

Bylaws of PEACE ARCH 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.

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

Voting Memberships

2.1 Any person interested in curling at the Peace Arch Curling Centre who is not already a Voting Member shall become a voting member of the Society upon payment of the annual curling fees together with such other one-time initiation fee as may be determined by the Directors from time to time.

2.1.1 Any Voting Member who paid a Membership fee pursuant to the Society's Bylaws in effect at any time prior to these revised Bylaws coming into effect shall continue to receive such discount off their annual curling fees as the Directors shall determine from time to time each year to and including the 2028/2029 curling season. Any Voting Member who can demonstrate to the Club Manager that he or she has not fully recovered the amount which he or she paid for their Voting Membership by way of discounts from their annual curling fees or discounts off rental of Club facilities or equipment, or any combination thereof, upon payment of their annual curling fees for the 2028/2029 season may, upon request, receive such additional discount from their curling fees for that year as the Club Manager shall approve but not thereafter.

Life Members

2.2 Life Members are those members who have paid Platinum Membership Fees.

2.3 A Life Member shall at all times be deemed to be a voting member in good standing of the Society.

Honorary Life Members

2.4 Honorary Life Members are:

a) those persons designated by the Board according to Policy.

2.5 Honorary Life Members are non-voting members.

Social Members

2.6 Social Members are any person who pays such fee as the Directors of the Society shall determine from time to time as the Social Membership Fee.

2.7 a person`s Social Membership shall terminate upon the expiry of one (1) calendar year from the date of its purchase.

2.8 Social Members are non-voting members.

Duties of members

2.9 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.10 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.11 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.12 A voting 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

2.13 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Withdrawal of Membership

2.14 A Member may withdraw from the Society by tendering his or her resignation in writing to the Secretary of the Society.

Expulsion of Members

2.15 Any Voting Member, Life Member, Social Member or Honorary Life Member may be expelled from the Society for just cause by resolution of the members, passed in a General Meeting called for that purpose.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 The Board may at any time call a general meeting and such meeting must be held at the time and place the Board determines.

3.2 The Board must call an annual general meeting in each calendar year.

Requisition by members

3.3 A general meeting must be called upon the presentation to the Board of a requisition signed by at least 10% of the voting members of the Society, and made and delivered in accordance with the requirements of the Act.

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 directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors 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,
 - (ii) the vice-president, 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.

Alternate 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 voting members who are present must elect an individual 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 voting members is present.

Quorum for general meetings

3.9 The quorum for the transaction of business at a general meeting is 20 voting members.

Lack of quorum at commencement of meeting

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

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting 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 voting 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 voting 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 an annual general meeting,
 - (i) receive the directors' 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 directors' activities and decisions since the previous annual 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.

Methods of voting

3.15 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 voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.16 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.

Proxy voting not permitted

3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

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

Notice

3.19 A notice of the date, time, and location of a general meeting must be sent to every member of the Society at least 7 days before the meeting.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 7 and no more than 10 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 the Board. All Board members must be voting members of 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.

Functions of directors

4.5 Subject to the Act and these bylaws, the directors of a society must manage, or supervise the management of, the activities and internal affairs of the society.

Duties of directors

4.6 A director of a society must, when exercising the powers and performing the functions of a director of the society,

- (a) act honestly and in good faith with a view to the best interests of the society,
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
- (c) act in accordance with the Act
- (d) subject to paragraphs (a) to (c), act in accordance with the bylaws of the society and
- (e) act with a view to the purposes of the society

4.7 Nothing in a contract or the bylaws of a society relieves a director from

- (a) the duty to act in accordance with this Act and the regulations, or
- (b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the society.

4.8 Directors must declare a conflict of interest or potential conflict of interest and if a conflict of interest exists, must comply with all requirements of the Act in this regard.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

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

Notice of directors’ meeting

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

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Officers

6.1 The Officers, who shall be elected by the Directors at their first meeting after the Annual General Meeting, shall be:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer

6.2 Officers shall hold office for one year or until the officer resigns or is expelled.

Duties of officers

6.3 The PRESIDENT shall:

- a) preside over all General Meetings and meetings of the Board of Directors;
- b) enforce obedience to the Constitution and By-laws;
- c) exercise general care and supervision of the affairs of the Society;
- d) be an ex-officio member of all committees.

6.4 The VICE-PRESIDENT shall:

- a) perform all the duties of, and be subject to the same rules as the President, whenever the President shall cease to hold office for any reason or be prevented from attending to his or her duties;
- b) preside at all General Meetings and meeting of the Board of Directors in the absence of or upon request of the President.

6.5 The SECRETARY shall:

- a) provide an order of business to be transacted at all General Meetings and meetings of the Board of Directors;
- b) record the proceedings of all General Meetings and meetings of the Board of Directors;
- c) keep the official Minute Book;
- d) be responsible for the safekeeping of all legal and official documents relating to the Society;
- e) conduct the correspondence of the Society and report thereon to each meeting of the Board of Directors;

6.6 The TREASURER shall:

- a) oversee the receipt, deposit and disbursement of all moneys of the Society;
- b) assure that an official book of record of all financial transactions of the Society is kept;
- c) furnish a financial statement at all meetings of the Board of Directors;
- d) guide the Board of Directors in preparing the annual budget;
- e) furnish a Year End Financial Statement for adoption at the Annual General Meeting;
- f) assure that all necessary financial forms are submitted to regulatory bodies;

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 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.

Signing authority

7.2 A contract or other record, including any cheques, drafts or orders for payment, 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) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – BORROWING

8.1 The Society may:

- (a) borrow money, and
- (b) issue bonds, debentures, notes or other evidences of debt obligations
 - (i) at any time,
 - (ii) to any person, and
 - (iii) for any consideration

that the directors may determine.

PART 9 – PROVISIONS PREVIOUSLY IN THE CONSTITUTION

“9.1 The operations of the Society are to be carried on chiefly in the Cities of White Rock and Surrey in the Province of British Columbia, in accordance with the attached By-Laws.

9.2 The Peace Arch Curling Club Society guarantees access to any recreation facility which is constructed in part or in whole with funds received from Her Majesty in the Right of the Province of British Columbia, to any person or persons who wish to use it in accordance with the purpose of the facility; the charge for using the said facility to those members of the public who are not members of the Society shall be either a daily or hourly charge, or other such charges, as agreed upon between the Society and the Ministry of the Provincial Secretary and Government Services, or the Ministry of Government charged with this responsibility. **This provision was previously unalterable.**

9.3 In the event of the dissolution of the Peace Arch Curling Club Society where the Peace Arch Curling Club Society has received funds from Her Majesty in the Right of the Province of British Columbia to construct, in part or whole, any recreation facility, the Ministry of the Provincial Secretary and Government Services shall be advised prior to such action and any assets remaining after payment of all debts and obligations shall be distributed to a registered charitable organization with similar purposes in British Columbia as recognized by Revenue Canada, or to a suitable level of local government. **This provision was previously unalterable.”**