within Canada as the members shall determine. The National Curling Congress shall consider other issues including the report of the prescribed financial statements and the report of the public accountant in order to promote the improvement of curling. Such meetings shall also promote the exchange and researching of ideas and policies and the preparation of position papers to present to the members and Governors of the Association.

2. APPOINTMENT OF REPRESENTATIVES AND PROCEDURES GOVERNING NATIONAL CURLING CONGRESS

- (a) Each Member Association which is responsible for the administration of both men's and women's curling (as defined within subsection VII (3) below), shall name two (2) voting delegates and such other representative(s) to attend the National Curling Congress of the Association, and shall deliver written notice to the Chief Executive Officer at the headquarters of the Association before the 1st day of April of each year of the name(s), address and telephone number of the delegates and representative(s). Each representative shall be entitled to continue to act as representative of the Member Association up to and including the 31st day of March of the following year unless otherwise extended by the Member Association pursuant to the terms of this same paragraph.
- (b) The chairman of the National Curling Congress shall be the Chair of the Association.
- (c) Notice of the National Curling Congress giving full particulars of the time and place thereof and clearly setting forth the nature of any special business to be conducted thereat, shall be mailed by the secretary-treasurer to the respective representatives, delegates of all Member Associations, official members and honorary life ambassadors at least 45 days before the date of the National Curling Congress. Special business is defined to include all business transacted at any meeting of members except for the financial reporting at the annual meeting and requires:
 - i) specific notice of the issues to be discussed in sufficient detail to allow the member to form a reasonable judgment on it in advance; and
 - ii) the text of any special resolution to be submitted at the meeting.
- (d) Unless a greater number is required by the Act, the letters patent or any other by-law, a quorum of any National Curling Congress shall require at least 10 persons personally present and who are entitled to vote, and no business shall be transacted in any National Curling Congress unless the quorum requisite be present at the commencement of business, but persons present at a duly constituted meeting may continue to do business until adjournment not withstanding the withdrawal of enough delegates to leave less than a quorum.
- (e) At the National Curling Congress, "Roberts Rules of Order" shall govern, except where they are inconsistent with law or any by-law of the Association.
- (f) At the National Curling Congress, motions and notices of motion shall be in writing and shall be read from the chair before discussion thereof.
- (g) At the National Curling Congress, a Governor may make a motion or notice of motion in accordance with the procedural rules of the National

Curling Congress save that a Governor cannot vote on any motion at the National Curling Congress.

- (h) At the National Curling Congress, delegates may participate and vote either personally or by proxy. A proxy holder and one or more alternate proxy holders must be executed in writing and filed with the Association at least 48 hours prior to the commencement of the meeting. Proxy holders are not required to be members. No person so appointed by proxy may act as such for more than one delegate and each person appointed by proxy shall only act at the specific meeting for which the proxy is given or at any adjournment thereof.
- (i) At the National Curling Congress, every question shall, unless otherwise required by law or by-law, be decided by a majority of the votes cast by the delegates present.
- (j) At the National Curling Congress, questions shall be decided by a show of hands unless a ballot is demanded, before a decision has been formally rendered, by any member and upon a show of hands, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting is sufficient evidence of the fact without proof of the number of votes or proportion of the votes recorded in favour of or against the resolution.
- (k) In case of an equality of votes at a National Curling Congress, either upon a show of hands or at a poll, the chairman is entitled to a casting vote.
- (l) The chairman with the consent of any National Curling Congress and subject to such conditions as the meeting may decide, may adjourn the meeting from time to time or from place to place and no notice of such adjournment of meeting need be given except when the meeting is adjourned for 30 days or more or is not adjourned to a fixed time and place, in which event, notice of the adjourned meeting shall be given as in the first instance. Any business may be brought before or dealt with at the adjourned meeting in accordance with the notice calling such original meeting.

3. ADJUSTMENT OF VOTING DELEGATES

- (a) In the event that an Member Association should amalgamate or otherwise join with another Member Association that exercises its jurisdiction within the same geographic boundary, the members of the newly-created Member Association shall be permitted to continue to send up to two delegates to the National Curling Congress and the General Meeting in order to elect Governors and to conduct other business at the same meeting.
- (b) In the event that any of the regional associations that have presently combined with at least one other regional association to constitute an Member Association, should subsequently amalgamate or join with at

least one other regional association, the newly-created regional association or Member Association shall be entitled to send a total number of representatives to the National Curling Congress equivalent to the number of representatives that was originally permitted the individual regional associations prior to their amalgamation or joining together.

