



CONSTITUTION AND BY-LAWS

of the

**CANADIAN CURLING ASSOCIATION
L'ASSOCIATION CANADIENNE DE CURLING**

January, 2010

TABLE OF CONTENTS

	<u>PAGE</u>
I. INTERPRETATION AND DEFINITIONS	1
II. OBJECTS OF THE ASSOCIATION	2
III. HEAD OFFICE	2
IV. CORPORATE SEAL.....	3
V. MEMBERSHIP	3
Association Members.....	3
Officer Members.....	4
Honorary Life Members.....	5
Affiliate Members	5
Application for Status as Association Member.....	6
Obligation of Members.....	7
VI. NATIONAL CURLING CONGRESS.....	9
Annual National Curling Congress.....	9
Appointment of Representatives and Procedures.....	9
Adjustment of Voting Delegates.....	11
Election of Governors.....	11
VII. BOARD OF GOVERNORS	12
Jurisdiction	12
Number and Gender of Governors.....	12
Membership within Regional Associations.....	12
Age of Governors	13
Term of Governors	13
Vacating of Office of Governor	13
Removal of Governor	14

	Casual Vacancy	14
	Meeting of Governors.....	14
	Payment of Governors or Other Parties	15
	Protection of Governors	16
VIII.	OFFICERS OF THE ASSOCIATION	17
	Chair.....	18
	Vice Chair.....	18
	Chief Executive Officer.....	18
	Secretary-Treasurer	19
	Honorary Patron(s) and Chaplain.....	19
	Duties	19
IX.	COMMITTEES	19
X.	MEETINGS OF MEMBERS	20
	Annual General Meeting.....	20
	Special General Meetings	21
	Rules Governing Any General Meeting.....	21
	Waiver of Notice	23
XI.	AMENDMENTS OF BY-LAWS AND RULES.....	23
	Rules Governing Curling	23
XII.	FINANCIAL YEAR.....	24
XIII.	AUDITOR.....	24
XIV.	CUSTODY OF DOCUMENT AND EXECUTION	
	OF DOCUMENTS	24
	Cheques, Drafts and Other Bank Notes.....	24
	Execution of Documents	24

**XV. BUSINESS OF THE ASSOCIATION AND DISSOLUTION
OF THE ASSOCIATION 25**

XVI. REPEAL OF BY-LAW NO. 1 25

**CANADIAN CURLING ASSOCIATION
L'ASSOCIATION CANADIENNE DE CURLING**

BY-LAW NO. _____

BEING A BY-LAW TO REPLACE BY-LAW NO. 1

I. INTERPRETATION and DEFINITIONS

1. In this By-Law the following definitions shall apply:
 - (a) "**Association**" means the Canadian Curling Association/l'Association Canadienne de Curling, a corporation without share capital incorporated under the Canada Corporations Act .
 - (b) "**Board of Governors**" or "**Governor**" means the Board of Governors or Governor of the Association;
 - (c) "**By-laws**" mean the by-laws of the Association;
 - (d) "**Chair**" means the Chair of the Association;
 - (e) "**Chief Executive Officer**" means the chief executive officer of the Association as specified in Section VIII;
 - (f) "**General Meeting**" means the Annual General Meeting or a Special General Meeting of the members of the Association, as provided by this By-law, and shall not include the National Curling Congress;
 - (g) "**Letters Patent**" means the letters patent of the Association and includes any supplementary letters patent of the Association;
 - (h) "**Member**" of the Association means an Association Member, Officer Member, Honorary Life Member or Affiliate Member as specified in Section V;
 - (i) "**National Curling Congress**" means the annual curling congress of the Association Members as specified in Section VI;
 - (j) "**Officer**" means the Chair, Vice Chair, Chief Executive Officer and Secretary-Treasurer of the Association as specified in Section VIII;
 - (k) "**Regional Association**" means any provincial, territorial or regional curling association situate in Canada that is recognized by the Association and includes Association Members;

(l) "**Secretary-Treasurer**" means the secretary – treasurer of the Association as specified in Section VIII.

(m) "**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 facilitate the development and marketing of the sport of curling at both the Association Member 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 in the place in which it is situated pursuant to the letters patent or as changed under the Canada Corporations 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) Association Members;
 - (b) Officer Members;
 - (c) Honorary Life Members; and
 - (d) Affiliate Members.

2. ASSOCIATION MEMBERS

- (a) **MEMBERS** - Association Members shall be incorporated as a non profit corporation within their applicable Province or Territory and Association Members 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 Association Members pursuant to the terms of these same by-laws.
- (b) (i) **VOTING – Association Member** - Each Association Member is an association representing both men's curling and women's curling within its jurisdiction and each Association Member shall appoint two delegates to attend all meetings of the members of the Association including all General Meetings as authorized representatives of the Association Member. Each delegate of each Association Member shall be entitled to one vote at all General Meetings.
- (ii) Each Association Member 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 Association Member 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 attend and participate in the National Curling Congress but shall not have any voting privileges at the National Curling Congress. Otherwise, each Officer Member shall be entitled to one vote at all meetings of the members of the Association including all General Meetings.

