

Kelowna Curling Club Bylaws September 2023

Approved at Oct 13, 2023 AGM

Part 1. Interpretation

1. (1) In these bylaws, unless the context otherwise requires;
 - (a) “directors” means the directors of the Society for the time being;
 - (b) “electronic” and “electronically” mean methods of communication including email, text, and telephone and or electronic data storage.
 - (c) “material personal interest” means a personal interest that has the capacity to influence a director’s consideration of, and vote on a particular matter.
 - (d) “registered address” of a member means their address as recorded in the register of members.
 - (e) “Societies Act” means the Societies Act of the Province of British Columbia in force and all amendments to it.
- (2) The Societies Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2. Membership

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws 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.(1) A Register of Members must be maintained.
 - (2) The Register of Members document must contain name and contact information of members only, organized by membership class (if applicable). All other personal information must be removed from the Register of Members.
6. Every member shall uphold the constitution and comply with these bylaws.
7. A person shall cease to be a member of the Society
 - (a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on their death or
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given

an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the Society and they are 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 such time and place, in accordance with the Societies Act, as the directors decide.

11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12. The directors may, whenever they think fit, convene an extraordinary general meeting.

13. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the nature of the business and the text of any special resolution.

(2) Notice of general meeting shall be sent or posted at least 14 days in advance of the date of the meeting.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14. The annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4. Proceedings at General Meetings

15. The business that is transacted at an annual general meeting includes:

- (a) the adoption of the agenda
- (b) the presentation and adoption of the annual year-end financial statements and the report of the financial reviewer, if any
- (c) the report of directors
- (d) the election of directors,
- (e) the appointment of the financial reviewer, if required,
- (f) such other business which, under these bylaws, ought to be transacted at an annual general meeting, and
- (g) business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. The business that is transacted at an extraordinary general meeting includes:

- (a) adoption of the agenda
- (b) special business issued with the notice convening the meeting.

17.(1) A quorum is 9 members present.

(2) No business, other than the election of a chair and the adjournment of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(3) 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.

18.(1) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall be adjourned; and it shall stand adjourned to the same day in the next week, at the same time and place. If, at this reconvened meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum provided there are at least 3 members present.

(2) if a general meeting is convened on the requisition of members and within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall be terminated.

19. The president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chair of a general meeting.

20. The members present shall choose one of their number to be the chair, if at a general meeting

(a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the president and all the other directors present are unwilling to act as chair.

21. (1) When a general meeting is adjourned with unfinished business, it may be reconvened at a different time and place. The reconvened meeting may not transact business other than the business left unfinished at the meeting from which the adjournment took place. No notice of the meeting is required.

(2) Where a meeting is adjourned for 10 days or more, notice of the reconvened meeting shall be given as in the case of the original meeting.

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

22. (1) Motions proposed at a meeting need to be seconded.

(2) The chair of a meeting may make a motion.

23. (1) A member in good standing present at a meeting of the members is entitled to one vote.

(2) Voting is by a show of hands unless a ballot is requested by a member.

(3) Voting by proxy is not permitted.

(4) In case of an equality of votes, the chair shall not have a second vote in addition to the vote which they may be entitled to as a member. Consequently, the proposed motion shall not pass.

Part 5. Directors and Officers

24. (1) The directors may exercise all such powers and do all such acts and things provided these actions are consistent with the provisions of

(a) all laws affecting the Society,

(b) these bylaws, and

(c) the rules and policies of the Society.

(2) Prior acts of directors remain valid if subsequent rules/policies would make those acts invalid.

(3) The rules, which are made from time to time by the Society at a general meeting, or

policies adopted by directors must be consistent with the bylaws.

(4) The directors shall determine the annual membership dues and fees.

25. (1) The number of elected directors shall be 9 plus a past president, if any, or such greater number of elected directors as may be determined from time to time at a general meeting.

(2) The president, vice-president, secretary, treasurer, and if any, a past president shall be officers of the Society.

(3) A register of directors must be maintained. It will include the date directors start and cease to be directors.

26. (1) All directors shall be elected for three-year terms with 3 directors to be elected each year.

(2) The election shall be by ballot. If there are not enough candidates to warrant a ballot, then the ballot is not required, and the slate is acclaimed automatically.

(3) If no successor is elected for an outgoing director, then the person previously elected or appointed continues to hold office.

(4) When electing a director to fill a board vacancy in mid-term, then the expiry date of the newly elected director's term will correspond to the expiry date of the director's term that is being replaced.

(5) The directors shall elect the officers in a separate election.

27. (1) If a director resigns their office or otherwise ceases to hold office, or there is a vacancy on the board, the remaining directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(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 the meeting.

28. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

29. At a general meeting of members, the membership may by special resolution remove a director before the expiration of their term of office and may elect a successor to complete the term of office.

30. No director shall be remunerated for being or acting as a director. A director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

Part 6. Proceedings of Directors

31. (1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The quorum shall be a majority of the directors then in office.

(3) The president shall be the chair of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chair, but if neither is present the directors present may choose one of their numbers to be chair at that meeting.

(4) A meeting of the directors can be called at any time by:

a) a director or

b) the secretary, on the request of a director.

