

SCHEDULE "A"

FORM 1

SOCIETY ACT

CONSTITUTION

- 1 **Name of Society.** The name of the society is "Chilliwack Curling Club" (the "Society").
- 2 **Purposes of Society.** The purposes of the Society are:
 - (1) to promote and engage in the sport of curling;
 - (2) to provide to its members and guests services and facilities for the better enjoyment of the sport of curling, and;
 - (3) to do all such other things as are incidental or conducive to the attainment of the foregoing purposes of the Society.

BYLAWS

Article 1 - Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - "**Board of Directors**" means the board of directors of the Society for the time being;
 - "**Director(s)**" means the director(s) of the Society for the time being;
 - "**person**" means a natural person;
 - "**registered address**" of a member means his address as recorded in the register of members; and
 - "**Society Act**" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (2) The definitions in the *Society 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.

Article 2 - Membership in Other Organizations

- 1 **General Membership.** The Society may become a member society of such regional, provincial or national organizations as the Board may see fit from time to time.

Article 3 - Membership

- 1 **Members of Society.** The members of the Society are:

- (1) The applicants for incorporation of the Society who have not ceased to be members; and
- (2) Any person who is the registered owner of a Member's Certificate issued by the Society, has paid a membership fee of \$50.00 and has been deemed admitted as a member by the Board of Directors. Member's Certificates shall be in such form and subject to such terms as to refund or otherwise as the Directors may determine. Any member shall continue to be a member until he shall resign or be expelled as hereinafter mentioned.

- 2 **Corporations Not Eligible.** A corporation is not eligible to be a member of the Society.

- 3 **Admission of Members.** A person may apply to the Board of Directors for membership in the Society. Members will be admitted to the Society by a majority vote of the Board of Directors.

- 4 **Duties of Members.** Every member must:

- (1) Uphold the constitution of the Society and, in particular, contribute to the attainment of the purposes of the Society;
- (2) Comply with these bylaws;
- (3) Regularly attend meetings of the members of the Society; and
- (4) Comply with the rules, regulations, and policies of the Society, and with the decisions of the Directors (to the extent that such rules, regulations, policies and decisions are not inconsistent with the constitution of the Society and these bylaws).

- 5 **Ceasing to be a Member.** A person ceases to be a member of the Society:

- (1) By delivering his or her resignation in writing to the Board of Directors of the Society or by mailing or delivering it to the address of the Society;
- (2) On his or her death; or
- (3) On being expelled from the Society in accordance with these Bylaws; or
- (4) On having been a member not in good standing for 6 consecutive months.

- 6 **Number of Members.** At all times there will be at least 10 members of the Society.

- 7 **Member Not in Good Standing.** All members are in good standing except a member who, in the opinion of the Board of Directors, ceases to comply with bylaw 4 of this Article 3.
- 8 **Procedure for Expulsion of Members.** A member may be expelled by a special resolution of the members passed at a general meeting. A member may be expelled for unethical or inappropriate conduct, for being a member not in good standing or failure to abide by any provision of these Bylaws. The notice of the special resolution for expulsion required by the *Society Act* must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

Article 4 - Meetings of Members

- 1 **Time and Place.** General meetings of the Society must be held at the time and place that the Board of Directors decide from time to time in accordance with the *Society Act*.
- 2 **Extraordinary General Meetings.** Every general meeting, other than an annual general meeting, is an extraordinary general meeting. The Board of Directors may, when they think fit, convene an extraordinary general meeting.
- 3 **Notice of General Meetings.** Notice of a general meeting must be provided to members at least fourteen days in advance of the meeting and must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. 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.
- 4 **Annual General Meetings.** An annual general meeting must 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.
- 5 **Frequency of Meetings.** General meetings of the Society must be held at least once in every calendar year.

Article 5 - Proceedings at General Meetings

- 1 **Special Business.** Special business for general meetings of the Society is:
 - (1) All business at an extraordinary general meeting except the adoption of rules of order; and
 - (2) All business transacted at an annual general meeting, except the following:
 - (1) the adoption of rules of order;
 - (2) the consideration of the financial statements;
 - (3) the report of the Directors;
 - (4) the report of the auditor, if any;
 - (5) the election of Directors;
 - (6) the appointment of the auditor, if required; and
 - (7) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under

consideration by the report of the Directors issued with the notice convening the meeting.

2 Quorum. The rules respecting quorum for general meetings of the Society are as follows:

- (1) Business other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present;
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated;
- (3) A quorum is 15 members present or a greater number that the members may determine at a general meeting; and
- (4) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

3 Chair of General Meetings. The rules respecting chairs for general meetings of the Society are as follows:

- (1) The president of the Society, the vice president, or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.
- (2) If at a general meeting:
 - (1) there is no president, vice president or Directors present within 15 minutes after the time appointed for holding the meeting; or
 - (2) the president, the vice president and Directors present are unwilling to act as chair;

the members present must choose one of their number to be chair.

