

## **DELTA THISTLE CURLING CLUB**

### **"SOCIETIES ACT"**

#### **Delta Thistle Constitution and By-Laws - May 2025** **The name of the society is "Delta Thistle Curling Club".**

1. The purposes of the society are:

- (a) To provide and promote curling in the North Delta area. The ultimate objective of this club is to promote the sport of curling and the good will and honourable conduct among those who participate.
- (b) To enter affiliations or reciprocal arrangements with other curling associations in the province of British Columbia or elsewhere.
- (c) To borrow or raise money in such manner as the society shall deem fit, and to agree to repay the same, and to secure the repayment in such manner as the society may deem fit, and in particular by the issue of debentures charged upon all or any of the society's property or assets, and to purchase, redeem or pay off any such securities.
- (d) To do all such other acts, matters, and things as may be incidental or conducive to the attainment of the above objectives.
- (e) Not to own, operate or manage a social club.

### **BY-LAWS**

#### **Article I - Preliminary**

Section (1)

The operations of the society are to be chiefly carried out in the municipality of Delta in the Province of British Columbia

Section (2)

Whenever the word "Society" is used it shall mean the "Delta Thistle Curling Club".

Section (3)

The word "Act" in these By-laws shall mean the "Societies Act" of the Province of British Columbia.

Section (4)

In these By-laws, unless the context otherwise requires, words pertaining to the singular number or masculine gender shall include the plural number or the feminine gender, as the case shall be and vice versa and references to persons shall include firms and corporations.

Section (5)

The words "Executive Board" shall mean that body consisting of the President, Vice-President, Secretary, Treasurer and eight Directors.

Section (6)

A member of the Delta Thistle Curling Club is defined as any member or affiliate member who pays dues or fees for the purpose of curling in a league at the Delta Thistle Curling Club and is in good standing with the Society or has previously been granted the designation "Honorary Life Member".

## **Article II – Fees and Dues**

### Section (1)

- a) The annual dues for each membership, all other charges except assessments, as hereinafter provided, shall be prescribed and levied by the Executive Board.
- b) No future assessment or charges may be levied against the members without an extraordinary resolution approving the same.
- c) A member who has previously been granted the designation, "Honorary Life Member" shall enjoy all the privileges of membership in the Delta Thistle Curling Club without the payment of curling league fees from the time of their designation, for life. In the event the Honorary Life member does not curl in any regular league at the Delta Thistle Curling Club, they shall receive their portion of their entrance fee for any Club Bonspiel hosted by Delta Thistle Curling Club. The remaining portion of their respective team's fees will not be included.

## **Article III – Honorary Life Membership**

### Section (1)

The Delta Thistle Curling Club may recognize the significant contributions of one of its active members by awarding that member with an Honorary Life Membership.

### Section (2)

An Honorary Life Member is seen as a truly special recognition of a member's continual, long standing and selfless contribution to the Delta Thistle Curling Club. For the Board of Directors to recommend a member for an Honorary Life Member, the following criteria must be met:

- a) The Member shall have been a member in good standing of the Delta Thistle Curling Club for a period totalling twenty years:
- b) Must have served on the Board of Directors in an executive or a chair role for a minimum of two terms (four years total for board member, two years total for an executive role)
- c) Must have demonstrated a commitment to the club and curling by way of volunteerism for a minimum of ten years.

### Section (3)

To be considered for an Honorary Life Member, the member must be recommended to the Board of Directors for consideration by at least five members who are in good standing with Delta Thistle Curling Club. No current Member of the Board of Directors shall be considered.

The nomination process includes:

- a) Historical data of the nominee's volunteerism as documented on the Recognition form
- b) The nomination must be approved by at least a 75% majority of the entire Board of Directors
- c) The Board's recommendation must be confirmed by at least two thirds of the voting members, in attendance, at the next Annual General Meeting.

## **Article IV – Termination of Membership**

### Section (1)

- a) The Executive Board shall have the power by a unanimous vote, to expel, suspend and bar from any or all activities of the Society any member, whose conduct shall have been determined by the Executive Board, unbecoming or likely to endanger the interest or reputation of the Society, or who wilfully commits a breach of the Constitution or By-Laws of the Society, but no member shall be expelled or suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Executive Board at a meeting called for that purpose and such power shall be exercised only in conformity with what are commonly referred to as the "Rules of Natural Justice".
- b) Any member who desires to withdraw from membership in the Society may notify the Executive Board in writing to that effect and on receipt by the Executive Board of such notice the member shall cease to be a member.

### Section (2)

Upon the failure of any member to pay any annual membership fee or any indebtedness due to the Society, the Executive Board may, without notice, and notwithstanding anything to the contrary contained in these By-Laws, cause the name of such member to be removed from the register of members, but such member may be re-admitted to membership by the Executive Board upon such evidence as they may consider satisfactory.

