

## Cornwall Curling Club Constitution (Amended April 2008)

### Article 1: Name

- 1.1 The name of the organization shall be the "Cornwall Curling Club", hereinafter referred to as the "Club".
- 1.2 The club is a non-profit and non-sectarian organization.

### Article 2: Objective

- 2.1 The objective of the Club shall be to promote both active and passive participation in the game of curling and in such other games and social activities as may be compatible with that objective and as may be authorized by the Board of Directors from time to time.

### Article 3: Expenses, Income & Property

- 3.1 The income and property of the Club, whatever source derived, shall be applied solely towards the promotion and furtherance of the objectives of the Club.

### Article 4: Corporate Seal

- 4.1 The Corporate Seal of the Club shall consist of a circular press imprinting the words "The Cornwall Curling Club (1980) Limited" and "Incorporated 1980" and "Head Office - Cornwall, P.E.I."

### Article 5: Remuneration

- 5.1 The Board of Directors shall not be remunerated for their duties; however approval may be granted for reimbursement for travel and accommodations and other related expenses while representing the club on official business.
- 5.2 The Board of Directors may approve an honorarium for specified positions and services required by the Club.
- 5.3 The Board of Directors may employ a person to assist in the management of the Club, and shall cause to be hired bar stewards, ice-makers and such other staff as may be required for the proper operation of the Club. The remuneration for each member of the staff of the Club shall be confirmed by the Board of Directors.

Article 6: Dissolution

- 6.1 In the event of dissolution or the winding up of the Club, the procedure for dissolution shall be as provided for in the By-laws.

Article 7: Amendments to the Constitution

- 7.1 Amendments, additions or alterations to the Constitution must occur at the Annual General Meeting or a Special General Meeting called for that purpose.
- 7.2 Members must receive at least twenty-one (21) days notice of the proposed change(s).
- 7.3 At least two-thirds (2/3) of the members present at the meeting who are eligible to vote must approve the change(s).

## Cornwall Curling Club & By-Laws

### Revision History

Version	DATE	SECTION	Description
1	April 2008		Amended
2	October 2014	2.1.6 2.1.7 2.1.8  2.1.11	<ul style="list-style-type: none"> <li>• Directors' term length changed from 3 to 2 years</li> <li>• Directors shall be elected to fill vacancies each year.</li> <li>• No Director shall be eligible for election to more than two consecutive terms.</li> <li>• Term changed to "Two Years"</li> </ul>
3	February 2018	2.1.6 2.1.8	<ul style="list-style-type: none"> <li>• Director's term length changed from 2 to 3 years</li> <li>• No Director shall be eligible for election to consecutive three-year terms.</li> </ul>
4	December 2018		<ul style="list-style-type: none"> <li>• Changed Youth Committee to Development Director and expanded the role (2.4.8)</li> </ul>

## ARTICLE 1: Membership

### 1.1 Classification of Members

1.1.1 The Club shall have three classes of membership, namely, Adult, Youth and Social.

1.1.2 Adult members shall be entitled to enjoy all of the rights and privileges of the Club.

1.1.3 Youth Members shall be entitled to enjoy the right and privilege to curl during and at such times as may be prescribed from time to time by the Board of Directors.

Youth Members shall be not less than six (6) or more than twenty (20) years of age.

1.1.4 Social Members shall be entitled to enjoy all of the rights and privileges of the Club excepting the right and privilege to curl and to vote, with the exception of Article 2.1.10.

### 1.2 Rights and Privileges of Adult Membership

1.2.1 An annual membership shall be for the period beginning on October 1 in one year and ending on September 30 in the next succeeding year.

1.2.2 Members shall conform to the by-laws and regulations of the Club and shall conduct themselves in a decorous manner at all times.

1.2.3 Adult Members in Good Standing are entitled to:

- (a) receive notice of General Meetings of the Club;
- (b) attend meetings of the Club;
- (c) speak at meetings of the Club
- (d) vote at meetings of the Club; and
- (e) exercise other rights and privileges given to members in these By-laws.

