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SACKVILLE CURLING CLUB LIMITED

Whereas it is deemed expedient that certain by-laws for the internal regulations of the Sackville Curling Club Limited should be provided, be it therefore enacted as follows:

1. HEAD OFFICE

The Head Office of the Sackville Curling Club shall be at the Town of Sackville in the County of Westmorland and Province of New Brunswick, and at such place therein as the Directors shall from time to time determine.

2. OBJECTIVES

To promote the game of curling in season and to establish a year round social centre for its members.

3. DIRECTORS

- (a) The affairs of the Sackville Curling Club shall be managed by a Board of Directors to consist of nine (9) members in good standing elected at an annual meeting of shareholders.
- (b) The qualification of a director shall be the holding of at least one fully paid share in the capital stock of the Sackville Curling Club.
- (c) The office of a director shall be declared vacant if the member ceases to hold the required number of shares to qualify for the office; if the member resigns the office; or if the member is suspended.
- (d) The Board of Directors will be changed each year by the election of new directors at the Annual Meeting of the Sackville Curling Club. All new directors will be elected for a two (2) year term. No member shall be a director for more than four (4) successive years.
- (e) No employee, or spouse of an employee, of the Sackville Curling Club may be elected to the Board of Directors. Employees of the Sackville Curling Club include any persons under contract to and receiving wages from the Sackville Curling Club Limited.
- (f) Five (5) directors form a quorum for the transaction of business.
- (g) Meetings of the Board of Directors may be held at any convenient time and place at the call of the President or of any three (3) directors. It shall be the duty of the President to ensure that meetings are held at least quarterly.

- (h) Notice of meetings of the Board of Directors shall be made by the Secretary to each director at least two (2) clear days before the meeting, except that meetings of the Directors may be held at any time without formal notice if all the Directors are present, or if those not present have signified their consent to such meetings.
- (j) If for any reason, the office of a Director becomes vacant during the year, the remaining Directors shall have power to appoint an eligible member to serve until the next annual meeting, at which time the vacancy will be filled by normal election, see 3(d)).

4. OFFICERS

- (a) There shall be a President, a Vice-President, a Secretary and a Treasurer elected by the Board of Directors and such officers as the Board of Directors may from time to time determine. The President and Vice-President shall be elected from the membership of the Board annually. Other officers may, but need not be, members of the Board of Directors but must be members of the Sackville Curling Club Limited, in good standing. One person may hold more than one office, except the office of President or Vice-President. If, and so long as, the same person holds the office as Secretary and Treasurer, he may, but need not be, known as the Secretary-Treasurer. An Honorary President may be elected at any annual or special general meeting of share holders.
- (b) The President shall preside at all meetings of the Sackville Curling Club and of the Directors and is, ex officio, a member of all committees. In the event of a tie, the President shall have an additional or casting vote.
- (c) In the absence of the President, the duties of the President shall be performed by the Vice-President. Should the office of the President become vacant from any cause, the Vice-President shall become President until the next annual meeting.
- (d) It shall be the duty of the Secretary to keep correct minutes of all meetings held, to conduct the correspondence of the Sackville Curling Club and in general to carry out the instructions of the Board of Directors.
- (e) It shall be the duty of the Treasurer to receive all monies, to pay all accounts passed by the Board of Directors and in general, to attend to the financial affairs of the Sackville Curling Club Limited.

5. COMMITTEES

- (a) The Board of Directors shall from time to time appoint such committees as it may consider necessary to carry on the affairs of the Sackville Curling Club.
- (b) Committees may recommend expenditures to the Board of Directors but shall not have the power to incur expenses without the approval of the Board of Directors.

- (c) All committees shall be automatically dissolved at the date of the annual meeting of the Sackville Curling Club held for the purpose of the election of the Board of Directors.

6. MEMBERSHIP

The Club shall consist of Regular, Associate and Honorary members.

- (a) *REGULAR MEMBERSHIP*

Any person having been proposed as a member by the Membership Committee and approved and accepted by the Board of Directors shall, on the purchase of one share of the Company Stock and on payment of appropriate dues, become a Regular Member.

- (b) *ASSOCIATE MEMBERSHIP*

Any person having been proposed as a member by the Membership Committee and approved and accepted by the Board of Directors, and who has not purchased a share, shall on payment of appropriate dues, become an Associate Member.

Classes of Associate membership can be:

Member curling on spouse's share; Social Members; Junior Curlers; Student Curlers; or another class as determined by the Board of Directors.

- (c) *HONORARY MEMBERSHIP*

Honorary Members may be elected from those who, by reason of long membership or meritorious service to the Sackville Curling Club, are deemed entitled to that honour. They may be proposed at any special or annual meeting of the Sackville Curling Club, provided the name or names have been posted to the bulletin board of the Sackville Curling Club at least ten days previous to such meeting. A two-thirds majority vote cast shall be necessary for election. Honorary members shall be exempt from the payment of dues and shall not be eligible to hold any office.

- (d) The Board of Directors may limit the club membership to such a number as it deems expedient.

- (e) The Board of Directors may sub-divide the various categories of membership as they see necessary.

7. DUES

- (a) The annual dues for classes of membership shall be set from time to time by the Board of Directors and shall cover the period from May 1st to April 30th of the following year. Dues shall be payable to the Treasurer of the Sackville Curling Club Limited. Dues for returning curlers are payable in advance and shall be paid by October 30th. Dues for new curlers shall be payable in advance by November 30th. A member in default of these deadlines shall not be eligible to take part in Club events until the arrears are paid in full.
- (b) The Membership Director may authorize a refund of fees if a member discovers, in the period between November 1st and November 30th, that she/he is unable to curl for reasons of health.