### Section (3)

Any member whose membership in the Society has been terminated under the provisions of this Article, may be reinstated only if a majority of the Executive Board in attendance at a meeting called for that purpose are in favour of his reinstatement.

### Section (4)

Any member who resigns, withdraws, or is expelled from the Society shall forthwith forfeit all rights, claim and interest arising from or associated with membership in the Society.

## **Article V – Meetings**

### Section (1)

The annual general meeting of the Society shall be held within 60 days of a fiscal year end at a place within the Municipality of Delta and on a date to be fixed by the Executive Board and fourteen (14) days notice of such meeting by posting in a conspicuous place at the curling rink or by email to all registered curling club members

### Section (2)

Other meetings of the members, whether general or special, may be convened by order of the Executive Board for any time in the Municipality of Delta. At least seven (7) days notice specifying the place and hour of meeting, and in case of special business the general nature of such business shall be given to each regular member and life member either personally or by way of the last contact information requested by the club and supplied by the member at the time of registration.

Section (3)

The accidental omission to give any such notice to, or the non-receipt of such notice by any of the regular members shall not invalidate the proceedings at any general meeting.

Section (4)

The quorum for the transaction of business at meeting of the regular members shall consist of not less than ten (10%) percent of the regular members in good standing.

Section (5)

No business shall be transacted at any general meeting unless the quorum requisite shall be present at the commencement of the business.

Section (6)

If within one hour from the time appointed for a meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day, save a holiday, in the next week at the same time and place.

Section (7)

The President, or failing him, the Vice-President, shall preside as Chairman at every meeting. If there is no such Chairman present, the regular members shall choose someone of their number to be Chairman.

Section (8)

At all meetings Roberts' Rules of Order shall govern the procedure.

Section (9)

At any meeting of the Society, whether general or special, only regular members shall have a vote.

Section (10)

Any regular member may vote by person or by proxy. The proxy shall be in form approved by the Executive Board, and a proxy may only be held by another regular member, provided that no regular member shall have more than one proxy.

Section (11)

A regular member not in good standing shall not have the right to vote or to appoint a proxy to vote on his behalf.

Section (12)

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded by at least twenty-five (25) regular members, and a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

### Section (13)

If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

### Section (14)

In case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a deciding vote.

## **Article VI – Executive Board**

### Section (1)

The business and management of the affairs of the Society shall be carried on by an Executive Board not exceeding twelve (12) in number.

### Section (2)

At the annual general meeting of the Society, the Executive Board shall be elected by the vote of its members as follows:

- (a) The officers of the club shall consist of:
  1. President
  2. Vice-President
  3. Secretary
  4. Treasurer
  5. Directors (8)
- (b) President, Vice-President, Secretary and Treasurer shall be elected for a two-year term with the President and Secretary terms overlapping the Vice-President and Treasurer terms by 1 year
- (c) The President shall not be elected for more than three (3) consecutive terms.
- (d) The Directors will be elected for a two-year term of office half of which shall be elected on alternating years.
- (e) The immediate past President shall remain an honorary officer for one (1) year after his tenure as President and shall not be entitled to vote on executive matters.

### Section (3)

Only a regular member in good standing may be nominated and elected as a member of the Executive Board.

### Section (4)

A member of the Executive Board may be removed from office by an extraordinary resolution of the Society.

Section (5)

The Executive Board shall have the power to enter on behalf of, and to bind the Society in respect of any contract, agreement or arrangement made with any person or body which they deem advisable, in the conduct of the affairs of the Society and in the furtherance of its aims and objectives.

Section (6)

Meetings of the Executive Board may be held at any time upon reasonable notice and at the call of the President. A majority of the Board shall constitute a quorum. Each member of the Executive Board shall have one (1) vote upon any question considered by the Board.

Section (7)

All questions shall be determined by a majority vote, and in the event of a deadlock, the President shall have the deciding vote.

Section (8)

A resolution in writing signed by all the members of the Executive Board of the Society shall have the same force and effect and shall be as valid as a resolution passed in a duly called meeting of the Executive Board.

Section (9)

Any vacancy occurring in the Executive Board may be filled from the membership by the Executive Board, and in such instance the person or persons appointed by the Executive Board shall act for the balance of the term of the person or persons whose place they are taking.

Section (10)

The Executive Board may delegate all or any of their powers and duties to an Executive consisting of a President, Vice-President, Secretary and Treasurer.

Section (11)

The Executive shall carry on the day-to-day business of the Society, subject to any limitations placed thereon by the Executive Board.

Section (12)

The Executive may meet from time to time at the call of the President.

Section (13)

The Executive Board may appoint such committees as they deem necessary to assist in carrying out the affairs of the Society. Such committees shall include but not be limited to, nominating committee, house committee and sports committee.

