



BY-LAWS

of

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

(Date: July 15, 2024)

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Canadian Curling Association/l'Association Canadienne de Curling (O/ A Curling Canada)

BY-LAW NO.1

Being the By-Laws of the Association

I. GENERAL, INTERPRETATION and DEFINITIONS

1. In these By-laws the following definitions shall apply:

- (a) **"Act"** means the Canada Not-For-Profit Corporations Act S.C. 2009, c23, as amended;
- (b) **"Annual Meeting"** means an Annual Meeting of the Members which, as further defined in Section XI-1 of these By-laws 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) **"Acting Chair"** means a Governor appointed by the Board, as required, to serve temporarily as Acting Chair when no Governor has been elected Chair.
- (d) **"Articles"** means original or restated Articles of Incorporation, Articles of Amendment or Articles of Continuance as per the Act;
- (e) **"Association"** means the Canadian Curling Association/l'Association Canadienne de Curling (hereinafter also known as Curling Canada);
- (f) **"Athlete Representative"** means an athlete who is a member of the Curling Canada Athlete Advisory Council, and a member of the National Team Program and /or current AAP carded athlete, within the meaning of, and as defined in the Curling Canada National Team Athlete Agreement.
- (g) **"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;
- (h) **"By-laws"** mean the By-laws of the Association;
- (i) **"Chair"** means the Chair of the Association's Board of Governors;
- (j) **"Chief Executive Officer"** means the Chief Executive Officer of the Association as specified in Section IX;
- (k) **"Governor-Elect"** means a Governor elected at an Annual Meeting to assume office on a specified date;

- (l) **"Independent"** means that a Governor or prospective Governor has no fiduciary obligation to any body for curling at the national or provincial/territorial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal, or representational nature (provided that participation in curling does not alone cause a person not to be independent). A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence;
 - (m) **"Letters Patent"** means the letters patent of the Association and includes any supplementary letters patent of the Association;
 - (n) **"Member"** of the Association means a Provincial, Territorial or Regional Association incorporated as a not-for-profit corporation or society within their applicable Province or Territory as specified in Section III;
 - (o) **"Notice"** means notice provided to Members which will include the time and place of a meeting, the proposed agenda, and reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:
 - (i) By mail, courier or personal delivery to each Member entitled to vote at the meeting, sent at least twenty-one (21) and not more than sixty (60) days before the day on which the meeting is to be held; or
 - (ii) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, sent at least twenty-one (21) and not more than thirty-five (35) days before the day on which the meeting is to be held; or
 - (iii) By posting on the Association's website at least thirty (30) days prior to the date of the meeting.
 - (p) **"Officer"** means the Chair and Chief Executive Officer;
 - (q) **"Ordinary Resolution"** means a resolution passed by a majority of votes cast on that resolution;
 - (r) **"Regional Association"** means any Provincial, Territorial or Regional curling association situated in Canada that is recognized by the Association;
 - (s) **"Special Meeting"** means a Special Meeting of the Members which, as further defined in Section XI-3 of these By-laws and in the Act, is convened to deal with a specific item of business.
 - (t) **"Special Resolution"** means a resolution passed by the majority of at least two thirds of the votes cast on that resolution;
2. In these By-laws, all other By-laws and in all resolutions of the Association, the following interpretations shall apply:

- (a) Words importing the singular number shall, where the context requires, include the plural. The remainder of any sentence involving those same words shall be construed as if the changes in number had been made.
3. The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
4. These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

II. REGISTERED OFFICE

1. The Board of Governors may determine the location of the Registered Office of the Association, so long as the Registered Office of the Association is in the Province specified in the Association's articles.
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.

III. MEMBERS OF THE ASSOCIATION

1. MEMBERS: The Members of the Association include:
 - (a) Newfoundland and Labrador Curling Association;
 - (b) Nova Scotia Curling Association;
 - (c) New Brunswick Curling Association (O/A Curling NB);
 - (d) Prince Edward Island Curling Association (O/A Curl PEI);
 - (e) Curling Quebec;
 - (f) Ontario Curling Association (O/A Curling Ontario) excluding the area defined as Northern Ontario and represented by the Northern Ontario Curling Association;
 - (g) Northern Ontario Curling Association representing the area defined as Northern Ontario;
 - (h) Manitoba Curling Association (O/A CurlManitoba);
 - (i) Saskatchewan Curling Association (O/A CURLSASK);
 - (j) Alberta Curling Federation (O/A Curling Alberta);
 - (k) Curl BC;
 - (l) Yukon Curling Association;
 - (m) Northwest Territories Curling Association;
 - (n) Nunavut Curling Association; and
 - (o) Such other curling organizations as are from time to time admitted as Members, pursuant to the terms of these by-laws and approved by Special Resolution of the voting members.

