

## **BY – LAWS**

### **GENERAL**

1. The members of The Club are a corporation under the name Yellowknife Curling Club and, as such, have all the powers rights and immunities invested in a corporation by-law.
2. All members shall uphold, observe and conform to the By-laws of The Club and such rules as set forth from time to time by the Executive of The Club.
3. The Club funds and property shall not be used otherwise than in accordance with the objectives of The Club and its By-laws.
4. Every member is entitled, subject to The Club By-laws, to the amenities and privileges of the club unless:
  - a) His/Her annual fees or dues are one month overdue: or
  - b) His/Her membership is suspended.
5. A member may withdraw from membership as hereinafter set forth.
6. The Club is governed and its affairs are managed, subject to these By-laws and the laws at the time being in force, by an Executive Board whose members are the Directors of the Club, who shall hold office as hereinafter set forth.

### **MEMBERSHIP**

7. Membership in The Club shall be open to all irrespective of sex, age, creed, profession or colour.
8. The membership in The Club shall be in one of the following classes:
  - a. Ordinary Membership
  - b. Honorary Life Membership;
  - c. Associated Membership

### **ORDINARY MEMBERSHIP**

9. Any person may apply for Ordinary membership in a manner prescribed by the Board of Directors and upon being accepted shall pay the required fee.
10. The terms of Ordinary membership shall be full privileges of The Club for the period of October 1 to September 30<sup>th</sup> of the following year.

### **HONORARY MEMBERSHIP**

11. Any Ordinary Member may be appointed as an Honorary Life Member by the Board of Directors.
12. The terms of Honorary Life Membership shall be full privileges of The Club for life.

#### ASSOCIATED MEMBER

13. Any person may apply for an Associated membership upon recommendation by an Ordinary Member of The Club to the Board of Directors and upon being accepted shall pay the required fees.
14. An Associated Member has Club Room privileges for the Period of October 1 to September 30<sup>th</sup> of the following year.

#### CESSATION

15. Membership shall cease:
  - a) two (2) weeks from delivery to the Secretary of notice of withdrawal from membership;
  - b) upon expulsion
  - c) upon death; or
  - d) for non-payment of fees or dues.
16. The Board of Directors may, by majority vote and by written notice, suspend or expel a member for acting contrary to the rules of The Club or for conduct injurious to the image of The Club or the game of curling.
17. In all cases a suspension or expulsion may be appealed to the Board of Directors, however, until a decision has been reached, the suspension or expulsion shall remain in effect.

#### MANAGEMENT

18. The business and affairs of The Club shall be under the general management of the Board of Directors.

#### ELECTION OF OFFICERS

19. a. The Board of Directors shall be comprised of the following twelve (12) persons.
  - i) The President who shall, ex-officio, be a Director and shall be elected yearly at the Annual General Meeting of The Club; and

ii) The Past President who shall, ex-officio, be a Director and shall be the most recent prior President of The Club to complete their term, still residing in the City of Yellowknife and willing to hold office on the Board; and

iii) Eight (8) Directors who are willing to serve of which four (4) shall be elected yearly at the Annual General Meeting of The Club, such that four (4) retire every year, leaving four (4) Directors in office to assist the incoming directors, and

iiii) The Secretary and the Treasurer.

b. The elected Board of Directors shall, yearly at the first meeting following the Annual General Meeting:

i) elect a Secretary and a Treasurer from among the Ordinary Members to be a person other than either the President, Past President, or the eight Directors already holding office, and said Secretary and Treasurer shall thereupon become officers of the club,

ii) Elect a Vice-President from among the Directors, to be a person other than the President or Past President;

all of whose appointments and election shall be done by a majority vote of the Board of Directors.

20. The Election of Officers of The Club shall include the election of the President and the Election of the Directors from among the Ordinary Members by secret ballot.
21. In the event of a vacancy from office, the Board of Directors may appoint an Ordinary member to such office.