Section (14)

THE DELTA THISTLE CURLING CLUB Board of Directors Reference Manual (refer to APPENDIX A)

## **Article VII – Borrowing Powers**

Subject to Section (6) of Article V, the Executive Board may, for the purpose of carrying out the objectives of the Society, borrow, raise or receive the payment of monies for and on behalf of the Society in such manner as they may determine from time to time, except that debentures shall not be issued without the sanction of an extraordinary resolution of the members of the Society and with the approval of the Executive Board.

## **Article VIII – Accounts**

The Executive Committee shall cause an account to be kept of (a) all the transactions of the club and (b) all sums of money received and expended by the club with full particulars of such receipts or expenditures. Such accounts shall be opened for the viewing of any member in good standing with the club at his or her request to the President of the Club.

## **Article IX – Audits of Accounts**

A statement in the form of a balance sheet and a statement of income and expenditures, and a list of the members of the Executive Board shall be filed with the Registrar of Companies in accordance with the Act.

## **Article X – Amendments**

### Section (1)

Notice in writing of any proposed amendment to a by-law shall be given to the Secretary at least thirty days prior to the annual meeting at which the proposed by-law or amendment is to be voted on.

### Section (2)

The Secretary shall submit to the Executive Committee and voting members notice of proposed by-law changes in writing two weeks prior to the annual meeting and will be posted in a conspicuous place at the club or via e-mail.

### Section (3)

A three-quarter majority of eligible voters at the annual meeting is required to pass any motion in regard to Constitution and/or By-law amendments.

## **Article XI – Books and Minutes**

The Executive Board shall cause minutes to be made in books provided for the purpose:

- (a) Of the name of members of the Executive Board present at each meeting of the Executive Board.
- (b) Of all the resolutions and proceedings at all meetings of the Executive Board and Committees.

## **Article XII – Inspection of Books**

### Section (1)

The books and records of the Society shall be kept at the registered office of the Society, or at such other place or places as the Executive Board deem fit and shall always be open to the inspection of the Executive Board.

### Section (2)

The books and records of the Society shall be open to the inspection of a regular member upon written request to the Executive Board stating the reason for inspection, and the books shall be produced the Executive Board to the member within a reasonable time.

## **Article XIII – Order of Business**

The following order of business shall be observed at annual meetings.

1. President's Report.
2. Reading and adoption of the minutes of the last annual meeting.
3. Business arising out of the minutes.
4. Treasurer's Report.
5. Correspondence.
6. Committee Reports.
7. Old Business.
8. New Business.
9. Adjournment

## **Article XIV – General**

### Section (1)

In case situations arise which in the opinion of the Directors are not adequately provided for under the By-laws, the Executive Board shall determine the procedure to be followed, subject always to certification of such procedures by a majority vote at the next duly called general meeting of the membership of the Society.

### Section (2)

That should the Delta Thistle Curling Club, which received charitable Gaming funds from licensed charitable gaming and/or direct charitable access, at any time dissolve or cease to exist, have any and all gaming monies or assets purchased with gaming funds held at the date of dissolution or cessation of existence, these/they shall be distributed by the Delta Thistle Curling Club to:

- (a) A registered charity or registered charities in British Columbia as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution, or
- (b) Such charitable organization or organizations in British Columbia having a similar charitable purpose.

This resolution shall not be altered or amended and shall continue to be Binding on the Delta Thistle Curling Club.

## **Delta Thistle Club Board of Directors Reference Manual**

The purpose of the Delta Thistle Curling Club (DTCC) Board of Directors Reference Manual is to be a resource for information about the club, its policies, Executive Board structure, and Board member responsibilities. It will be distributed to each Board Member newly elected to the Board.

### About Delta Thistle

DTCC is a registered society pursuant to the Societies Act, SBC 2015, Chapter 18, and governed in accordance with the Constitution and registered Bylaws, with representation from Board of Directors.

### Mission

To provide and endorse the sport of curling in the North Delta area in a fun, affordable, open, and inclusive environment by promoting skills development, encouraging inclusivity, and welcoming diversity for all ages and abilities.

### Vision

Objective of our club is to commit to DTCC to achieve the following:

- Full, active, and engaged membership in the operation and activities of the club (volunteerism)
- Pride in membership.
- Encourage and provide opportunities in participation and development of youth/school, senior and adaptive programming.
- Ensure satisfaction, safety and the well-being of our members and guests.
- Being a positive image in the community.
- Staying current with curling innovation.

### Board and Executive Roles & Responsibilities

Each Board Member has an essential responsibility to assist the Board in making informed and effective decisions that promote the betterment of DTCC for the Members.

DTCC's Board of Directors must be composed of a minimum of **eight** Board Members and no more than **twelve**.