2. **VOTING BY MEMBERS** - Each Member shall appoint one delegate to attend all meetings of the Members of the Association as the authorized representative of the Member. Each Delegate of each Member shall be entitled to one vote at all meetings of Members.
3. Prior to any meeting of Members, a Member will inform the Association in writing (inclusive of electronic notice) of the name of the Delegate, or alternate Delegate, to represent the Member. The Delegate must be at least eighteen (18) years of age and a member or registered in good standing of the Member.
4. The Delegates of Members have the right to participate in and vote at all meetings of members via teleconferencing.

IV. AFFILIATE ORGANIZATIONS

1. The Association may, by Ordinary Resolution at any Annual Meeting, admit any organization as an Affiliate Organization which coordinates and administers curling activities/development provided that:
 - (a) The application is endorsed by the Board of Governors by way of an Ordinary Resolution at a previous meeting of the Board of Governors; and
 - (b) The Member in which the organization exists supports in writing the application for registration as an Affiliate Organization, the exception being national organizations*.
 - (i) * An exception is made for national organizations such as Canadian Firefighters Curling Association, Canadian Police Curling Association and the like.
2. Affiliate Organizations are not Members. However, Affiliate Organization status shall entitle an organization to the 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 Association national championships.

V. HONORARY LIFE AMBASSADORS

1. Honorary Life Ambassadors are so named in recognition of service to the Association and as such pay no registration fees nor do they have any rights and privileges except for those which may from time to time be granted as a courtesy as determined by the Board of Governors. Honorary Life Ambassadors are not Members.
2. In recognition of special service to the Association, the Association may, by Ordinary Resolution at any Annual Meeting, upon the recommendation of the Board of Governors, appoint not more than two Honorary Life Ambassador designations to individuals who are members of, or are otherwise associated with, a Member.

3. The Association may, by Ordinary Resolution at any Annual Meeting, upon the recommendation of the Board of Governors, appoint one Honorary Life Ambassador designation to a person outside the jurisdiction of the Association.
4. The Association will recognize the following as Honorary Life Ambassadors:
 - (a) All Honorary Life Members of the unincorporated association known as the Dominion Curling Association;
 - (b) All Honorary Life Members of the incorporated association known as the Canadian Ladies Curling Association/l'Association Canadienne Feminine de Curling;
 - (c) All Honorary Life Members of the Association appointed prior to the date of the By-law being approved changing the designation from Honorary Life Member to Honorary Life Ambassador.

VI. OBLIGATION OF MEMBERS, AFFILIATE ORGANIZATIONS & HONORARY LIFE AMBASSADORS:

1. The following obligations apply to all Members, Affiliate Organizations and Honorary Life Ambassadors of the Association:
 - (a) **DUTY TO COMPLY:** Members, Affiliate Organizations, and Honorary Life Ambassadors are obliged 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 Member, Affiliate Organization or Honorary Life Ambassador may resign from Membership, Affiliation, or Honorary Life Ambassador status, as applicable, at any time by notice in writing to the Chief Executive Officer. Such resignation in no way relieves the Member, Affiliate Organization, or Honorary Life Ambassador of any liability to the Association and is a forfeiture by such Member, Affiliate Organization, or Honorary Life Ambassador of all rights to and claims upon the Association.
 - (c) **SUSPENSIONS AND EXPULSIONS:**
 - (i) Any Member, Affiliate Organization or Honorary Life Ambassador may be expelled or suspended by a Special Resolution of the Members present at a meeting of Members if the Member, Affiliate Organization, or Honorary Life Ambassador is provided fifteen (15) days' notice of the meeting and is provided with reasons and the opportunity to be heard at the meeting.
 - (ii) During the suspension, no Member or registrant of a suspended Member is eligible

to compete in any curling competition held under the auspices of the Association.

(iii) Notwithstanding (i) above, any Member or Affiliate Organization in default of payment of its annual membership or affiliation fee may be suspended immediately by the Board of Governors, by way of Ordinary Resolution.

