Whitby Curling Club

Objectives, By-Laws,
Rules and Procedures Document
(Formerly titled Constitution)

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This document has been put forth by the 2008/2009 Whitby Curling Club Board of Directors.

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Dated this __ day of September 2008.

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Objectives

The objectives of the Whitby Curling Club, as a not for profit organization, are to carry on the game or past-time of curling, to promote, operate and maintain the game of curling and to acquire and hold, lease, purchase or otherwise dispose of all lands, building and appliances necessary for the equipment and maintenance of the game of curling, as a solvent entity.

Article 1: Definitions

1.01 **Club** means the Whitby Curling Club.

1.02 **Curling League(s)** shall include, but not be limited to, in-club Men's Leagues – Rated and Divisional; Day Ladies League; Evening Women's League, Seniors League; Mixed Leagues and leagues organized separately for persons under the age of twenty-one (21).

1.03 **Director** shall mean any Member that has been elected or appointed to a specific board of Directors and/or Executive Committee position.

1.04 **Board** shall mean the Directors collectively.

1.05 **Member** shall mean a member in good standing, meaning their membership is paid in full, or committed to in full and do not have any erroneous overdue accounts.

1.06 **Initiation Fee(s)** shall mean any reasonable payment for initiation which the Board, in their absolute discretion, may require from any member at or near the commencement of their membership with the Whitby Curling Club.

1.07 **Voting Member** shall mean all Members entitled to vote.

1.08 **OCA** shall mean Ontario Curling Association.

1.09 **League Representation** shall mean that each league will appoint a member of such league to report to the Board of Directors.

1.010 **League Eligibility** shall be determined by each individual league and will set out specifics for which members are permitted to curl in said league.

1.011 **Policies Manual** shall mean a compilation of policies, approved by the Board that give further direction of the general operations of the Club.

1.10 **AGM** shall mean Annual General Meeting.

Article 2: Membership

2.1 Categories

2.1.1 There shall be the following categories of Members:

a) A **Men's** membership shall be open to any male who is, on December 31st in the year of the commencement of the curling season, twenty-four (24) years of age or over and whose membership is in good standing, including payment of required Initiation Fees.

b) A **Women's** membership shall be open to any female who is, on December 31st in the year of the commencement of the curling season, twenty-four (24) years of age or over and whose membership is in good standing, including payment of required Initiation Fees.

c) A **Junior** membership shall be open to any person who is, on December 31st in the year of the commencement of the curling season, under twenty-one (21) years of age and whose membership is in good standing.

d) An **Intermediate** membership shall be open to any person who is, on December 31st in the year of the commencement of the curling season, twenty-one (21) years of age or over and under twenty-four (24) years of age and whose membership is in good standing.

e) A **Social** membership shall be open to any person who is, on December 31st in the year of the commencement of the curling season, 24 years of age or older and whose membership is in good standing.

f) A **Senior** membership shall be open to any person who is, on December 31st in the year of the commencement of the curling season, sixty-five (65) years of age or older and whose membership is in good standing.

g) An **Honourary Annual** membership may be granted by the Board to any person at the discretion of the Board.

Rule 1: This distinction shall be granted to those who have contributed greatly to the Club, as determined by the Board.

h) An **Honourary Life** membership may be granted by the Board to any member, at the discretion of the Board.

Rule 1: No nominations will be taken from the Floor at the AGM. Nominations must be received from a sponsoring Club member by the Board Secretary or President thirty (30) days prior to the AGM.

Rule 2: Life Members shall be exempt from the payment of annual membership fees, however, will pay capital/parking and OCA fees, as required.

i) An **Annual Associate Membership** shall be open to a curler who wishes to participate in OCA events under the name of the Whitby Curling Club.

2.2 Privileges

2.2.1 The following privilege exceptions shall apply to the members specified:

a) Junior members shall not have the right to vote or the right to sit on the Board.
b) Intermediate members who have not paid the Initiation Fee in full shall not have the right to vote or the right to sit on the Board.
c) Social members shall not have the right to vote or the right to sit on the Board. These members shall have the right to spare a maximum of three (3) times throughout a curling season.

Rule 1: It is expected that social members will operate under the honour system and adhere to this exception.

d) Honourary Annual members who have not paid their Initiation Fee in full shall not have the right to vote or the right to sit on the Board.
e) Annual Associate members shall not have the right to curl in club league play, the right to vote or the right to sit on the Board.

2.2.2 Save and except those privileges which may be temporarily or permanently withdrawn by the Board from any member, at the reasonable discretion of the Board, members are entitled to the following privileges:

a) The right to vote at a AGM or Special Meeting, unless otherwise specified below.
b) The right to be elected to the Board, unless otherwise specified below.
c) The right to use the Club facilities at a fee decided upon by the Board and/or Manager.
d) The right to curl in leagues.
e) The right to represent the Club at OCA events.

f) The right to participate in Club functions.

Article 3: Curling Leagues

3.1 League Organization

3.1.1 The Board shall establish and maintain such Curling Leagues as it deems appropriate for purposes of organizing play. For each Curling League a committee shall govern.