<p>(5) The secretary shall record the minutes of the meeting.</p> <p>32. (1) The directors may delegate any, but not all, of their powers to committees consisting of directors or members, as they think fit.</p> <p>(2) A committee so formed in the exercise of the powers so delegated</p> <p>(a) shall conform to any rules that may from time to time be imposed on it by the directors, and</p> <p>(b) shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.</p>
<p>33. A committee shall elect a chair of its meeting who is a director; but if no chair is elected, or if at any meeting the chair is not present within 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, who is a director, to be chair of the meeting.</p> <p>34. The members of a committee may meet and adjourn as they think proper.</p> <p>35. It is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be duly constituted, provided a quorum of the directors is present:</p> <p>(a) for the first meeting of directors held following the appointment or election of a director or directors at an annual or other general meeting of members, or</p> <p>(b) for a meeting of the directors at which a director is appointed to fill a vacancy in the directors.</p> <p>36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society by letter, or electronic communication, a waiver of notice, of any meeting of the directors. This director may, at any time, withdraw the waiver. Until the waiver is withdrawn:</p> <p>(a) no notice of the meeting of directors shall be sent to that director and</p> <p>(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.</p>
<p>37. (1) Questions and motions arising at any meeting of the directors or committee of directors need be seconded.</p> <p>(2) The chair of a meeting may move or propose a motion.</p> <p>(3) In case of an equality of votes, the chair does not have a second or deciding vote.</p> <p>(4) Voting by proxy is not permitted.</p> <p>38. (1) A motion in writing, distributed electronically to all the directors and voted on electronically, typically by return email, by all directors is as valid and effective as if regularly passed at a meeting of directors.</p> <p>(2) A majority vote in favour will pass the motion as carried.</p> <p>(3) Motions voted on electronically shall be ratified by a ratifying motion at the next in-person meeting of the board of directors and recorded in the minutes of this meeting.</p> <p>39. Records are to be kept where they can be inspected.</p> <p>40. (1) A director or management employee with a direct or indirect material personal interest in a contract, transaction or matter being considered or entered into by the society puts that director or employee in a conflict of interest which must be disclosed</p>

promptly to the directors when the director or employee is aware of the conflict.

(2) A director who has a conflict of interest must:

(a) abstain from voting on a directors' resolution or abstain from consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection (1), and

(b) leave the directors' meeting, if any,

(i) when the contract, transaction or matter is discussed, unless asked by one or more of the other directors to be in attendance to provide information, and

(ii) when the other directors vote on the contract, transaction or matter, and

(c) refrain from any action intended to influence the discussion or vote.

(3) The conflict must be disclosed and recorded:

(a) in the minutes of a meeting of directors; or

(b) by a consent resolution of directors; or

(c) by a letter addressed to the directors at the mailing address of the registered office of the society.

Part 7. Duties of Officers

41. (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.

42. The vice-president shall carry out the duties of the president during the president's absence.

43. The secretary shall

(a) conduct the correspondence of the Society,

(b) issue notices of meetings of the Society and directors,

(c) keep minutes of all meetings of the Society and directors,

(d) have custody of all records and documents of the Society except those required to be kept by the treasurer,

(e) have care of the common seal, if any, of the Society.

44. The treasurer shall

(a) keep such financial record, including books of account, as are necessary to comply with the Societies Act and,

(b) render financial statements to the directors, members, and others when required.

(c) ensure that an annual operating budget is presented to the Board of Directors for approval.

45. (1) The offices of the secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

(2) Where a secretary-treasurer holds office the total number of directors shall not be less than 9 or such greater number as may have been determined pursuant to the bylaws.

46. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

47. The role of the past president is to mentor the current president, the officers and the board. They may join the other officers on an Executive Committee.

Part 8. Seal

48. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

49. The common seal shall be affixed only when authorized by resolution of the directors. It will be affixed 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. Insurance

50. The Board will maintain appropriate insurance coverage for the Society's assets and liabilities.

Part 10. Borrowing

51. 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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

52. No debenture shall be issued without the sanction of a special resolution.

53. The members may by special resolution restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

Part 11. Reviewer or Auditor

54. This Part applies only where the Society is required or has resolved to have a qualified financial reviewer or an auditor.

55. At each annual general meeting the Society shall appoint a financial reviewer or an auditor to hold office until they are re-elected or a successor is elected at the next annual general meeting.

56. A financial reviewer or auditor may be removed by ordinary resolution by the membership at a general meeting of members.

57. A financial reviewer or auditor shall be informed forthwith in writing of appointment or removal.

58. No director and no employee of the Society shall be the financial reviewer or auditor.

59. The financial reviewer or auditor may attend general meetings.

Part 12. Notices to Members

60.(1) A notice may be given to a member, either personally or by mail to them at their registered address or electronically at the contact information on record at the Society.

(2) Notices to be given at least 14 days in advance of the date of the meeting.

61. A notice sent by mail shall be deemed to have been given on the second 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 Canadian Post Office receptacle.

62. (1) Notice of a general meeting shall be given to

- (a) every member shown on the register of members on the day the notice is given, and
 - (b) the financial reviewer/auditor, if Part 11 applies.
- (2) No other person is entitled to receive a notice of general meeting

Part 13. Bylaws

63. On being admitted to membership, a member is entitled to and the Society shall give them, without charge, a copy of the constitution and bylaws of the Society.
64. These bylaws shall not be altered or added to except by special resolution.

Part 14. Operations and Dissolution

65. The operations of the Society are to be carried on chiefly in British Columbia.
66. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in the winding up, shall be distributed to such not for profit organizations or organizations having a similar purpose.
67. At the time of dissolution, a record keeper is to be appointed by an ordinary resolution. The record keeper will keep the records of the Society in a complete state allowing access to persons who are entitled to see them in accordance with Society Act of BC requirements.
68. The Registered Office of the Society shall be 551 Recreation Avenue, Kelowna, British Columbia.