4. **HONORARY LIFE MEMBERS**

Honorary Life Members 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 memberships from members of the Association Members 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 membership 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 Members 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 remain Honorary Life Members 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 Members of the Association without voting privileges.
- (f) Honorary life members 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.

5. **AFFILIATE MEMBERS**

Affiliate Members 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 Association Member, in which the organization exists, supports in writing the application for membership as an Affiliate Member (the exception being national organizations (i.e. National Firefighters Association, etc.)
- (b) Affiliation shall entitle an organization to all rights and privileges of membership with the exception of a voting privilege.

6. APPLICATION FOR STATUS AS ASSOCIATION MEMBER

- (a) The Association may consider at any General Meeting, an application for membership as an Association Member by any newly-formed organization representing the interests of men's and women's curling within the jurisdiction of any Association Member 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 Association Member 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 Association Member from the equivalent of two Association Members to one Association Member;
- (b) Any amalgamation or other joining of existing Association Members 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 Association Members 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 Association Members affected by such amalgamation or joining together shall support in writing the application for membership as an Association Member by the newly amalgamated or jointed applicant; and
 - (iii) The Association Members which comprise the amalgamated or joined Association Member shall resign as individual Association

Members effective the date of the amalgamated or joined Association Member being recognized by the Association as equivalent to two Association Members.

- (c) Association members may consider at any General Meeting an application for membership as an Association member 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 Association member 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.

7. 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) **Association Member** - Any Association Member may resign its membership at any time by notice in writing to the secretary-treasurer, but such resignation in no way relieves the Association Member of any liability to the Association and is a forfeiture by such Association Member 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.

- (iii) **Honorary Life Member** - Any Honorary Life Member may resign as an Honorary Life Member at any time by notice in writing to the secretary-treasurer but such resignation in no way relieves such member of any liability to the Association and is forfeiture by such member of all rights to and claims upon the Association.
- (iv) **Affiliate Member** - Any Affiliate Member may resign as an Affiliate Member at any time by notice in writing to the secretary-treasurer but such resignation in no way relieves such member of any liability to the Association and is forfeiture by such member of all rights to and claims upon the Association.

(c) **SUSPENSIONS AND EXPULSIONS**

- (i) Any member may be expelled or suspended by the affirmative vote of sixty-seven percent (67%) 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 7(a) above. During suspension, no member of a suspended Association Member is eligible to compete in any curling competition held under the auspices of the Association.
- (ii) Notwithstanding (i) immediately above, any Association Member 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 Association Member and Affiliate Member 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 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 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;
- (vi) If a Club Member, is a member in good standing of an Association Member; and
- (vii) If an Individual Member, is a member in good standing of his or her respective Club Member.

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 NATIONAL CURLING CONGRESS

1. ANNUAL NATIONAL CURLING CONGRESS

The National Curling Congress shall be held annually on the third full weekend of June in the National Capital region of Canada every second year and, in alternate years, rotate to east and west sites throughout Canada or at such other location as the Association Members shall determine from time to time. The National Curling Congress shall consider other issues, in addition to the election of Governors, 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 Association Member 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 Association Member up to and including the 31st

day of March of the following year unless otherwise extended by the Association Member 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 association members, official members and honorary life members at least 45 days before the date of the National Curling Congress.
- (d) Unless a greater number is required by the Canada Corporations 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 notwithstanding 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 must be executed in writing and filed with the Association at least 48 hours prior to the commencement of the meeting. 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. The proxy so appointed must be a voting delegate of the same province or territory as the delegate authorizing the proxy.
- (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 poll is demanded by any delegate 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 Association Member should amalgamate or otherwise join with another Association Member that exercises its jurisdiction within the same geographic boundary, the members of the newly-created Association Member shall be permitted to continue to send up to two delegates to the National Curling Congress 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 Association Member, should subsequently amalgamate or join with at least one other regional association, the newly-created regional association or Association Member 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 Association Member should be subsequently permitted by the Association to sever a portion of its geographic jurisdiction in order to permit a newly-created Association Member to represent the severed geographic jurisdiction, the newly-created Association Member shall be permitted to send up to two delegates to vote at the National Curling Congress, and the original Association Member shall similarly retain its right to do so.

4. ELECTION OF GOVERNORS

- (a) **Full Term Governor** - The voting delegates at the National Curling Congress shall annually elect 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 National Curling Congress 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 National Curling Congress. 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 National Curling Congress, 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 five (5) years. A full term Governor shall not be permitted to stand for re-election. A replacement Governor shall be allowed to seek re-election as a full term Governor provided that, if successful, the combined term of office as a replacement Governor and full term Governor shall not be in excess of seven (7) 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.

VII BOARD OF GOVERNORS

1. JURISDICTION

The affairs of the Association shall be conducted by the Board of Governors who may exercise all such powers and do all such acts as may be exercised or done by the Association and are, by the by-laws or any special resolution of the Association or by statutes, expressly directed or required to be done by the Association at a General Meeting of the Association Members.