The Board of Directors consists of the following roles:

- President
- Vice-president
- Secretary
- Treasurer
- Individual Members (Directors)

### Executive Team

The Executive Team consists of the President, Vice President, Secretary and Treasurer.

## **President**

The President presides and provides leadership to the Board of Directors.

### Roles and Responsibilities:

- Co-ordinate overall planning and direction of the Board.
- Develop the agenda for each Board meeting.
- Chair the meetings of the Board and manage its decision-making processes.
- Manage the people on the Board by ensuring the Board fulfills its responsibilities by holding board members accountable.
- Be the officer to whom the General Manager reports to, who coordinates the performance and evaluation of the General Manager and who is accountable for the operations of the Delta Thistle Curling Club (DTCC) in the absence of a General Manager.

## **Vice-President**

The Vice-President assumes the responsibilities of the President in the President's absence and supports the President with his Roles and Responsibilities.

## **Treasurer**

The Treasurer oversees the organization's finances.

### Roles and Responsibilities:

- ensures all day-to-day accounting and bookkeeping is up to date and accurate.
- keeps the financial records necessary to comply with the Society Act.
- renders financial statements to the directors, Members and others as required.

## **Secretary**

The Secretary is responsible for the record keeping of the Society. They are responsible for understanding the organization's legal documents (such as By-Laws) well enough to be able to offer insight as to their applicability during Board discussions.

### Roles and Responsibilities:

- maintain a register of the regular members.
- prepare, maintain, and distribute the Board's records, such as the minutes, agendas, correspondence, and contracts.
- conduct the correspondence of the Society.
- issue notices of meetings of the Society and Board of Directors.
- keep minutes of all meetings of the Society and Board of Directors
- have custody of all records and documents of the Society.
- ensure annual filing of minutes and changes to the club constitution and By-Laws with BC Society

In the absence of the Secretary from a meeting, the Board of Directors shall appoint another person to act as secretary at the meeting.

## Directors

Directors have a trustee responsibility to DTCC.

### Roles and Responsibilities:

- act honestly and in good faith with a view of the best interests of DTCC.
- exercise care, diligence, skill, and ethics that a reasonably prudent person would exercise in comparable circumstances.
- actively volunteer and participate in committees to aid in the betterment or day-to-day running of the club.

## Board of Directors Meetings

The quorum necessary to conduct business at a Board of Directors meeting is the majority of Executive Members and Directors currently in office.

Questions arising at a meeting of the Board of Directors must be decided by a majority of votes.

A resolution is a formal decision on specific matters made by the Board of Directors, such as approvals pertaining to the following:

- capital expenditure.
- Raising capital
- taking out a loan
- entering material contracts.

In the event of a tie vote at any meeting, the President's vote shall decide the issue, and they shall be the official who enforces the decision.

A resolution proposed at a meeting of the Board of Directors does not need to be seconded and the chair may move to approval.

A resolution in writing, signed by all the directors, is as valid and effective as if regularly passed at a meeting of directors.

## Code of Ethics and Code of Conduct

Board Members will fulfill their Roles & Responsibilities with the highest standards of conduct.

Board Members shall:

- Understand the mission and the vision of the organization.
- Maintain a minimum attendance record of 75%.
- Know and understand the roles and responsibilities of being a board member and their respective positions.
- Understand and commit to being part of the Board team by working cooperatively to resolve issues and addressing differences of opinion.
- Contribute skills, knowledge, and expertise.
- Treat the business of the Board as **confidential**.

- Understand the circumstances under which a Board member should resign.
- Speak positively about the organization and support the Boards' efforts.
- Promote the organization in the community in a professional and respectful manner and maintain silence in certain circumstances.

#### Conflict of Interest Policy

Board Members are expected to perform duties conscientiously and in a manner that will not put their personal interests in conflict with the best interests of the DTCC. In the process of deciding, there may be concern at a Board meeting over conflict of interest.

Conflict of interest arises whenever the personal or professional interests of a Board member are potentially at odds, or appear to be at odds, with the best interests of the DTCC. Such transactions are acceptable if they benefit the organization, and the Board makes the decision in an objective and informed manner.

#### Board Meeting Attendance Policy

Whilst the Board Members are strictly volunteering positions, members should strive to attend all Board meetings unless specific serious circumstances arise. It is expected that each Board Member will attend a minimum of 75% of all Board meetings.

#### Resignation and Removal of Board Members

Any Board Member may resign by submitting to the President or the Secretary a written resignation, which shall become effective upon its receipt or at any later time specified in the resignation.

The Board of Directors may remove Board Members, upon written notice, for improper conduct, failure to attend Board meetings, or other reasons as prescribed by the Board as per Article IV in the Delta Thistle Constitution and By-Laws.