4 Adjournment. The rules for adjournment of a general meeting of the Society are as follows:

- (1) A general meeting may be adjourned from time to time and from place to place, but business must not be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting; and
- (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 an adjourned general meeting.

- 5 Resolutions.** The rules for resolutions at a general meeting of the Society are as follows:
- (1) A resolution proposed at a meeting must be seconded before being voted upon;
 - (2) The chair of a meeting may move or propose a resolution; and
 - (3) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member; and the proposed resolution does not pass.
- 6 Voting.** The rules for voting at a general meeting of the Society are as follows:
- (1) A member present at a meeting of members is entitled to one vote;
 - (2) Voting is to be conducted verbally and shall be by consensus, unless an objection is raised, in which case voting is by show of hands; and
 - (3) Voting by proxy is not permitted.

Article 6 - Directors, Officers and Executive Director

- 1 Powers of Directors.** The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:
- (1) All laws affecting the Society;
 - (2) These bylaws; and
 - (3) Rules, (to the extent that such rules are not inconsistent with these bylaws), that are made from time to time by the members of the Society at a general meeting.

A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

- 2 Number of Directors.** The number of Directors must be 12 or a greater number determined from time to time at a general meeting.
- 3 Appointment of Officers.** The rules for appointment of officers of the Society (the "Officers") are as follows:
- (1) Following each Annual General Meeting, the Directors must appoint or elect a president, vice president, secretary and treasurer from amongst their number and, if still a Director, the president of the previous year shall become past president for the following year;
 - (2) The Directors may appoint or elect, from amongst their number, any additional officers as they think proper;

- (3) The Directors may elect to dismiss any officer; provided, however, that where the president or vice-president is dismissed, the Directors shall appoint or elect a successor as early as is practicable;
- (4) Each officer shall hold office for a term of one year and may serve for more than one such term provided that the president must retire from office after two such terms; and
- (5) If a officer resigns his or her office or otherwise ceases to hold office, the Board of Directors may appoint a Director to take the place of the officer for the balance of the current term of office.

4 Election of Directors. The procedure to be followed by the Board of Directors in nominating new Directors for election at an Annual General Meeting shall be as follows:

- (1) Separate appointments or elections may be made or held for each office to be filled. Alternatively, the Board of Directors may mandate a combined election to be made or held for multiple offices;
- (2) The Board of Directors shall meet prior to the last meeting of the outgoing Board of Directors to discuss and approve the Directors and Officers to be nominated at the Annual General Meeting;
- (3) Additional nominations may be made by members from the floor at the Annual General Meeting;
- (4) Where there is only one nomination for a particular office, the person nominated shall be declared elected by acclamation;
- (5) In the case of a separate election, where there are two or more nominations for an office a vote shall be taken by secret ballot and the nominee receiving the majority of the votes cast shall be declared elected;
- (6) In the case of a combined election, where there are more nominations than offices available a vote shall be taken by secret ballot and those nominees receiving the most votes cast shall be declared elected until the available offices have been filled;
- (7) Each nominee shall have the opportunity to speak on behalf of the election immediately prior to the election for a time limited by the President;
- (8) The form of ballots shall be determined by the Board of Directors;
- (9) The secretary, or if he or she is unable or unwilling to act, then a Director of the Society shall act as the Chief Electoral Officer of the Society, and shall preside over the portion of the meeting dedicated to the election of Officers and Directors;
- (10) The Chief Electoral Officer shall appoint a scrutineer to assist in the distribution, collection, verification and counting of all ballots used in the election;

- (11) There shall be no voting by proxy;
- (12) Each member at a meeting shall be entitled to only one vote;
- (13) No member shall be entitled to vote unless he is a member in good standing of the Association at the time of the Annual General Meeting;
- (14) If a successor is not appointed or elected, the Director previously appointed or elected continues to hold office(s);
- (15) Each Director shall hold office for a term of three years and may serve for more than one such term; provided that, in any event, each Director must retire from office after three such terms; and
- (16) At each Annual General Meeting, one third of the Directors shall complete their terms of office and retire from office, and their successors shall be elected.

5 Vacancies. If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors may appoint a member to take the place of the former director. If a Director is absent for 3 consecutive meetings of the Board of Directors, the President shall contact the Director and report to the Board of Directors. The remaining Directors may declare the office vacant and appoint a member to take the place of the former director.

6 Acts Not Invalid. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

7 Removal of Directors. The members may by special resolution remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

8 No Remuneration. A Director must not be remunerated for being or acting as a Director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

9 Indemnification of Directors. The Society must, with the approval of the court, indemnify a Director or former director of the Society, and his or her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director, including an action brought by the Society.

10 Insurance. The Society must purchase and maintain insurance for the benefit of a Director against personal liability incurred by him or her as a Director.