Rule 1: In general, there shall be the Men's Leagues – Rated and Divisional; Day Ladies League; Evening Women's League, Seniors League; Mixed Leagues and leagues organized separately for persons under the age of twenty-one (21).

Rule 2: The control, co-ordination and operation of all draws, competitions, play downs and other functions of the League, collectively, shall be governed by their Curling League committee.

Rule 3: These committees will have the power to make recommendations to the Board regarding the regular operations of the Club.

Rule 4: Each league will suggest criteria for member eligibility to the Board. It is up to the Board to approve the eligibility criteria.

Rule 5: The organizational structure to administer and manage each individual Curling League's playing, social and financial activities will be monitored by the Board,

Rule 6: These Curling Leagues are open to Members in good standing and shall, each year, appoint from among their number, a representative to report to the Board.

Article 4: Board of Directors

4.1 Board Composition

4.1.1 The affairs of the Club shall be managed by a Board. The Board shall comprise of a minimum of ten (10) directors, elected or appointed for a minimum two (2) year term (a "Director").

Rule 1: The Directors may hold the following positions:

a) President
b) Past President
c) First Vice President
d) Second Vice President
e) Secretary
f) Treasurer
g) Curling Development

h) Membership
i) Marketing
j) Bar & Kitchen
k) Property and Ice
l) OCA Representative

Rule 2: At the first meeting following each AGM, the Board will appoint each Director to a position.
Rule 3: The Club Manager will report to the Board, as a non-voting member.

4.1.2 If any member of the Board should not be able to complete his/her term as a Director, the vacancy shall be filled by either another member of the Board for the duration of the term, or by an appointed Club member.

4.1.3 The Past President, immediately after his/her term as President, shall serve for a further minimum one year term on the Board, with voting rights.

4.2 Quorum

4.2.1 A Quorum for a meeting of the Board shall be no less than two-fifths of the Board.

4.3 Eligibility

4.3.1 Each Director must be a Member of the Club, eligible to vote and eligible to hold office, at the time of such person's nomination for election and for the duration of their Term of Office.

Rule 1: If the President should not be able to complete his/her term as a Director for any reason, then the vacancy so created shall be filled by the Board for the duration of the term.

4.3.2 A Director shall be twenty-one (21) years of age or older on December 31st in the year of commencement of the curling season, provided their Initiation Fee is paid in full.

4.4 Replacement

4.4.1 In the event a Director fails to complete the term of office, an appointed member can be called upon to replace said Director.

4.5 Management and Supervision of the Club

4.5.1 The Board shall manage or supervise the management of the affairs and business of the Club and the powers of the Board shall include, but not be limited to the following:

a) Recommend adoption and amendment of by-laws concerning the operation of the Club for approval by Members at the AGM.
b) Recommend and adopt any rules and procedures concerning the operation of the Club. The rules of the by-laws are for approval by the Board.
c) Employ a manager at compensation to be determined by the Board, to perform such duties and services as the Board shall authorize.
d) Employment and dismissal of personnel necessary for the maintenance and operation of the Club will be the primary responsibility of the Manager; however, the Manager will consult with the Executive Committee.
e) Compensation of those personnel listed in (d) will be developed by the Manager, in consultation with the Treasurer.
f) To settle, adjust, comprise or refer to arbitration any claim or claims which may be made upon or which may be asserted on behalf of the Club.
g) To borrow such amounts as, in its discretion, are necessary or desirable in order to protect, maintain, preserve or insure the due and continuing operation of the Club and to secure any such loan by mortgage, pledge or charge or any assets owned by the Club, subject to approval or each such borrowing or loan by the Voting Members at a meeting duly called for the purpose.
h) To retain and hold any securities or other property, whether real or personal, which shall be received by the Club.
i) To sell, convey, exchange, assign or otherwise deal with any personal property at any time owned by the Club.
j) To sell, convey, exchange, assign or otherwise deal with any real property at any time owned by the Club, subject to approval by the Voting Members at a meeting duly called for the purpose.

4.6 Executive Committee

4.6.1 There shall be an Executive Committee which consists of the President, Past President, first Vice President, Treasurer and Manager for the purpose of dealing with urgent Club matters and reporting back to the Board.

4.7 Indemnity

4.7.1 No Director of the Club shall be liable for the acts, neglect or default of any other Director or for joining in any act for conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortions act of any persons with whom any of the moneys, securities or effects of the Club shall be deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss, damage or misfortune whatsoever shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonest or fraudulent act or acts.

4.7.2 Every Director of the Club and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against:

a) All costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of duties of his office.

b) All other costs, charges and expenses which he properly sustains or incurs in or about or in relation to the affairs thereof; except for dishonest or fraudulent act or acts.

