

Constitution and By-Laws

Pursuant to the provisions of the Society Act:
GOLDEN EARS WINTER CLUB
CONSTITUTION

1. The name of the Society is 'GOLDEN EARS WINTER CLUB'
2. The purposes of the Society are:
 - (a) To foster and promote the game of curling;
 - (b) to promote competition with other curling clubs;
 - (c) To promote sportsmanship and good fellowship;
 - (d) To interest and encourage the participation of young people in the game of curling;
 - (e) To affiliate with any provincial or national curling association or society or other body deemed appropriate; and,
 - (f) To provide the sporting, social and other facilities to its members and others conducive to the advancement of the aforementioned purposes, however the Society will not own, manage or operate a social club.

GOLDEN EARS WINTER CLUB BY-LAWS

Part 1 – Interpretation

1. (1). In these by-laws, unless the context otherwise requires:
 - (a) 'Directors' means the Directors of the Society for the time being;
 - (b) 'Society Act' means the Society Act of the Province of British Columbia from time to time in force and, all amendments thereto and re-enactments thereof; and
 - (c) 'registered address' of a member means his address as recorded in the register of members of the Society.
- (2). The definitions set forth in the Society Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa and, words importing a male person include a female person, as the context requires.

Part 2 – Membership

3. The members of the Society are all the members in good standing of the Society on the date these by-laws become effective and, those persons who subsequently become members of the Society in accordance with these by-laws and, in either case, have not ceased to be members.
4. A person may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member.
5. Membership in the Society shall be open to all persons desirous of furthering the purposes of the Society and every member shall uphold the Constitution and comply with these by-laws. Membership in the Society shall be divided into the following classes:
 - (a) Voting members, who shall be those members vested with the right to vote on Society affairs and business by virtue of their membership and who are in good standing; and,
 - (b) Non-voting members, who shall be those members as may from time to time be so designated by ordinary resolution of the Society and who are in good standing.
6. The amounts of the initiation fees, annual membership dues and, any special assessment shall be determined by the Directors from time to time in their discretion.
7. A person shall cease to be a member of the Society:
 - (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on his death;
 - (c) on being expelled; or,
 - (d) on becoming a member not in good standing for any reason whatever.
8. (1) A member may be suspended or expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for suspension or expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion.
 - (3) The member who is the subject of the proposed resolution for suspension or expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
 - (4) A member who is so suspended or expelled, shall be entitled to appeal in writing to the Appeal Committee within fourteen (14) days of the effective date of such special resolution.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

10. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The Directors may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting shall specify the place, day and hour of the meeting, and in the case of special business, the general nature of that business.

(2) The accidental and unintended omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive such notice shall not invalidate any proceeding at that meeting.

(3) Such notice shall be given by ordinary mail and, may also, should the Directors think fit, be given by public advertisement, the nature of such public advertisement to be in the sole discretion of the Directors.
14. The annual general meeting of the Society shall be held at least once in every calendar year on or before the thirtieth (30th) day of June in each year.

Part 4 – Proceedings at General Meetings

15. Special business shall be:
 - (a) All business at an extraordinary general meeting except the adoption of rules of order; and,
 - (b) All business transacted at an annual general meeting, except:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the Directors and any committee;
 - iv. the report of the auditors, if any;
 - v. the election of Directors;
 - vi. the appointment of the auditors, if required; and,
 - vii. the other business, that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
16. (1) No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at any time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is twenty-five (25) voting members present or such greater number that the voting members may determine at a general meeting.

17. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of voting members, shall be terminated; but in any other case, it shall stand adjourned at the same day in the next week, at the same time and place, and if, at the continued meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the voting members present shall constitute a quorum.

18. Subject to by-law 19, the President of the Society, the Vice-President or, in the absence of both, one of the other Directors present, shall preside as the Chairman of a general meeting.

19. If at a general meeting:

(a) there is no President, Vice-President or other Director present within fifteen (15) minutes after the time appointed for the holding the meeting; or,

(b) the President and all the other Directors present are unwilling to act as Chairman, the voting members present shall choose one of their number to be the Chairman.

20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at a continued meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for thirty (30) days or more, notice of the continued meeting shall be given as in the case of the original meeting.

(3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at a continued general meeting.

21. (1) Any resolution proposed at a general meeting shall be seconded and the Chairman of such a meeting may move or second a resolution.

(2) In case of an equality of votes the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and, the proposed resolution shall not pass.