#### RESIGNATION FROM OFFICE

22. Resignation from office shall be in writing and shall not take effect until accepted by the Board of Directors.

#### THE PRESIDENT

22. The President, and in his absence the Vice-President, shall preside as Chairman at all meeting of the Board of Directors.
23. The President shall report on the business and affairs of The Club at the Annual General Meeting next following his/her election.

24. The President shall be the Chief Executive Officer of The Club.

#### THE VICE PRESIDENT

25. The Vice-President shall, in the absence of the President from the City of Yellowknife, exercise all the powers and discharge all the functions and duties of the President.
26. In the event the President resigns from office, the Vice-President shall assume the Presidency.

#### THE SECRETARY

27. The Secretary shall have custody of the current year records and minutes of the meetings of The Club or of the Board of Directors. Past records and minutes are stored at the Club. All documents, books, and records of The Club and of the Board of Directors, shall be delivered to the Board of Directors of The Club upon demand or as the Board of Directors may direct.

#### THE TREASURER

28. The Treasurer shall cause to be maintained a full and on-going record of all accounts and moneys payable or paid by or to The Club and shall submit a complete financial report to The Club at the Annual General Meeting next following his/her appointment.

#### THE SEAL

29. The Seal of The Club shall be:
30. The Seal shall be affixed to such documents and records as the Board of Directors may direct and such use of the seal shall be attested by two Directors signing their names and indicating the nature of their office and stating the date of the resolution of the Board of Directors authorizing such use of the seal.

#### REMOVAL FROM OFFICE

31. A Director of The Club may be removed from office by an extraordinary resolution passed at a General Meeting of The Club.

#### INSPECTION OF CLUB RECORDS

32. The books and records of The Club shall be open to inspection by any member for good reason at such time and place as the Board of Directors may from time to time direct.

### AUDIT

33. An auditor will be appointed by the Board or members at AGM:
  - a) every three years; or
  - b) when a new person is appointed Treasurer  
whichever occurs first.
34. The auditor shall be qualified as a CGA or CA entitled to conduct an audit under Northwest Territories law.
35. The auditor shall
  - a. review the balance sheet and Financial Report of the Treasurer;
  - b. provide a written report of the audit's findings to the Board of Directors.
36. The audited financial statements shall be approved by the members of the Club at the Annual General Meeting.
37. (1) The membership may, in any given year, by a resolution made at an Annual General Meeting,
  - a. waive the requirement for an audit of the club's finances; and
  - b. direct that a review of the club's books be conducted.(2) Where there is a review done, a report shall be provided to the Board of Directors and the reviewed financial statements shall be approved by members of the Club at the annual general meeting.

### BOARD OF DIRECTORS MEETING

38. a. Half (50%) plus one (1) of the total number of filled Director positions shall constitute quorum at a Board of Directors meeting.
  - b. Should quorum not be present within fifteen (15) minutes of the assigned time, the meeting will continue as per the agenda with a minimum of five (5) directors in attendance. Motions can be made with a recorded vote of the members present. Any decisions are considered conditional. The conditional motions and decisions will be forwarded to all members of the Board of Directors within 3 days of the meeting to the electronic mail addresses of members. Directors not present at the meeting have one week from the date the motions were forwarded to submit their vote on each motion. Should no response be received from the absent director, the conditional decisions will be considered final.
39. Notice of regular meetings or special meetings of the Board of Directors shall be done in writing.

40. All resolutions before the Board of Directors shall be entered into the minutes of all meetings at which they were moved, discussed, amended, passed, or defeated.

#### RULES

41. The Board of Directors may make rules governing the use of The Club premises and the conduct of members therein, such rules to take effect from the time of publication on The Club notice board in The Club premises.
42. The conduct of any employee of The Club shall not be the subject of personal reprimand or complaint to such employee by any Member; all complaints or questions regarding such conduct shall be brought to the attention of a Member of the Board of Directors.
43. The Board of Directors may make rules governing the conduct of business at meeting of the Board, The Club, or any committee.

#### COMMITTEES

44. The Board of Directors may appoint committees to organize, supervise, or inquire into and report upon such activities of The Club as the Board may designate and to inquire into and report upon any complaints or questions relating to employees of The Club or any other matter which the Board of Directors may think fit.