- (c) In the event that any Member Association should be subsequently permitted by the Association to sever a portion of its geographic jurisdiction in order to permit a newly-created Member Association to represent the severed geographic jurisdiction, the newly-created Member Association shall be permitted to send up to two delegates to vote at the National Curling Congress, and the original Member Association shall similarly retain its right to do so.

IX. BOARD OF GOVERNORS

1. JURISDICTION

Subject to the Act and the articles, the Board of Governors shall manage, or supervise the management of, the activities and affairs of the Association.

2. NUMBER AND GENDER OF GOVERNORS

The Board of Governors shall consist of ten Governors and shall be comprised of five women and five men.

3. MEMBERSHIP WITHIN MEMBER ASSOCIATIONS

Each of the five male Governors and each of the five female Governors shall be a member of at least one curling club which is a member in good standing of any of the following associations, namely:

- (a) Newfoundland and Labrador Curling Association;
- (b) Nova Scotia Curling Association;
- (c) New Brunswick Curling Association;
- (d) Prince Edward Island Curling Association;
- (e) Curling Quebec;
- (f) Ontario Curling Association;
- (g) Northern Ontario Curling Association;
- (h) Manitoba Curling Association;
- (i) Saskatchewan Curling Association;

- (j) Alberta Curling Federation;
- (k) Curl BC;
- (l) Yukon Curling Association;
- (m) Northwest Territories Curling Association; and
- (n) Nunavut Curling Association.

4. QUALIFICATION OF GOVERNORS

The following persons are disqualified from being a Governor of the Association:

- (a) Anyone who is less than 18 years of age;
- (b) Anyone who has been declared incapable by a court in Canada or in another country;
- (c) A person who is not an individual; and
- (d) A person who has the status of bankrupt.

5. TERM OF GOVERNORS

The term of office for any Governor shall commence at the conclusion of the Annual General Meeting at which they are elected to the Board of Governors and shall cease at the conclusion of the Annual General Meeting for the final year of their term.

6. VACATING OF OFFICE OF GOVERNOR

The office of the Governor of the Association shall be vacated:

- (a) if the Governor becomes bankrupt or suspends payment, or compounds with his creditors or makes unauthorized assignment or is declared insolvent;
- (b) if a Governor has been declared incapable by a court in Canada or in another country;
- (c) if a Governor is convicted of any criminal offense;
- (d) if a Governor resigns his office by way of notice in writing to the Chief Executive Officer of the Association;
- (e) if a Governor dies; or,
- (f) if a Governor resigns his membership within any Member Association without first applying for membership within an alternative Member

Association;

(g) or as removed per Section IX (7).

7. REMOVAL OF GOVERNOR

The members may by resolution approved by an ordinary resolution at an Annual General or Special Meeting at which notice specifying the intention to pass such resolution has been given, remove any Governor before the expiration of his term of office and may, by the majority of the votes cast at that same meeting, elect any person in his stead for the remainder of his term provided that any Governor so elected is of the same gender of the removed Governor and is endorsed by his Member Association.

8. CASUAL VACANCY

Upon an interim vacancy on the Board of Governors, the Board of Governors may appoint a person to act as Governor for the term from the date of appointment until the next National Curling Congress provided the replacement Governor is of the same gender as the Governor who has vacated the Board. At the next National Curling Congress, an election shall be held for the purpose of filling this vacancy for the balance of the term of the vacating member.

9. MEETING OF GOVERNORS

(a) Governors' meetings shall be held at a time and place to be determined by the Governor(s) having authority to call a meeting as indicated below.

(b) The Board of Governors shall hold one or more meetings before the annual General Meeting to receive and discuss the report of the Chair, the secretary-treasurer, and the Chief Executive Officer as well as the reports of all committees and to discuss such other business as may be presented to the meeting. All business discussed and decisions taken by the Board of Governors prior to the commencement of the annual General Meeting shall be deemed to be formally adopted by the Board of Governors after the commencement of the annual General Meeting.

(c) A meeting of the Board of Governors may be called by:

- (i) the Chair;
- (ii) the Vice Chair;
- (iii) two members of the Board of Governors; or
- (iv) the Chief Executive Officer upon the written direction of the Chair or Vice Chair.

