

**Armstrong & District Curling Club  
(Societies Regulation 2015)**

**Bylaws of ARMSTRONG & DISTRICT CURLING CLUB (the "Society")**

**PART 1 – DEFINITIONS AND INTERPRETATION**

**Definitions**

**1.1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Board"** means the directors of the Society;

**"Bylaws"** means these Bylaws as altered from time to time;

**"Active Member"** means a person who wishes to participate in the affairs of the Society by the exercise of full voting privileges in accordance with the provisions of these Bylaws;

**"Non-Active Member"** means a person that does not pay annual membership dues but wants to remain a member of the Society. A Non-Active Member has the right to vote on Society's affairs at the general meeting and may become a director.

**"Honourary Member"** means a person who has rendered distinguished service to the Society or is otherwise deemed worthy of the honour. Each proposal for Honourary Member shall be submitted by the Board of Directors to the general meeting for its approval. The Honourary Member shall have the rights of an Active Member but does not pay annual membership dues.

**Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

**Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

**PART 2 – MEMBERS**

**Application for membership**

**2.1** A person of good character may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

## **Classes of Membership**

- 2.2** The Society shall consist of Active Members, Non-Active Members and Honorary Members in good standing
- 2.3** Eligibility to serve as directors of the Society shall be vested in Active Members, Non-Active Members and Honourary Members in good standing.
- 2.4** The right to vote on Society affairs shall be vested in Active Members, Non-Active Members and Honourary Members in good standing

## **Duties of members**

- 2.5** Every member must uphold the constitution of the Society and must comply with these Bylaws.

## **Amount of membership dues**

- 2.6** There shall be a membership entrance fee for each new member. The membership entrance fee must be determined by the Board of Directors, and after that any proposed change to the amount of the membership dues, including discontinuing the requirement to pay membership dues, must be approved by ordinary resolution at a general meeting.
- 2.7** Annual amount of league dues shall be paid in advance of the membership year. Annual league dues shall be the sum set by the Board of Directors and if no amount has been set in any year, it shall be the same as the amount payable during the previous year.

## **Members in good standing**

- 2.8** All members are in good standing other than members who are not in good standing under Bylaw 2.9.

## **Member not in good standing**

- 2.9** An active member is not in good standing if the member fails to pay the member's annual league dues, if any, or any other debt owing by the member to the Society and the member is not in good standing for so long as those dues remain unpaid.

## **Member not in good standing may not vote**

**2.10** An active member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **Termination of membership if member not in good standing**

**2.11** A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the Board determines.

### **Notice of general meeting**

**3.2** (1) Written notice of the date, time and location of a general meeting must be sent to every member of the society

- (a) at least 7 days before the meeting and
- (b) not more than 60 days before the meeting.

(2) Notice of a general meeting of a society is deemed to have been sent under subsection 3.2 (1) if

- (a) notice of the date, time and location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, or
- (b) notice of the date, time and location of the meeting is published, at least 7 days immediately before the meeting in one or more newspapers identified in the bylaws or
- (c) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all members of the society.

### **Accidental omission to send notice**

**3.3** The accidental omission to send notice of a general meeting to an active member, or the non-receipt of notice by an active member, does not invalidate any proceedings at the meeting.

### **Ordinary business at general meeting**

**3.4** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Board or auditor;
- (d) consideration of a resolution that proposes to increase the number of directors;
- (e) election or appointment of directors;
- (f) appointment of an auditor, if any;
- (g) business arising out of a report of the Board not requiring the passing of a special resolution.

### **Notice of special business**

**3.5** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

**3.6** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;

- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
- (i) the president of this society,
  - (ii) the vice-president of this society, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternative chair of general meeting**

**3.7** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the members who are present must elect a member present at the meeting to preside as the chair.

### **Quorum required**

**3.8** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of members is present.

### **Quorum for general meetings**

**3.9** A quorum is 20 members present or a greater number that the members may determine at a general meeting.

### **Lack of quorum at commencement of meeting**

**3.10** If, within 30 minutes from the time set for holding a general meeting and a quorum of members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated; or
- (b) in any other case, if a quorum is not present within 60 minutes from the time set for holding the meeting, the active members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

**3.11** If, at any time during a general meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **Adjournments by chair**

**3.12** The chair of a general meeting may, or, if so directed by the **active** members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

## **Notice of continuation of adjourned general meeting**

**3.13** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

## **Order of business at general meeting**

**3.14** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is a general meeting,
  - (i) receive the Board's report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of the Board's activities and decisions since the previous general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Participation in general meeting by telephone or any electronic communications medium**

**3.15** An individual or voting member is not entitled to participate in a general meeting by telephone or any electronic communications medium.

### **Resolution needs to be seconded**

**3.16** A resolution proposed at a general meeting need to be seconded.

### **Chair has no casting or second vote**

**3.17** The chair of a general meeting does not have a casting or second vote at the meeting in addition to the vote to which the chair may be entitled as a member.