(d) **TERMINATION OF MEMBERSHIP OR AFFILIATION** - Membership in, or affiliation with the Association is automatically terminated when:

(i) The Member or Affiliate Organization, in the case of a Member or Affiliate Organization that is a corporation, dissolves; or

(ii) The Association is liquidated or dissolved under the Act.

(e) **FEES:** Each Member and Affiliate Organization shall pay an annual membership or affiliation fee, as the case may be, as determined from time to time by the Board of Governors.

(f) **NONASSIGNMENT:** No Member or Affiliate Organization shall be permitted to assign its membership or affiliation or attendant privileges to any third party including any other Member or Affiliate Organization.

(g) **GOOD STANDING:** Members, Affiliate Organizations, and Honorary Life Ambassadors, who cease to be in good standing, as defined in Section VII, will not be entitled to the benefits and privileges, including the right to vote at meetings of Members. A Member, Affiliate Organization, or Honorary Life Ambassadors 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. GOOD STANDING

1. A Member, Affiliate Organization, or Honorary Life Ambassador shall be deemed to be in good standing provided that the Member, Affiliate Organization, or Honorary Life Ambassador:

(a) Owes no outstanding membership/affiliation fees, other fees or debts to the Association;

(b) Has not ceased to be a Member, Affiliate Organization, or Honorary Life Ambassador (as applicable);

(c) Has not been suspended or expelled from the Association;

(d) Has complied with the By-laws, policies, and rules of the Association;

(e) Is not subject to a disciplinary action of the Association, or if subject to previous disciplinary action of the Association, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board of Governors.

VIII. 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 TERM OF GOVERNORS** - The Board of Governors shall be elected by the Members and shall be comprised of no fewer than eight (8) and no more than twelve (12) individuals, provided that:
 - (a) The number of elected Governors will be fixed by Ordinary Resolution of the Members;
 - (b) The term of office for a full-term Governor shall be four (4) years, commencing at the conclusion of the Annual Meeting at which they are elected and ending at the conclusion of the Annual Meeting for the final year of their term, unless they resign, or are removed from or vacate their office:
 - (i) In the event of an adjournment in order to continue the Annual Meeting on a new date, an elected Governor will be known as a Governor-Elect and will immediately have full, participating status at Board of Governors meetings but will only become a voting Governor at the conclusion of the Annual Meeting at which they were elected;
 - (ii) Governors may serve a maximum of ten (10) years on the Board. Terms need not be consecutive;
 - (iii) A current or former Governor or former Director shall be permitted to stand for re-election provided their previous term(s) and the term for which they are seeking election do not exceed 10 years.
 - (c) In addition, Governors may be appointed by the Board to fill vacancies, or to provide a needed skill set, as permitted by these By-laws, and the Act, provided that:
 - (i) An appointed Governor shall serve for a maximum term of one (1) year, ending at the time of the next Annual Meeting;
 - (ii) An appointed Governor's term shall be included in the determination of total years served should the appointed Governor subsequently be elected to the Board of Governors;
 - (iii) An appointed Governor may not serve as Chair;
 - (iv) Except for appointments to fill interim vacancies, as permitted by these By-laws, and in accordance with the Act, the appointment of a Governor may only occur in a year when a minimum of three (3) Governors are elected.

3. **ATHLETE REPRESENTATIVE** - Athlete Representative shall be nominated by the Curling Canada Athlete Advisory Council (the Athlete Council), as per Curling Canada policies and the Athlete Council terms of reference. The Athlete Representative shall be invited to attend all meetings of the Board of Governors as an observer. In this capacity the Athlete

Representative has the opportunity to speak to all matters before the Board and is subject to all duties and responsibilities under the Curling Canada Code of Conduct and Policy Manual. The observer shall not be considered in the gender standard requirement under Article VIII 4.