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 ASSOCIATION MEMBERS

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. AGE OF GOVERNORS

A Governor must be at least eighteen years of age and have capacity under law to contract.

5. TERM OF GOVERNORS

Except as otherwise permitted by these by-laws, no existing Governor shall be entitled to stand for re-election when his/her term of office expires. 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 becomes of unsound mind;
- (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 Association Member without first applying for membership within an alternative Association Member.

7. REMOVAL OF GOVERNOR

The Association Members may by resolution approved by at least seventy-five percent (75%) of the representatives at a General 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 Association Member.

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. 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 10(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. 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 telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member by such means is deemed to be present in person at that meeting for the purpose of this By-Law.

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.

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:
 - (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).

VIII 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 VII 6 or VII 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 Section VII 6 or VII 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. By a majority resolution, the Board of Governors may remove at any time any officer, or employee or any Board member from the office then occupied by that same Board member for 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.

IX 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 such members of the Board of Governors and/or such members of Association Members 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. Any casual vacancy occurring on any such committee may be filled by the Board of Governors, unless otherwise authorized by the constitution at a General Meeting.
 5. 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.
 6. 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.
 7. 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.

X MEETINGS OF MEMBERS

1. ANNUAL GENERAL MEETING

- The annual General Meeting shall be held on or before the 30th day of June in each year at such time and place as the Board of Governors may designate in order to receive the report of the Board of Governors, to appoint an auditor 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) the appointment of auditors;
- (14) any resolutions;
- (15) Chair's address;
- (16) the appointment of honorary life members;
- (17) new business and such other business as may properly be brought before the meeting;
- (18) date and location of the next annual General Meeting;
- (19) adjournment.

3. SPECIAL GENERAL MEETINGS

- (a) The Chair may convene a special General Meeting upon his own initiative and shall convene a special General Meeting upon the written request of at least twenty percent (20%) of the Association Members.
- (b) A special General Meeting called at the request of at least twenty percent (20%) of the Association 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 General Meeting. The costs incurred in convening a special General

Meeting shall be the responsibility of and equalized among the Association Members requesting the meeting.

4. 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 General 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 Association Member, 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 Canada Corporations 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)
 - (i) 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.
 - (ii) At General Meetings, any matter not contained in the Notice of Meeting shall be approved and adopted only if both of the following are obtained:
 - (A) A seventy-five percent (75%) majority of the votes cast at the meeting approve the waiver of the notice period for the matter; and
 - (B) A seventy-five percent (75%) majority of votes cast at the meeting approve the matter so put forward.

- (g) At General Meetings, delegates may participate and vote either personally or by proxy. A proxy must be executed in writing and filed with the Association at least 48 hours prior to the commencement of the meeting. 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. The proxy so appointed must be a voting member delegate of the same province or territory, Governor or officer of the CCA.
- (h) At General Meetings, questions shall be decided by a show of hands unless a poll is demanded by any Officer Member or a delegate of an Association 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.
- (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) Association Members 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.

5. WAIVER OF NOTICE

A seventy-five percent (75%) vote at any General Meeting of the Association is required to waive any notice period for a proposed motion. If notice is waived, the vote on the proposed motion requires a seventy-five percent (75%) majority to be accepted or adopted.

XI AMENDMENTS OF BY-LAWS AND RULES

1. The Board of Governors may pass by-laws not contrary to law or to the letters patent to regulate the conduct and affairs and all particulars of the Association and may by by-law, repeal, amend or re-enact any by-law or any part of any by-law, but no such by-law shall be enforced or acted upon until sanctioned by the members at a General Meeting and approved by the Minister of Consumer and Corporate Affairs of Canada.

- (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 the approval of a seventy-five percent (75%) majority of the votes cast at a General Meeting of the Association.

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.

XII FINANCIAL YEAR

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

XIII AUDITOR

- 1. An auditor shall be appointed for the ensuing year at each annual General Meeting. The auditor shall audit sufficient records and transactions of the Association in order to permit the auditor to report to the members as required by the Canada Corporations Act and the by-laws.
- 2. The results of such examinations shall be presented to the ensuing annual General Meeting in the form of an auditor's report containing a balance sheet and operating statement and detailed accounts of revenues and expenses of the Association for the previous year.

XIV 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

(a) 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.

(b) 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.

XV 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 recognized charitable or non-profit organizations in Canada.

3. Subsections 1 and 2 of this Section are irrevocable and cannot be changed on any future occasion without prior reference to the Canadian Department of National Revenue and the federal Canadian Department of Consumer and Corporate Affairs.

XVI REPEAL OF BY-LAW NO. 1

Upon the approval of this By-law, By-law No. 1 of the Association is hereby repealed.

(ORIGINAL SIGNED)

C.S.

Chair

(ORIGINAL SIGNED)

C.S.

Chief Executive Officer

The above By-law has been passed by a 75% majority of the voting members present, in person or by proxy, at a validly constituted annual General Meeting of the Association.

Dated at Ottawa, Ontario this 20th day of June, 2009.

(ORIGINAL SIGNED)

Chief Executive Officer