8. DISCIPLINE

- (a) Any infraction of the by-laws and/or rules and regulations of the Club shall be taken immediate cognizance of by the Board of Directors. In case the conduct of any member shall in the opinion of the Board of Directors or any ten members of the Sackville Curling Club, who shall certify the same in writing, be injurious to the character and interests of the Sackville Curling Club, the Board of Directors shall be empowered to suspend such member for a term not exceeding three (3) months or to call upon such member to resign. Upon suspension, a member shall cease to hold any office and any office held by the member shall be vacated and the office so vacated shall be filled by the Board of Directors. If the member, if called upon to resign, refuses to resign, the Board of Directors shall be authorized to suspend the member from the privileges of the Sackville Curling Club until the member's conduct shall have been investigated and decided upon by a special shareholders' meeting to be convened by the Board of Directors for that purpose. Ten days notice of such special meeting will be given to the offending party. The special meeting must consist of at least fifteen (15) members. If it is voted by two thirds majority of votes cast by ballot of the persons present, that the name of any member shall be removed from the list of members, then, in that case, such member shall cease to belong to the Sackville Curling Club.
- (b) Any member who resigns or is removed from the membership, under By-Law 8(a) and owns one or more shares of the Sackville Curling Club Limited shall forfeit his/her shares and their name shall be removed from the list of shareholders. No refund is to be made.

9. MEETINGS

- (a) The annual meeting of shareholders shall be held on the call of the President on or before the thirty first day of May of each year.

- (b) Special meetings may be called at any time by the President or at the written request of at least five shareholders.
- (c) Fifteen shareholders shall form a quorum for the transaction of business.

10. NOTICE OF MEETING

Notice of the Annual and any Special General Meeting shall be mailed to each member one week in advance or published in at least one local paper at least seven days prior to the date of such meeting.

11. ORDER OF BUSINESS

The Order of Business at the Annual General Meeting or any Special General Meeting shall be as follows:

- (a) Call to order.
- (b) Declaration that the meeting is duly constituted and that a quorum is present.
- (c) Opening by the President.
- (d) Reading of the Minutes.
- (e) Correspondence.
- (f) Reports of Committees
- (g) Unfinished Business
- (h) Election of Directors
- (j) New Business
- (k) Adjournment

12. VOTING

A shareholder shall have but one vote at any meeting of the Shareholders regardless of the number of shares held.

13. FINANCIAL YEAR

The Financial Year of the Club shall end on the 30th day of April each year.

14. SEAL

The Seal shall be the corporate seal of the Club.

15. RULES OF GOVERN

All Club competitions are to be governed by the Rules of the Canadian Curling Association.

16. VISITORS

- (a) A member shall be allowed to introduce a non-member as a guest for curling and other privileges of the Club for a period of one week, provided that the guest does not reside within five (5) miles of the Town. The guest's name is to be registered in the Visitor's Book with the name of the sponsor.
- (b) Guests of members other than covered in By-Law 16(a) shall be determined by the Board of Directors from time to time and shall conform to any requirements of the New Brunswick Liquor Control Commission.

17. AMENDMENTS

These By-Laws may be amended by a two-thirds majority vote cast at any regular meeting. Notice of the proposed amendment or amendments having been given by the Board of Directors and posted in the Sackville Curling Club at least ten (10) days previous to the meeting at which the amendment or amendments are to be considered.

18. BANKING

The bank account of the Company shall be kept in such bank or banks as the Directors may from time to time determine. All cheques, acceptances, promissory notes, drafts, orders and other obligations and securities for the payment of money by the Company shall be signed or endorsed by the President or Vice-President together with the Treasurer.

19. BORROWING AND PLEDGING, ETC.

The Directors of the Sackville Curling Club may from time to time:

- (a) Borrow money upon the credit of the Sackville Curling Club in such amounts and upon such terms as may be deemed necessary;
- (b) Mortgage, charge or pledge any or all of the real and personal property, undertaking and rights of the Sackville Curling Club to secure any money borrowed or for any other liability;
- (c) Delegate to one or more of the Officers or Directors of the Sackville Curling Club as may be designated by the Board of Directors, any or all of the powers conferred by the foregoing clauses of the By-Law to such extent and in such manner as the Board of Directors shall determine at the time of each such delegation;
- (d) Give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Sackville Curling Club, and to secure such Director or other person against loss by giving a mortgage or charge upon the whole or any part of the real or personal property of the Sackville Curling Club.

20. STOCK CERTIFICATES

Certificates or stock shall be in such form as the Board may from time to time determine; they shall be numbered and issued in consecutive order and in the records of the Sackville Curling Club shall be entered full details concerning the issue thereof. They shall be signed by the President and Secretary or Treasurer of the Sackville Curling Club, and shall bear the seal of the Sackville Curling Club. The signature of the President may be stamped, printed, engraved or lithographed on such certificates and such facsimile shall for all purposes be deemed the signature of the President thereon. Stock certificates shall be countersigned by the Transfer Agent and Registrar of the Sackville Curling Club, if a Registrar and Transfer Agent are appointed.

21. ALLOTMENT OF SHARES

Shares of the Sackville Curling Club's capital stock shall be allotted by the resolution of the Board of Directors on such terms and conditions and to such persons as the Directors shall deem advisable.

22. TRANSFER OF SHARES

The shares of the capital stock of the Sackville Curling Club shall not be transferable to a person not then being a member of and a shareholder in the Sackville Curling Club until the name of the proposed transferee or member has been first submitted for the approval of the Directors of the Sackville Curling Club and consent in writing given by the President and Secretary to the transfer.