4. **GENDER STANDARD FOR BOARD OF GOVERNORS** - In advancement of gender diversity on the Board of Governors, while ensuring the prevailing criterion for election is eligibility, ability and professional performance, the Board shall be constituted in a manner such that no gender identity accounts for more than 60% of the total number of Governors.
5. **ELECTION OF GOVERNORS** - Elections will be held at the Annual Meeting, or at a Special Meeting, as follows:
 - (a) In years when the gender standard is not assured, a gender specific election will be held first to elect candidate(s) sufficient to meet the standard;
 - (b) When the gender standard is assured, all candidates will be included on the same ballot in an election to fill the remaining vacancy(s):
 - (i) When more than one Governor position must be filled, the election will be for one Governor at a time with all nominated candidates eligible in each election;
 - (ii) As specified by the Act, a candidate receiving more than fifty percent (50%) of the votes will be declared elected as a Governor.
 - (c) In the event of a tie, or if the candidate with the most votes does not receive a majority of votes, on any ballot:
 - (i) If there are more than two (2) candidates for an available position, the candidate with the fewest votes will be dropped from the ballot and a new vote will be held;
 - (ii) If there are only two (2) candidates for the available position, a second vote will take place. If there is still a tie, additional rounds of voting will occur until a winner is declared.
 - (d) In an election with only one (1) qualified candidate, the candidate will be declared elected as a Governor by Ordinary Resolution.
6. **QUALIFICATION OF GOVERNORS** - The following persons are disqualified from being a Governor of the Association:
 - (a) Anyone who is less than eighteen (18) years of age;
 - (b) An individual who is not Independent;
 - (c) Anyone who has been declared incapable by a court in Canada or in another country;
 - (d) A person who is not an individual; and
 - (e) A person who has the status of bankrupt.

7. **GOVERNOR INDEPENDENCE** – An individual may be deemed ineligible to serve as a Governor if they are not Independent. An individual who would not be considered Independent will be considered Independent once they resign from or terminate the circumstances that give rise to the non-independence.
8. **SENIOR STAFF RESTRICTION** – No individual currently serving as an employee or contractor of the Association may be a Governor. No Governor may become the Chief Executive Officer or interim Chief Executive Officer of the Association during their term as a Governor or for twelve months thereafter.
9. **VACATING OF OFFICE OF GOVERNOR** - The office of the Governor of the Association shall be vacated if:
 - (a) the Governor becomes disqualified pursuant to the Act;
 - (b) the Governor is not Independent;
 - (c) the Governor resigns their office;
 - (d) the Governor dies; or
 - (e) the Governor is removed per Section VIII (10).
10. **REMOVAL OF GOVERNOR** - The Members may by Ordinary Resolution at a Special Meeting remove any Governor before the expiration of their term of office and may, by Ordinary Resolution at that same meeting, elect any person in their stead for the remainder of their term. If the Governor is removed and holds a position as an Officer, the Governor will automatically and simultaneously be removed from their position as an Officer.
11. **INTERIM VACANCY** - If a duly elected Governor vacates their seat, the Board of Governors may appoint an eligible person to serve as Governor for the remainder of the term of the vacant position. However, the preference shall be given to holding an election for the vacated position at the next AGM in accordance with Section XI 3 (b).
12. **MEETING OF GOVERNORS**
 - (a) Meetings of the Board of Governors 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) A meeting of the Board of Governors may be called by:
 - (i) the Chair; or
 - (ii) two members of the Board of Governors.
 - (c) Notice of a meeting of the Board of Governors shall be sent to each member of the Board of Governors at least ten (10) days in advance of the meeting. No notice of a meeting of the Governors is required if all Governors waive notice,

- or if those absent consent to the meeting being held in their absence.
- (d) At any meeting of the Board of Governors, a majority of the Governors holding office will constitute a quorum.
 - (e) Meetings of the Board of Governors may be held in person or by any means 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.
 - (f) Each Governor is entitled to one vote. Resolutions and motions will be passed by Ordinary Resolution.
 - (g) There will be no absentee or proxy voting by Governors.

13. PAYMENT OF GOVERNORS OR OTHER PARTIES

- (a) 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) The members of the Board of Governors or of any Standing Committee or of any Ad Hoc Committee shall be paid reasonable out-of-pocket expenses incurred to attend meetings or participate in approved Association business.
- (c) A Governor is liable to re-pay any amount of money paid to them by the Association if such amount is determined to exceed reasonable out-of-pocket expenses or otherwise does not comply with the Act and these By-laws.

IX. OFFICERS OF THE ASSOCIATION

1. The Officers of the Association are the Chair and Chief Executive Officer.
2. The Chair shall be a member of the Board of Governors and shall be elected annually by the incoming Board of Governors at the first Board meeting after the conclusion of the Annual Meeting. A previous Chair may be re-elected to the position.
3. The term of office for the Chair commences upon election by the Board of Governors and ceases upon conclusion of the next Annual Meeting.
 - (a) In the event of a vacancy in the position of Chair for any reason contained in Section VIII (6) or VIII (10) the Board shall, by Ordinary Resolution, appoint a new Chair;
 - (b) Pending the election of a Chair, the Board may appoint an Acting Chair from among

the Governors in accordance with the applicable policies approved by the Board.