Article 7 - Proceedings at Directors' Meetings

- 1 **Meeting Time and Places.** The Directors may meet at such times and places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, provided that the Directors shall meet at least six times in each calendar year.
- 2 **Quorum.** The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
- 3 **Chair.** The president is the chair of all meetings of the Directors, but if at a meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.
- 4 **Convening Meetings.** A Director may at any time, and the secretary, on the request of a Director, must, convene a meeting of the Directors.
- 5 **Committees.** The rules for committees of the Board of Directors are as follows:
 - (1) The Directors may delegate any, but not all, of their powers to committees consisting of the director or Directors as they think fit;
 - (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done;
 - (3) A committee must elect a chair of its meetings, but if no chair is elected, or if at a 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 must choose one of their number to be the chair of the meeting; and
 - (4) The members of a committee may meet and adjourn as they think proper.
- 6 **Notice of Meetings.** For a first meeting of Directors held immediately following the appointment or election of a director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 7 **Absence of Director.** A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
 - (1) A notice of meeting of Directors is not required to be sent to that director, and
 - (2) Any and all meetings of the Directors of the Society, notice of which has not been given to that director, if a quorum of the Directors is present, are valid and effective.

- 8 **Voting.** Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes. In the case of a tie vote, the chair has a second or casting vote.
- 9 **Resolutions.** A resolution proposed at a meeting of Directors or committee of Directors must be seconded before being voted upon. The chair of a meeting may move or propose a resolution.
- 10 **Resolution in Writing.** A resolution in writing, signed or approved by email by a majority of the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

Article 8 - Duties of Officers

- 1 **President.** The president presides at all meetings of the Society and of the Directors. The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
- 2 **Vice President.** The vice president must carry out the duties of the president during his or her absence.
- 3 **Secretary.** The Secretary must do or cause to be done the following:
 - (1) conduct or cause to be conducted the correspondence of the Society;
 - (2) issue or cause to be issued notices of meetings of the Society and Directors;
 - (3) keep or cause to be kept minutes of all meetings of the Society and Directors;
 - (4) maintain custody of the common seal of the Society at the offices of the Society; and
 - (5) maintain or cause to be maintained the register of members at the offices of the Society.
- 4 **Treasurer.** The treasurer must do or cause to be done the following:
 - (1) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (2) render financial statements to the Directors, members and others when required.

Article 9 - Seal

- 1 **Common Seal.** The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 2 **Common Seal Use.** The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president, vice president, secretary or treasurer of the Society.

Article 10 - Borrowing

- 1 **Borrowing Powers of Directors.** 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, and, in particular but without limiting that power, by the issue of debentures.
- 2 **Debentures.** A debenture must not be issued without the authorization of a special resolution.
- 3 **Restrictions on Borrowing Powers.** The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Article 11 - Accountants

- 1 **Accountants.** The rules for accountants are as follows:
 - (1) The first accountant must be appointed by the Directors who must also fill all vacancies occurring in the office of accountant;
 - (2) At each annual general meeting the Society must appoint an accountant to hold office until the accountant is re-elected or a successor is elected at the next annual general meeting;
 - (3) An accountant may be removed by ordinary resolution;
 - (4) An accountant must be promptly informed in writing of the accountant's appointment or removal;
 - (5) A director or employee of the Society must not be its accountant, but may be an employee of its accountant; and
 - (6) The accountant, or a representative thereof, may attend general meetings.

Article 12 - Notices to Members

- 1 **Means for Notices.** Any notice required to be given to a member or Director of the Society under these Bylaws or the *Society Act* may be given either personally, by mail, by e-mail, or by fax or by any other form of written or electronic communication, to the member at the member's registered address.
- 2 **Notice by Mail.** A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 3 **Notice of General Meetings.** Notice of a general meeting is deemed to have been sent 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, and
 - (b) notice of the date, time and location of the meeting
 - (i) is published, at least once in each of the 3 weeks immediately before the meeting, in the Chilliwack Progress, or
 - (ii) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the society's website that is accessible to all of the members of the society.

No other person is entitled to receive a notice of general meeting.

Article 13 - Bylaws

- 1 **Receipt of Bylaws.** On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.
- 2 **Alterations of Bylaws.** These bylaws must not be altered or added to except by special resolution.

Article 14 - Geographical area. The operations of the Society are to be chiefly carried on in the City of Chilliwack in the Province of British Columbia.

Article 15 - Purpose of Gain. The activities of the Society shall be carried on without purpose of gain for its members and any income, profits, or other accretions to the Society shall be used, as and when determined by the Directors of the Society, in promoting the purposes of the Society. This provision was previously unalterable.

Article 16 - Winding Up. Upon the winding up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall be distributed to such charities, registered under the provisions of the Income Tax Act (Canada), or such qualified donees allowed under the Income Tax Act (Canada) which are charitable at law, as shall be designated by the members of the Society. Any of such funds and property which had originally been received for specific purposes shall,

wherever possible, be distributed to qualified donees which are charitable at law or charities registered under the provisions of the Income Tax Act (Canada) carrying on work of a similar nature to such specific purposes. This provision was previously unalterable.

---- End of Bylaws ----