(d) Notice of such meeting shall be delivered, mailed, faxed or sent by electronic transmission to each member of the Board of Governors at least ten days before the day on which the meeting is to take place. Notice of meetings must include explicit notice pertaining to a casual

vacancy among Governors, the issuance of debt obligations, amendments to the bylaws, issues pertaining to member dues and any issues that must be provided in the notice in accordance with the Act. The ten-day notice may be waived upon the request of the Chair or Vice Chair and the positive vote of the majority of the Governors.

- (e) In addition to the meeting or meetings mentioned in subsection 9 (b), the Chair or the Vice Chair may call a special meeting of the Board of Governors for the consideration of special matters and shall call such a meeting upon the written request of any three members of the Board of Governors.
- (f) Notice of a special meeting of the Board of Governors shall be delivered, mailed, faxed or sent by electronic transmission or telegraphed to each member thereof at least ten days before the day on which the special meeting is to take place, except that a meeting required to be held during the week in which the annual General meeting is to take place may be called by the Chair or by the Vice Chair or on the request of any three members of the Board of Governors as aforesaid on at least twelve hour notice.
- (g) At any meeting of the Board of Governors, a majority of the members thereof constitute a quorum. Governors cannot carry proxy votes at Board of Governors meetings.
- (h) In all meetings of the Board of Governors, every question shall be decided by a majority of the votes cast on the question. The Board can vote on motions electronically. Additionally, any resolution in writing signed by all Governors entitled to vote on the resolution at a meeting of the Governors, is as valid as if it had been passed at a meeting of Governors. Each Governor shall have one vote.
- (i) In the case of an equality of votes at any meeting of the Board of Governors, the Chair is entitled to cast a second and deciding vote.
- (j) At any meeting of the Board of Governors or committee, "Roberts Rules of Order" shall govern except where they are inconsistent with law or any by-law of the Association.
- (k) Meetings of the Board of Governors may be held in person or by means of telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Governor so participating in a meeting is deemed to be present at that meeting.

10. **PAYMENT OF GOVERNORS OR OTHER PARTIES**

- (a) Except for the secretary-treasurer and the Chief Executive Officer, the members of the Board of Governors or of any standing committee or of

any ad hoc committee, shall not be paid any remuneration for their services to the Association.

- (b) Notwithstanding subsection (a) immediately above, the Board of Governors may from time to time award special remuneration out of the funds of the Association to any member of the Board of Governors or of a standing committee who performs any special work or service for, or undertakes any special mission on behalf of the Association outside the work or services ordinarily required of a member of the Board of Governors or of a standing committee, or of any ad hoc committee.
- (c) The members of the Board of Governors, of any standing committee and of any ad hoc committee shall also be paid out of pocket expenses incurred in order to attend any standing committee meeting, Board of Governors meeting, ad hoc committee meeting or Association meetings or otherwise in respect to the performance by them of their duties as the Governors may from time to time determine.
- (d) Governors are liable to restore to the Association any money paid or other property paid out contrary to the Act.

11. **PROTECTION OF GOVERNORS**

- a) Every Governor or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association, and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and save harmless, out of the funds of the Association, from and against the below items (i) and (ii). Governor protection is predicated on the satisfaction of the duty of care by the Governor:
 - (i) all costs, charges and expenses whatsoever which such Governor, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office unless sustained or incurred through his own dishonesty, willful neglect or default; and,
 - (ii) All other costs, charges and expense which he sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own dishonesty, willful neglect or default.
- b) No Governor or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Governor or officer or employee of the Association or for joining in any receipts or other act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of

the Board of Governors or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association may be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or association with whom or which any monies, securities or effects may be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in execution of the duties of his office or trust or in relation thereto unless the same shall happen by or through his own dishonesty, or his own willful act or his own willful default.

- c) The Chief Executive Officer of the Association shall at the expense of the Association procure such liability insurance as is necessary to carry out the required provisions stipulated within subsections VII 11 (a) and (b).