### **Methods of voting**

**3.18** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the active members. However, if before or after such a vote, 2 or more active members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Proxy voting not permitted**

**3.19** Voting by proxy is not permitted.

### **Announcement of result**

- 3.20** (1) In the case of a tie vote, the resolution will not pass.
- (2) The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Matters decided at general meeting by ordinary resolution**

**3.21** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have a minimum of 5 directors.

### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint a board of directors. An elected or appointed director shall be an Active Member, Non-Active Member or Honourary Member in good standing within the Society.

### **Directors may fill casual vacancy on Board**

**4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

### **Term of appointment of director filling casual vacancy**

**4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **Remuneration of directors**

**4.5** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

## **PART 5 – BOARD MEETINGS**

### **Calling a Board meeting**

**5.1** A Board meeting may be called by the president or by any 2 other directors.

### **Notice of a Board meeting**

**5.2** At least 2 days' notice of a Board meeting must be given unless all the directors agree to a shorter notice period.

### **Board meeting by electronic communications medium.**

- 5.3** (1) At the option of the directors, a Board meeting may be held by electronic communications medium as long as all directors can communicate with each other.
- (2) If a Board meeting is held by electronic communications medium, directors attending electronically are deemed to be present in person.

### **Proceedings valid despite omission to give notice**

- 5.4** The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of Board meetings**

- 5.5** The Board may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

- 5.6** The Board may from time to time set the quorum necessary to conduct the business of the Board, and, if not so set, the quorum is a majority of the directors.

### **How matters are decided**

- 5.7** Motions arising at a Board meeting must be decided by majority vote, and, in the case of a tie vote, the chair does not have a casting or second vote, and the motion will not pass.

### **Committees**

- 5.8** The Board may appoint one or more committees consisting of persons that they consider appropriate
- 5.9** The Board may delegate to a committee so appointed any of the Board's powers, except
- (a) the power to fill vacancies under Bylaw 4.3, and
  - (b) the power to appoint or remove senior managers.

### **Annual review of Committee members**

- 5.10** Each Committee membership and their terms of reference shall be reviewed annually by the Board.

### **Committee meetings**

**5.11** A committee established under Bylaw 5.8 may regulate its meetings and proceedings as it thinks fit.

### **Obligations of Committees**

**5.12** A committee established under Bylaw 5.8, in the exercise of the powers delegated to it, must

- (a) conform to any rules imposed on the committee by the directors, and
- (b) report every act or thing done in the exercise of those powers to the earliest directors' meeting held after the act or thing has been done.

### **Establishing Fees for Use of Facilities**

**5.13** The fees for using the Society's facilities shall be a charge agreed upon by the Board of Directors. The fees shall be reviewed annually at a board meeting.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Election or appointment of directors**

**6.2** At each annual general to be held in March shall elect a President, Secretary and two Directors at Large for a two (2) year term and the Vice-President, Treasure and two Directors at Large for a two (2) year term on alternate years.

**6.3** No member shall be eligible for election unless he is present at the meeting or his name has been submitted in writing

**6.4** A Director may hold more than one position of the Board of Directors.

## **Directors at large**

**6.5** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

## **Youth directors at large**

**6.6 (1)** Two additional members of the society who are 16 or 17 years of age are qualified to be youth directors at large of this society as may be determined from time to time at the annual general meeting.

**(2)** These positions will only be filled when required and brought forward by the nomination committee for the annual general meeting.

## **Role of president**

**6.7** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The president shall be an ad-hoc member of all committees.

## **Role of vice-president**

**6.8** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

## **Role of secretary**

**6.09** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and Board meetings;
- (b) taking minutes of general meetings and Board meetings;
- (c) ensuring the records of the Society in accordance with the Act;

## **Absence of secretary from meeting**

**6.10** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

## **Role of treasurer**

**6.11** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

## **Cheque signing authority**

**6.12** The cheque signing authority shall be given to the President, Secretary and Treasurer, and the signatures of any two of the three will be recorded on any moneys disbursed.

## **Contract signing authority**

**6.13** A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) by one individual authorized by the Board and the president to sign the record on behalf of the Society.

## **Part 7 – Borrowing and Raising Money**

### **Money to Cover Current Expenses**

**7.1** 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, without the express authority of the Society members.

## **Charge or Encumbrance against the assets of the Society**

- 7.2** Any special resolution authorizing the creation of a charge or encumbrance against the assets of the Society shall not be deemed to have been passed unless it has received the favourable vote of three-quarters of the membership in attendance votes at a General or Extraordinary Meeting.

## **Restrict Borrowing Powers**

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

## **Part 8 – Bylaws**

### **Copy of the constitution and bylaws of the Society**

- 8.1** On being admitted to membership, each member is entitled to, and the society must give the member without charge, a paper or digital copy of the constitution and bylaws of the Society.

## **Part 9 - Dissolution of Society**

### **Dissolution of Society**

- 9.1** In the event of the dissolution or wind-up of the Society, all remaining funds received from grants with specific requirements for dispersal or refund at the dissolution or wind-up of the recipient organization will be dispersed or refunded per the requirements of the grant.
- 9.2** In the event of dissolution of the Armstrong and District Curling Club, any assets remaining after payment of all debts and obligations will revert to the City of Armstrong and/or the Township of Spallumcheen.