#### BORROWING, BANKING AND FINANCE

45. The Fiscal Year of The Club shall end on the last business day of April in each year.
46. The President, Treasurer and Two (2) Directors appointed by the Board shall carry on the business of The Club and have signing authority two of which shall be sufficient at any time.
47. No act or omission of a Director shall render him personally liable if such act or omission was done in good faith as a Director of The Club.
48. The Board of Directors may borrow on behalf of The Club, as authorized by a motion at a Board of Directors meeting, money in an amount up to but not greater than \$1,000.00 on the security of a promissory note signed by the President and Treasurer on behalf of The Club to meet contingencies which may arise from time to time and the President and Treasurer shall not be personally liable upon such promissory note.
49. Except as set forth in By-law #48, the Board of Directors shall not have the power to borrow money on behalf of The Club

### MEETINGS OF THE CLUB

50. The Annual General Meeting of The Club shall be held in the period three (3) to six (6) weeks after the end of the fiscal year on The Club premises at Yellowknife in the Northwest Territories on a date and at a time to be fixed and advertised seven (7) days in advance by the Board of Directors.
51. Special General Meetings of The Club may be held at such time and place as the Board of Directors may determine and notice of such meetings shall be in such form as the Board may direct and shall be given not less than seven (7) days prior to such meeting.
52. Notice of any Special General Meeting shall specify the business to be brought before such a meeting but notice of the Annual General Meeting need not specify the business to be brought before it, except as follows:
  - a) New By-laws proposed by the Board of Directors or any member thereof;
  - b) Election of Officers;
  - c) Any questions relating to membership fees or privileges;
  - d) The intention of the Board to request a waiver of a required audit.
53. Except as above, any business may be considered and transacted at the Annual General Meeting without notice thereof.
54. Twenty (20) Ordinary Members in good standing constitute a quorum at a general meeting of The Club.
55. Each Ordinary and Honorary Life Member present at any General Meeting of The Club is entitled to One (1) vote upon any question put to the meeting by the Chair, either by show of hands or by secret ballot, as the Chair may direct.
56. The Club will follow the “Roberts Rules of Order” for conducting meetings. I reduced down the paragraph that was there and it can be replaced with something as simple as this.

### BY-LAWS

57. Subject to the *Societies Act*, the By-laws of The Club may be rescinded, altered or added to at the Annual General Meeting or by Extraordinary Resolution of The Club and not otherwise. No such rescission, alteration, or addition has any effect until it has been registered by the Registrar of Societies.

### ELECTIONS

58. In the event of a tie in any election, the presiding officer of the election shall vote for or against the candidate or candidates in respect of whom there is a tied vote.

59. Election to office as a member of the Board of Directors or otherwise shall take effect immediately upon declaration of the results of the election by the presiding officer of the election at which the same is conducted and tenure of such office shall continue until the election of a successor in due course or until resignation or removal from office pursuant to these By-laws.
60. A person nominated to office as a member of the Board of Directors or otherwise shall signify his consent thereto before his nomination is put to the vote.
61. No members shall be entitled to vote while his annual fees or dues are one month overdue or his membership is suspended, but a member whose membership is suspended may attend any General Meeting of The Club and with the consent of the Chair, may speak thereat.

#### INTERPRETATION

62. So far as applicable, the *Interpretation Act* shall govern the interpretation of By-laws and Rules of The Club as if the same were enactments in or made pursuant to a law in the Northwest Territories.
63. In case of any question arising as to the interpretation of the By-laws or Rules of The Club, the President shall make a ruling thereon, which shall be subject only to an appeal to a Judge of the Territorial Court.
64. Nothing in these By-laws is intended to vary, modify, or depart from the provisions of the *Societies Act* or any other enactment made under or by virtue of the *Northwest Territories Act*, and insofar as these By-laws repeat any provisions of the *Societies Act* or any other enactment, the intention is merely to bring such provisions more effectively to the notice of the members of The Club.