4.8 Powers to Make Rules and Procedures

4.8.1 The Board may make rules and procedures relating to the administrative and internal affairs of the Club, not inconsistent with this By-Law. Without limiting the generality of the foregoing, the Board may make rules regarding:

a) banking and finance
b) creation/dissolution of Committees
c) membership fees
d) rules and procedures for purposes of implementation of this By-Law

Rule 1:

a) Banking and Finances

i. The Treasurer shall, under the direction of the Board, be responsible for all such activities.

ii. The Treasurer shall formulate the policies and guidelines regarding the Club's finances and submit them to the Board for approval.

b) Creation/Dissolution of Committees

The Board of Directors shall designate:

i. the name of the Committee

ii. the Committee's mandate

iii. the Chair of the Committee

iv. the constituent Membership of the Committee

v. the budget for the Committee (if required)

c) Membership fees

i. Membership fees will be set by the Board, taking into account infrastructure requirements for the Club, and inflation rates.

ii. The Board reserves the right to increase annual membership fees, once a year, if required.

d) Rules and Procedures

i. The rules shall be provided to the Membership as a companion document to this By-Law (in italics), as approved by the Board.

ii. The Policies Manual shall supplement the Rules. It shall be available through the Office to all current members, if requested.

Article 5: Meetings

5.1 Notice of Meeting

5.1.1 Notices of all AGM's and Special Meetings shall be sent to all Members at least ten (10) days prior to its assembly, which notice shall include the time, place and agenda for the meeting.

5.2 Quorum

5.2.1 A minimum of twenty-five (25) Voting Members of the Club present in person shall constitute a quorum for an AGM or Special Meeting. No business shall be transacted at any meeting unless the said quorum be present.

Rule 1: If there is no quorum present, there may be a question and answer period to be chaired by the President, with notes taken rather than Minutes. A subsequent meeting will have to be scheduled at a later date.

5.3 Voting

5.3.1 Voting Members present at the meeting shall be entitled to one vote on all questions. In case of a tie vote, the President of the meeting shall have the casting vote.

5.3.2 By-laws may be may be amended at any AGM or Special Meeting of the Club by two-thirds (2/3) majority vote of the Voting Members in attendance. For greater clarity, however, the rules outlined in Section 4.10.1 may be amended by the Board outside of the AGM.

5.4 Annual General Meetings

5.4.1 The Annual General Meeting must be held at least once a year and not more than 15 months after the preceding AGM.

5.4.2 At this meeting, such business, as required by law, shall be transacted together with any other business, which shall be properly brought before the Membership in accordance with this By-Law.

5.4.3 Any Member wishing to add an item to the agenda of the Annual General Meeting must submit the request to the Board Secretary or President at least thirty (30) days prior to the meeting.

Rule 1: The Agenda for each Annual General Meeting shall include, but not be limited to, the following items:

- *Minutes of the last AGM*
- *President's Address*
- *Treasurer's Address*
- *Manager's Report*
- *Director and League Reports*
- *Nominations/Elections*
- *Other Business*
- *Announcement of future AGM's*

5.5 Special Meetings

5.5.1 A Special Meeting may be called by the Board to resolve any issue, or may be called at the request of fifty (50) Voting Members who shall so

request by a single letter, signed by all of the said members and delivered to the Board secretary at least thirty (30) days prior to the meeting.

5.5.2 Any motion to be put forth at a Special Meeting must be presented to the Board at least thirty (30) days prior to the meeting.

5.5.3 Only the items of business for which the Special Meeting was called shall be dealt with at that meeting or any adjournment thereof.

Article 6: Fees

6.1 General

6.1.1 The Board shall set membership fees for the various categories of membership. All fees are due and payable upon application for membership and annually at the start of the curling season.

6.2 Default of Fees

6.2.1 A Member who is in default of payment of fees by more than thirty (30) days may not be entitled to any of the privileges or benefits of membership and may, at the discretion of the Board, have their membership in the Club revoked.

6.3 Initiation Fee

6.3.1 The Initiation Fee is required as an investment on the part of each member, as a commitment to improvements for the operations of the Club. An Initiation Fee may be deferred to the second year of membership or phased in over a defined period, at the discretion of the Board.

Article 7: Dissolution of the Club

7.1 Dissolution Definitions

7.1.1 For the purpose of this Article, “Member” shall mean those members who have paid the Initiation Fee in full at any time during or subsequent to the year 1958 and who have paid the required yearly fees.

7.1.2 For the purpose of this Article, “Membership Credit” shall include credit accumulated by any member at any time during or since the year 1958 so long as said member has not ceased being a member for a period of five (5) consecutive years, in which case, all membership credits accumulating prior to the five year period shall be deemed to be automatically extinguished.

7.1.3 For each year that each member was a member since 1958, said member will receive one membership credit being limited in accordance with Article 7.1.2

7.2 Dissolution Calculation

7.2.1 In the event that the Club is dissolved in accordance with The Corporations Act of Ontario (R.S.O. 1990) the whole of its remaining property, after payment of all debts, shall be distributed to each member in accordance with the following ratio:

$$\frac{\text{Individuals Membership Credits}}{\text{Total Membership Credits Available}} \times \text{Funds Available For Distribution}$$

7.2.2 For the purposes of this Article, notice of dissolution shall be mailed to all Members entitled to share in the proceeds of distribution at the address shown in the records of the Club only.