X. OFFICERS OF THE ASSOCIATION

1. The officers of the Association are the Chair, Vice Chair, Secretary-Treasurer and Chief Executive Officer.
 - a) In the event that a vacancy in the position of Chair or Vice Chair shall occur for any reason contained in Section IX. 6 or IX. 7 and the term remaining exceeds six months:
 - i) The Board shall elect a new Chair or Vice Chair to serve the remainder of the vacated term.
 - ii) In the event that the Board elects its current Vice Chair to fill the vacant position of Chair, the Vice Chair shall resign from the Vice Chair position and the Board shall then elect a new Vice Chair to serve the remainder of the term.
 - b) In the event that a vacancy in the position of Chair or Vice Chair shall occur for any reason contained in IX. 6 or IX. 7 and the term remaining is less than six months:
 - i) In the case of the vacant position of Chair, the Vice Chair shall resign from the Vice Chair position and shall assume the position of the Chair and will hold the full authorities and responsibilities of the position for the remainder of the vacated term and the Board will elect a new Vice Chair to serve the remainder of the term.
 - ii) In the case of the vacant position of Vice Chair, the Board will elect a new Vice Chair to serve the remainder of the term.
2. The Chair and Vice Chair shall be members of the Board of Governors and shall be elected annually by the outgoing Board of Governors at the Board meeting held immediately prior to the Annual General Meeting. The election of the Chair shall be conducted prior to the election of the Vice Chair. The Chair or the Vice Chair can be re-elected to either position.

The term of office for the Chair and Vice Chair commences at the conclusion of the Annual General Meeting in the year in which they are elected and ceases at the conclusion of the following year's Annual General Meeting.

3. The office of Chief Executive Officer shall be appointed by the Board of Governors and shall consist of a paid employee of the Association. Any person holding the office of Chief Executive Officer shall not be a member of the Board of Governors. The secretary-treasurer shall be appointed by the Board of Governors. The secretary-treasurer shall not be a member of the Board of Governors. The offices of Chief Executive Officer and secretary-treasurer may be filled by one person.
4. In the absence of a written agreement to the contrary by an ordinary resolution, the Board of Governors may remove at any time any officer of the Association, whether for cause or without cause.

5. **CHAIR**

- (a) The Chair shall preside at the annual General Meeting and any special General Meeting of the Association and of the Board of Governors;
- (b) The Chair is responsible for the general supervision of the affairs of the Association;
- (c) The Chair is an ex officio member of all committees; and
- (d) The Chair shall appoint from among the members of the Board of Governors, the chairman of each standing committee unless otherwise specifically provided for in these same by-laws.

6. **VICE CHAIR**

- (a) If the Chair is absent, the Vice Chair shall pro tem assume the Chair's place and has and may exercise any of the Chair's powers and shall discharge all of the Chair's duties.
- (b) The Vice Chair shall also exercise such other powers and perform such other duties as the Chair may delegate to the Vice Chair from time to time.

7. **CHIEF EXECUTIVE OFFICER**

- (a) The Chief Executive Officer shall be appointed and hired as an employee of the Association by the Board of Governors as the Chief Executive Officer of the Association and shall be responsible only to the Board of Governors, through the Chair.

- (b) The Chief Executive Officer shall perform such duties and assume such responsibilities that shall be determined from time to time by the Board of Governors including the hiring of all staff required for the efficient and effective operation of the Association.
- (c) The Chief Executive Officer shall not be entitled to vote at any meeting, including the meeting of the Board of Governors or any meeting of the members of the Association.

8. SECRETARY-TREASURER

- (a) The secretary-treasurer shall be appointed by the Board of Governors and may be one and the same as the Chief Executive Officer of the Association.
- (b) The secretary-treasurer shall perform such duties as are assigned by the Board of Governors subject to those conditions imposed by the Board of Governors.
- (c) The secretary-treasurer shall not be entitled to vote at any meeting, including the meeting of the Board of Governors or any meeting of the members of the Association.

9. HONORARY PATRON(S) AND CHAPLAIN

Honorary Patron(s) and Chaplain may be appointed by the Board of Governors.

10. DUTIES

All officers shall perform such duties as are incidental to the respective offices and such other duties that are from time to time assigned to them by the Chair of the Board of Governors. Officers also have a duty of care under the Act.

11. CONFLICT OF INTEREST

Governors and officers shall disclose to the Association in writing or by requesting to have it entered in the minutes of meetings of Governors or of committees of Governors, the nature and extent of any interest the Governor has in a material contract or material transaction, whether made or proposed, with the Association if the Governor:

- (a) is party to the contract or transaction;
- (b) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

Any disclosure required under this section of the by-laws will be made as per the timelines, voting and access to disclosure provisions in the Act.