(c) In the event the Chair is absent from a meeting, or otherwise unable to fulfill their duties temporarily, the Board shall appoint a Chair to act in their absence.

4. The office of Chief Executive Officer shall be responsible only to the Board of Governors, through the Chair.

5. In the absence of a written agreement to the contrary and by an Ordinary Resolution, the Board of Governors may remove at any time any Officer of the Association.

6. **CHAIR**

(a) The Chair shall preside at the Annual Meeting and any Special Meeting of the Association and at meetings of the Board of Governors, unless determined otherwise by the Chair who may appoint any individual to act as presiding officer at a Members Meeting;

(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 the chair of each standing committee, from among the members of the Board of Governors, unless otherwise specifically provided for in these same By-laws.

7. **CHIEF EXECUTIVE OFFICER**

(a) The Chief Executive Officer 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 meetings of the Board of Governors or meetings of the Members.

8. **HONORARY PATRON(S) AND CHAPLAIN** - Honorary Patron(s) and Chaplain may be appointed by the Board of Governors.

9. **DUTIES OF OFFICERS** - 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 or by the Board of Governors. Officers also have a duty of care under the Act.

10. **CONFLICT OF INTEREST** - In accordance with the Act, a Governor, Officer, Athlete Representative 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 Association will comply with the Act and the Association's policies on conflict of interest and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be.

Having declared a conflict, they will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

X. 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 include members of the Board of Governors and may also include Member representatives and other individuals with appropriate expertise.
2. The Association shall have an audit committee in accordance with the Act. Such a committee shall review the financial statements before they are approved by the Board of Governors.
3. The Governors will establish the terms of reference and operating procedures for all Committees.
4. The Board of Governors may remove any member of any Committee.

XI. MEETINGS OF MEMBERS

1. **ANNUAL MEETING** - The Annual Meeting shall be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Association's preceding fiscal year at such time and place within Canada as the Board of Governors 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 or is required by the Act.
2. **MEMBER RIGHTS** – Members will have the right to vote on the election of Governors, the appointment of the auditor, amendments to these By-laws or Articles, and any other matter required by the Act or these By-Laws or as directed by the Board.
3. **ELECTION OF GOVERNORS**
 - (a) Full Term Governor - The voting Delegates at the Annual Meeting shall annually elect full-term Governors, to serve for a period of four years, 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 Annual Meeting shall elect a replacement Governor for the purpose of filling this vacancy 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. Documentation of candidate's credentials, as deemed suitable by the Board of Governors, shall be submitted to the Members no less than seven (7) days prior to the first day of the Annual Meeting. Nominations for Governors may be accepted from the floor by way of Ordinary Resolution of the Members.
- (d) Nominations may be submitted by a Candidate Search Committee or by any Member, from the floor (in accordance with Section XI(3)(c)). The Candidate Search Committee shall be composed of:
- a minimum of four (4) Member Association representatives
 - one (1) Curling Canada Governor, serving as Chair
 - one (1) athlete representative
 - one (1) independent member
 - one (1) Curling Canada Governor with non-voting, ex-officio status
- (e) Election Process - At the Annual 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.

4. **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 the Members who hold five percent (5%) of votes that may be cast at a meeting of Members.
- (b) Such Special Meeting shall be called in accordance with the Notice period referred to in section XI 5.

5. **RULES GOVERNING MEETINGS OF MEMBERS**

- (a) Notice of an Annual or Special 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 sent to each Member, to each Governor, and to all others entitled to receive Notice, in accordance with Section I (1) (I) of these Bylaws and in accordance with the Act.
- (b) A quorum for any Meeting shall require at least ten (10) Members with Delegates present, and who are entitled to vote. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- (c) At meetings, "Roberts Rules of Order" shall govern, except where they are inconsistent with law or any By-law of the Association.