(3) Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by any particular majority or, lost or not carried by any particular majority, shall be conclusive evidence of the fact. If a poll is demanded, it shall be taken in such manner, either at once or after adjournment, as the Chairman directs. The results of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded.

22. (1) A voting member in good standing present at a meeting of members shall be entitled to one vote.

(2) Voting shall be by show of hands.

(3) Voting by proxy shall be permitted provided that it is carried out in accordance with these by-laws. A voting member in good standing may vote by proxy on the form issued by the Directors for the purpose along with the notice of the particular general meeting and, shall in all respects execute, return the completed proxy form to the Society and, comply with the rules of exercise stated in the proxy form. The form and content of any such proxy and the rules relative to the use thereof shall at all times be in the discretion of the Directors. Any proxy shall only be valid with respect to one particular general meeting and any continuation thereof.

(4) Non-voting members in good standing are entitled to notice of and attendance at any meeting of members but, shall not be entitled to any vote thereat.

Part 5 – Directors and Officers

23. (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do and, which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

(a) all laws affecting the Society;

(b) these by-laws; and,

(c) Rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.

(2) No rule, made by the Society in general meeting, invalidates any prior act of the Directors that would have been valid if that rule had not been made.

24. (1) The President, Vice-President, Secretary, Treasurer and six (6) other persons shall be the Directors of the Society

(2) The number of Directors shall be ten (10) or such greater number as may be determined from time to time at a general meeting.

(3) Every Director shall be a voting member in good standing.

25. (1) Save as hereinafter expressly provided, each Director shall retire from office at the second annual general meeting next following the election of such Director to the board, when the successor to such retiring Director shall be elected. The first board of Directors to be constituted under these by-laws shall consist of ten (10) Directors, five (5) of whom shall be elected for a regular two (2) year term as aforesaid, and five (5) of whom shall be elected for a special non-recurring one (1) year term only. Immediately prior to the election of the said first board the

then existing Directors shall designate which chairs shall fall into either of the said categories. All subsequent terms of Directors shall be two (2) years as aforesaid.

(2) Separate elections shall be held for each chair to be filled on the board.

(3) An election may be by acclamation, otherwise it shall be by secret ballot.

(4) If no successor is elected the person previously elected or appointed continues to hold office.

(5) No Director shall serve more than two (2) consecutive terms of office. An interval of at least one (1) year shall separate any two (2) consecutive terms as Director from a third.

26. (1) The Directors may at any time and from time to time appoint a voting member as a Director to fill a vacancy on the board.

(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at that meeting.

27. (1) If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a voting member to take the place of the former Director.

(2) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors then in office.

28. The voting members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete that term of office.

29. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs and business of the Society.

Pat 6 – Proceedings of Directors

30. (1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.

(3) The President shall be the Chairman of all meetings of the Directors, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as Chairman; but if neither is present the Directors present may choose one of their number to be Chairman at that meeting.

31. (1) The Directors may delegate any, but not all, of their powers to committees consisting of a Director or, Directors as they think fit, but in any event the Directors shall strike and always maintain an Appeal Committee consisting of three (3) voting members, one of whom shall be

the President, and impose such rules on and for the proceedings of that Committee as they shall deem fit.

(2) Any committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

32. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

33. The members of a committee may meet and adjourn as they think proper.

34. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present. At the first meeting of the Directors which follows such general meeting, the Directors shall elect from among them these officers: a President, Vice-President, Treasurer and Secretary to serve such terms as the Directors may in their discretion decide. The Directors may at any time and from time to time appoint such other officers and agents of the Society as they may deem necessary in their discretion, which officers and agents shall have such authority and perform such duties as from time to time may be determined by the Directors. All such special appointees shall be subject to removal by resolution of the Directors at any time and may not expend the funds of the Society without the prior consent of the Directors.

35. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

(a) no notice of meeting of Directors shall be sent to that Director; and,

(b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.

36 (1) Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes

(2) The Chairman of any Directors or committee meeting shall not vote on any resolution thereat. In the case of an equality of votes the Chairman shall have the casting or deciding vote.

37 (1) A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

(2) Notwithstanding anything to the contrary foregoing, the Directors shall meet at least once in each month in which the members of the Society participate in regularly scheduled curling activities. Additional meetings of the Directors may be called at any time at the discretion of the President or any

four (4) Directors. No less than seven (7) days notice prior to any such additional meeting shall be required.