XI. COMMITTEES

1. The Board of Governors may from time to time strike such committees as it deems appropriate and necessary for the promotion of the objects of the Association. Such committees shall consist of members of the Board of Governors. A committee that is not granted any of the powers of the Board of Governors shall consist of such members of the Board of Governors and/or such members of Member Associations and/or other persons as the board may deem suitable and necessary.
2. The Board of Governors may afford to any committee such rights, powers and responsibilities as it deems appropriate.
3. Any committee so appointed shall continue as a standing committee or ad hoc committee until such time as the Board of Governors in its absolute discretion deem fit to dissolve any committee so appointed.
4. The Association may have an audit committee in accordance with the Act. Such a committee shall review the financial statements before they are approved. Such committee shall send the public accountant notice of the time and place of any meeting of the audit committee. The public accountant is entitled to attend the meeting at the expense of the Association and be heard.
5. Any casual vacancy occurring on any such committee may be filled by the Board of Governors.
6. All actions or reports of any committee shall be reported to the Board of Governors at its next meeting subsequent to such actions or report and are subject to any revision or alteration required by the Board of Governors provided that no acts or rights of any third party shall be affected or invalidated by any such revision or alteration.
7. Any committee so appointed may meet for the transaction of business, adjourn and regulate its meeting as it sees fit. Unless determined by the Board of Governors, two members of a committee shall be a quorum. Questions arising at any meeting of the committee shall be decided by a majority of votes and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
8. All reports of committees, either to the Board of Governors or the Association, shall be in writing and signed by the chairman of the committee.

XII. MEETINGS OF MEMBERS

1. ANNUAL GENERAL MEETING

The annual General Meeting shall be held annually between the dates of June 1 and September 30th each year at such time and place within Canada as the

members shall determine in order to receive the report of the Board of Governors, to appoint a public accountant and for the transaction of any other business that may properly be brought before the meeting.

2. Unless as otherwise provided by the Board of Governors, the following order of business shall be observed at annual General Meetings:

- (1) giving notice of meeting and proof of mailing;
- (2) report on credentials of delegates and quorum;
- (3) introduction of existing Board of Governors;
- (4) introduction of officers as elected by the Board of Governors;
- (5) approval of agenda;
- (6) reading of the minutes of the last annual General Meeting and the approval thereof;
- (7) business arising out of the minutes;
- (8) minute of silence for deceased members;
- (9) correspondence;
- (10) report of the Chair;
- (11) reports of the Board of Governors;
- (12) reports of committees;
- (13) consideration of financial statements;
- (14) public accountant's report;
- (15) appointment or reappointment of Public Accountant;
- (16) election of Governors;
- (17) any resolutions;
- (18) Chair's address;
- (19) the appointment of honorary life members;
- (20) new business and such other business as may properly be brought before the meeting;

- (21) date and location of the next annual General Meeting;
 - (22) adjournment.
3. Notice of the Annual General Meeting giving the particulars outlined and setting forth the nature of any special business to be conducted thereat shall be mailed in accordance with the provisions set forth in XII 6 (b) of the Association's by-laws and in accordance with the Act.
4. **ELECTION OF GOVERNORS**
- (a) **Full Term Governor** - The voting delegates at the General Meeting shall annually elect a minimum of one female Governor and one male Governor to serve as a Governor of the Association in accordance with the By-laws of the Association.
 - (b) **Replacement Governor** – In the event of a vacancy on the Board of Governors, the voting delegates at the General Meeting shall elect a replacement Governor for the purpose of filling this vacancy provided the replacement Governor is of the same gender as the Governor who has vacated the Board and the replacement Governor shall retain office for the balance of the term of the vacating member.
 - (c) **Nominations** – A candidate for the Board of Governors may be nominated to seek the position of full term Governor, replacement Governor or both. Nominations of candidates for all positions on the Board of Governors shall close seven (7) days prior to the first day of the General Meeting. In the event that there is not a sufficient number of nominees for a position as Governor, nominations from the floor will be accepted.
 - (d) **Election Process** – At the General Meeting, the election for full term Governors shall be conducted prior to the election for replacement Governor(s). A candidate nominated as a full term Governor, and who has been unsuccessful in being elected as a full term Governor, may seek election as a replacement Governor provided that the candidate has filed a nomination with the Association to seek the position of both full term Governor and replacement Governor. Otherwise, the election of a replacement Governor shall consist only of candidates nominated for the position of replacement Governor only.
 - (e) **Term of Office** – The term of office for a full term Governor shall be four (4) years. A current or former Governor or Director shall be permitted to stand for re-election provided that their previous term and the term for which they are seeking election do not exceed ten (10) years. The term of office for any Governor shall commence at the conclusion of the Annual General Meeting at which they are elected to the Board of Governors and shall cease at the conclusion of the Annual General Meeting for the final year of their term.