- (d) At meetings of Members, motions and notices of motion shall be in writing and shall be read from the Chair before discussion thereof.
- (e) At meetings of Members, any matter contained in the Notice of Meeting shall be decided by Ordinary Resolution of voting Members and Delegates present, unless otherwise required by the Act or any By-law of the Association.
- (f) At in-person meetings, voting shall be by a show of hands unless a Member demands a ballot prior to a vote or in the case of elections, which require a secret ballot. In a teleconference meeting, voting shall be orally unless a Member demands a roll call ballot or secret ballot prior to a vote.
- (g) Members may bring observers to meetings who may participate in discussion through their Delegate but they shall not be entitled to a vote.
- (h) The Chair, with the consent of voting Members and subject to such conditions as the voting Members may decide, may adjourn the Members meeting from time to time or from place to place.
- (i) Notice of such adjournment of a meeting of Members need not be given except when the meeting is adjourned for 30 days or more or is adjourned to a fixed time given with the notice calling the original meeting.
- (j) Any business may be brought before or dealt with at the adjourned meeting in accordance with the notice calling the original meeting.
- (k) A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility.
- (l) Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

XII. AMENDMENTS OF BY-LAWS

1. Except for the items set out in the sections of the Act applicable to Fundamental Changes, the Board of Governors may amend all By-laws by Ordinary Resolution. Proposed amendments shall first be circulated to all members who shall have a fourteen (14) day period in which to request, by a minimum of three Members, 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 by the Board of Governors, or as determined by the Board of Governors.

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 by Ordinary Resolution, 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.

2. Members may also enact or amend By-laws by member proposal (per section 163 of the Act) 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 Chief Executive Officer, or their designate, at least sixty (60) days before the date of the meeting at which the proposed By-law or amendments are to be considered;
 - (b) The Chief Executive Officer, or their designate, shall submit to the Members, at least forty-five (45) days before the meeting, copies of all proposed By-laws or amendments of which he has received notice;
 - (c) Any amendment or repeal of the By-laws of the Association shall require an Ordinary Resolution at a Meeting of the Association, unless stated otherwise in the Act.

3. By-law changes do not require Ministry approval but must be sent to the Ministry of Consumer and Corporate Affairs of Canada appointed Director.

4. **FUNDAMENTAL CHANGES** - In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of Incorporation. Fundamental Changes are defined as follows:
 - (a) Change the Corporation's name;
 - (b) Change the province in which the Corporation's registered office is situated;
 - (c) Add, change or remove any restriction on the activities that the Corporation may carry on;
 - (d) Create a new class or group of Members;
 - (e) Change a condition required for being a Member;
 - (f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
 - (g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;

 - (h) Add, change or remove a provision respecting the transfer of a membership;
 - (i) Subject to Section 133 of the Act, increase or decrease the number of OR the minimum

- or maximum number of Directors;
- (j) Change the statement of the purpose of the Corporation;
 - (k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
 - (l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - (m) Change the method of voting by Members not in attendance at a meeting of Members; or
 - (n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

XIII. FINANCIAL YEAR

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

XIV. PUBLIC ACCOUNTANT

1. A public accountant shall be appointed by the voting Members by way of Ordinary Resolution for the ensuing year at each Annual 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 Association shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Association may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

XV. 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. **BOOKS AND RECORDS** - The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept.
3. **CHEQUES, DRAFTS AND OTHER BANK NOTES** - 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.

4. EXECUTION OF DOCUMENTS

- (a) Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by two (2) 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.
- (b) In addition to the Officers mentioned in subsection 3 of this same By-law, the Board of Governors may from time to time, by Ordinary resolution, 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.
- (c) The Association shall prepare and maintain at its registered office reports containing:
 - (i) The Articles and By-laws and amendments thereto; and a copy of any unanimous Members agreement(s);
 - (ii) Minutes of Meetings of Members and any committee of Members;
 - (iii) Resolutions of Members and any committee of Members;
 - (iv) 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;
 - (v) 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;
 - (vi) A register of Officers;
 - (vii) A register of Members;
 - (viii) Accounting records;
 - (ix) Minutes of meetings of Governors and committees of Governors;
 - (x) Resolutions of Governors and of committees of Governors.
- (d) A Member's representative or a creditor of a corporation may, during the Association's usual business hours, examine and, upon payment of a reasonable fee, take extracts from the records referred to above from 4(c) (i) through (vi).

XVI. 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.

XVII. ADOPTION OF THESE BY-LAWS

1. **RATIFICATION** - These By-laws were ratified by the Members of the Association at a meeting of Members duly called and held on Date _____2024.
2. **REPEAL OF PRIOR BY-LAWS** - In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.