Part 7 – Duties of Officers

38. (1) The President shall preside at all meetings of the Society and of the Directors.

(2) The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

39 The Vice-President shall carry out the duties of the President during his absence or inability to act

40 The Secretary shall:

(a) Conduct the correspondence of the Society;

(b) Issue notices of the meetings of the Society and of the Directors;

(c) Keep minutes of all meetings of the Society and the Directors;

(d) Have custody of all records and documents of the Society except those required to be kept by the Treasurer;

(e) Have custody of the common seal of the Society and,

(f) maintain the register of members.

41. The Treasurer shall:

(a) be the financial officer of the Society and keep the financial records, including books of account, necessary to comply with prudent financial practice and the Society Act;

(b) render financial statements to the Directors, members and others when required; and,

(c) receive and deposit in a chartered bank or banks to be approved by the Directors all the moneys of the Society, and make disbursements subject to such rules as may be determined from time to time by the Directors.

42. (1) The officers of Secretary and Treasurer may be held by one (1) person who shall be known as the Secretary-Treasurer.

(2) When a Secretary-Treasurer holds office the total number of Directors shall not be less than ten(10) or the greater number that may have been determined pursuant to by-law 25(2).

43. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8 – Seal

44. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

45. The common seal shall be affixed only when authorised by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

Part 9 – Nominations and Elections

46. The Directors shall annually appoint a nominating committee consisting of four (4) voting members, at least one of whom shall curl in a regular women's' draw and at least one of whom shall curl in a regular seniors' draw.

47. The nominating committee shall have a period of not less than thirty (30) days to provide the Directors with the names of those voting members who have accepted, in writing, nomination to stand for election to the board of Directors, such names to number five (5). The last date for receipt of the committee's nomination slate shall be set by the Directors at the time of its formation.

48. Any nomination for election to the Directors received from the floor at the annual general meeting shall be accepted only with the consent of the nominee involved.

Part 10 – Borrowing

49. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide and, in particular but without limiting the foregoing, by the issue of promissory notes, mortgages or debentures.

50. No such promissory note, mortgage, debenture or other security instrument having a stated maturity date beyond one (1) year from the date of its issue shall be issued without the sanction of a special resolution.

51. The voting members may by special resolution restrict or alter the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

Part 11 – Auditor

52. This Part applies only in the event that the Society is required or has resolved to have an auditor.

53. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

54. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting

55. An auditor may be removed by ordinary resolution.

56. An auditor shall be promptly informed in writing of appointment or removal.

57. No Director and no employee of the Society shall be its auditor.

58. The auditor may attend any general meeting.

Part 12 – Notices to Members

59. A notice may be given to a member, either personally or by mail to him at his registered address.

60. A notice sent by mail shall be deemed to have been given on the second (2nd) business day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canada Post Office receptacle.

61. (1) Notice of any general meeting shall be given to :

(a) every member shown on the register of members on the day such notice is given; and,

(b) the auditor, if Part 11 hereof applies

(2) No other person is entitled to receive a notice of any general meeting.

Part 13- By-laws

62. On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.

63. These by-laws shall not be altered or added to except by special resolution.

Part 14 – General

64. The fiscal year of the Society shall end on the thirtieth (30th) day of April in each and every year.

65. Any cheque or bill of exchange drawn or endorsed by the Society shall require the signatures of the Treasurer and one (1) other person appointed by the Directors as an authorized signatory to the purpose.

66. Robert's Rules of order, where not inconsistent with these by-laws, shall apply so far as applicable to all meetings of the Society, and the Directors.

67. Any contract, document or other instrument in writing to be executed by the Society may be signed by the President or Vice-President, together with the Secretary or Treasurer, or by any one of the foregoing and a Director and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Directors shall have the power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific instruments. The common seal of the Society may, when required, be affixed to such instruments by any of the aforesaid officer or officers, person or persons appointed by resolution of the Directors.

68. In the case of the absence of any officer of the Society or for any reason that the Directors may deem sufficient, the Directors may by resolution delegate all or any of the powers of such officer to any other officer or to any director for the time being.

69. The Directors are hereby authorized from time to time to cause the Society to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it, and to secure such Director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the voting members, subject to the provisions of the Society Act.

70. The Directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting of the members or at any general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Society Act or these by-laws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.

71. No Director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other Director or officer or employee of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such Director or officer, subject to the provisions of the Society Act.