5. **SPECIAL MEETINGS**

- (a) The Governors, upon ordinary resolution, may convene a Special Meeting and shall convene, subject to Section 167 of the Act, a Special Meeting upon the written request of at least five percent (5%) of the members.
- (b) A Special Meeting called at the request of at least five percent (5%) of the members as provided in Paragraph (a) shall be convened within fifty (50) days of the request being received at the head office of the Canadian Curling Association and shall be convened by telephone conference call if specified in the request for the Special Meeting. The Association must also give notice to the public accountant of every meeting of members, at least twenty-one (21) days prior to the meeting. The costs incurred in convening a Special Meeting shall be the responsibility of and equalized among the Member Associations requesting the meeting.

6. **RULES GOVERNING ANY GENERAL MEETING**

- (a) Except as otherwise set out in this by-law, the rules as set out in this section shall govern the conduct of any general meeting including an Annual General Meeting and a Special Meeting.
- (b) Notice of a General Meeting giving full particulars of the time and place thereof and clearly setting forth the nature of any special business to be conducted thereat, shall be mailed by the secretary-treasurer to the secretary and delegates of each Member Association, to each Officer Member, and to each other member of the Association at least 45 days before the date of the meeting. An approved proxy form shall be attached to each notice.
- (c) Unless a greater number is required by the Act, the letters patent or any other by-law, a quorum for any General Meeting shall require at least 10 persons personally present and who are entitled to vote, and no business shall be transacted in any General Meeting unless the quorum requisite be present at the commencement of business, but persons present at a duly constituted meeting may continue to do business until adjournment notwithstanding the withdrawal of enough delegates or members to leave less than a quorum.
- (d) At General Meetings "Roberts Rules of Order" shall govern, except where they are inconsistent with law or any by-law of the Association.
- (e) At General Meetings, motions and notices of motion shall be in writing and shall be read from the chair before discussion thereof.
- (f) At General Meetings, any matter contained in the Notice of Meeting shall be decided by a majority of votes cast by voting members and delegates

present in person or by proxy unless otherwise required by law or any by-law of the Association.

- (g) At General Meetings, delegates may participate and vote either personally or by proxy. A proxy and one or more alternate proxy holders must be executed in writing and filed with the Association at least 48 hours prior to the commencement of the meeting. Proxy holders are not required to be members. No person so appointed by proxy may act as such for more than one delegate and each person appointed by proxy shall only act at the specific meeting for which the proxy is given or at any adjournment thereof.
- (h) At General Meetings, questions shall be decided by a show of hands unless a ballot is demanded, before a decision has been formally rendered, by any Officer Member or a delegate of an Member Association and upon a show of hands, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting is sufficient evidence of the fact without proof of the number of votes or proportion of the votes recorded in favour of or against the resolution.
- (i) In case of an equality of votes at a General Meeting, either upon a show of hands or a poll, the Chair is entitled to a second or casting vote.
- (j) Member Associations may bring observers to General Meetings who may participate in discussion through their delegate but they shall not be entitled to a vote.
- (k) The Chair with the consent of any General Meeting and subject to such conditions as the meeting may decide, may adjourn the meeting from time to time or from place to place and notice of such adjournment of meeting need not be given except when the meeting is adjourned for 30 days or more or is adjourned to a fixed time given as in the first instance. Any business may be brought before or dealt with at the adjourned meeting in accordance with the notice calling such original meeting.

XIII. AMENDMENTS OF BY-LAWS AND RULES

1. The Board of Governors may amend all by-laws. Proposed amendments shall first be circulated to all members who shall have a 14-day period in which to request, by a minimum of three Member Associations, that the proposed amendments be considered by a special meeting before being enacted by the Board of Governors. In the absence of a request for a meeting, such amendments are effective on the date amended. Accordingly, all by-law amendments have to be submitted to the members at the next members' meeting and may be confirmed, further amended or repealed at that meeting, but such actions by the members do not impair the validity of the by-law prior to the meeting of members. Submission to the members will follow the below

provisions. Any amendment of the by-laws must not be contrary to law or the articles of continuance.

Members may also enact or amend bylaws under the following provisions:

- (a) Notice in writing of any proposed by-law or the repealing, amendment, or re-enactment of any by-law shall be given to the secretary-treasurer at least eighty-two (82) days before the date of the General Meeting at which the proposed by-law or amendments are to be considered.
- (b) The secretary-treasurer shall submit to the members, at least forty-five (45) days before the General Meeting, copies of all proposed by-laws or amendments of which he has received notice.
- (c) Any Notice to amend or repeal the by-laws of the Association shall require a special resolution at a General Meeting of the Association.

All bylaw changes do not require Ministry approval but must be sent to the Ministry of Consumer and Corporate Affairs of Canada appointed Director.

2. RULES GOVERNING CURLING

- (a) The "Rules of Curling for General Play" and the "Rules of Curling for Officiated Play" of the Association in force when this by-law comes into force shall continue in force until repealed, amended or remade by the affirmative vote of the majority of the members present at a General Meeting.
- (b) Notice in writing of any proposed change in the Rules of the Game shall be given to the secretary-treasurer at least eight (8) weeks before the date of the General Meeting at which the proposed changes are to be considered.
- (c) The secretary-treasurer shall submit to the members at least forty-five (45) days before the date of the General Meeting, copies of all such proposed rules or amendments of which he has received notice.

XIV. FINANCIAL YEAR

The financial year of the Association shall be for such period as the Board of Governors from time to time determine.

XV. PUBLIC ACCOUNTANT

- 1. A public accountant shall be appointed for the ensuing year at each annual General Meeting. The public accountant shall audit sufficient records and transactions of the Association in order to permit the public accountant to report to the members as required by the Act and the by-laws.

2. The results of such examinations shall be presented to the ensuing annual General Meeting in the form of a public accountant's report containing a balance sheet and operating statement and detailed accounts of revenues and expenses of the Association for the previous year.

XVI. CUSTODY OF DOCUMENTS AND EXECUTION OF DOCUMENTS

1. All shares and securities owned by the Association shall be lodged in the name of the Association with a chartered bank or trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by the Board of Governors.

2. CHEQUES, DRAFTS AND OTHER BANK NOTES

- (a) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association, and in such manner as the Board of Governors may from time to time designate.

3. EXECUTION OF DOCUMENTS

- (i) Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by two persons, namely, any one of the Governors plus the Chief Executive Officer and all contracts, documents and instruments in writing so signed are binding upon the Association without any further authorization or formality.
- (ii) The Board of Governors may from time to time, in addition to the Officers mentioned in subsection 3 (a) of this same by-law, by by-law appoint an Officer or Officers on behalf of the Association to either sign contracts, documents and instruments in writing without limitation or to sign specific contracts, documents and instruments in writing.
- (iii) The Association shall prepare and maintain at its registered office reports containing:
 - (a) The Articles and By-laws and amendments thereto;
 - (b) Minutes of Meetings of members;
 - (c) Resolutions of members;
 - (d) A debt obligation register containing the principal amount of each debt obligation, the names, addresses, email addresses (if consented to) of each debt obligation holder as well as the date the person or corporation became a debt obligation holder and the date the person or corporation ceased to be a holder;
 - (e) A register of Governors containing the name of each Governor, current residential address of each Governor, the email address, if

the Governor has consented, the date each Governor became a Governor and ceased to be a Governor;

- (f) A register of officers;
- (g) A register of members;
- (h) Accounting records;
- (i) Minutes of meetings of Governors and committees of Governors
- (j) Resolutions of Governors and of committees of Governors.

A member, a member's personal representative or a creditor of a corporation may examine and, upon payment of a reasonable fee, take extracts from the records referred to above from iii (a) through (f) during the Association's usual business hours.

XVII. BUSINESS OF THE ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION

1. The business of the Association shall be carried on without purpose of gain for its members and any profit or other accretion shall be used for promoting its objects.
2. In the event of the dissolution of the Association, all of its remaining assets, after payment of its liabilities, shall be distributed to one or more qualified donees, within the meaning of subsection 248 (1) of the Income Tax Act.