1.2.4 Members in Good Standing: A member is in Good Standing when that member has paid all fees required within the allotted time frame.

### 1.3 Membership Dues

1.3.1 Each Member shall pay annual dues in accordance with the schedule prescribed by the Board of Directors.

1.3.2 The Board of Directors may authorize the refund of a portion or all of the annual dues paid by a Member if circumstances beyond the control of the Member intervene which preclude the Members participation in the rights and privileges of membership.

### 1.4 Suspension of Membership

1.4.1 The rights and privileges of any Member of the Club may be withdrawn or suspended by the Board of Directors.

#### 1.4.2 Notice of Suspension

The impugned Member may be invited to attend a special meeting of the Board of Directors called to consider the charges and/or allegations. The impugned Member shall be provided with a copy, in writing, of the charges and/or allegations at least four (4) days prior to the date of the special meeting.

#### 1.4.3 Decision of Board of Directors

A simple majority vote of the Directors present at the special meeting shall determine the issue and dispose of the matter. The Member concerned shall be informed promptly in writing of the Board=s decision



## 1.5 Member Liability

- 1.5.1 No person who is now, or who later becomes, a member of the Club shall be personally liable to its creditors for any indebtedness or liability and any and all creditors of the Club shall look only to the assets of the Club for payment.

## ARTICLE 2: Governance

### 2.1 Board of Directors

- 2.1.1 The affairs of the Club shall be conducted by the Board of Directors, composed of twelve (12) Directors elected by voting Members. No person shall be eligible for election as a Director unless that person is an Adult Member in good standing of the Club.
- 2.1.2 The Board of Directors shall elect a President, a Vice-President, a Secretary, and a Treasurer from their membership. These persons shall constitute the officers of the Club.
- 2.1.3 The Immediate Past President shall be a member of the Board of Directors.
- 2.1.4 The names of the Directors and their respective responsibilities shall be posted on the Club web site.
- 2.1.5 Subject to the limitations of these by-laws, all corporate powers of the Club shall be exercised by or under authority of, and the business and affairs of the Club shall be controlled by the Board of Directors.
- 2.1.6 Each Director shall be elected for a term of three (3) years ending at the third annual meeting after the Directors' election.
- 2.1.7 Each year, Directors shall be elected to fill vacancies created by retiring Directors, to achieve the full complement of 12 Directors.
- 2.1.8 No Director shall be eligible for election to consecutive three-year terms.
- 2.1.9 Unless otherwise specified in these by-laws, the Board of Directors shall confirm the presiding Directors for each of the Committees described in Article 2.4.
- 2.1.10 A Director who, by reason of illness or physical impairment, is unable to

participate in all of the activities of the Club as an adult Member, need not retire from the Board of Directors provided that a Social Membership is maintained during the period of illness or physical impairment.

- 2.1.11 Any Director may be removed before the expiration of the Director's term by an affirmative majority vote of the Directors present at any regular meeting of the Board or at a special meeting duly convened for that purpose. Another person may be elected by simple majority vote to hold office for the unexpired portion of the two-year term of the Director so removed.
  - 2.1.12 Should a vacancy on the Board of Directors occur because of the death or retirement of a Director, the remaining Directors shall have the power to fill the vacancy until the next annual meeting.
- 2.2 Meetings of the Board of Directors
- 2.2.1 The Board of Directors shall hold regular meetings at such times and in such places as may be agreed upon from time to time. The frequency of such regular meetings shall be dictated by the operational needs of the Club.
  - 2.2.2 A special meeting of the Board of Directors may be called at any time provided that each Director has been given a minimum of two (2) day's notice of such meeting.
  - 2.2.3 An emergency meeting of the Board of Directors may be called at any time provided that all of the Directors, whether present for, or absent from the meeting have consented to the calling of such meeting.
  - 2.2.4 Attendance of fifty (50) percent plus one (1) shall constitute a quorum at any meeting of the Board of Directors.
- 2.3 Officers
- 2.3.1 The President
    - (a) shall be the chief executive officer;
    - (b) shall have overall responsibility for the conduct of the affairs of the Club in accordance with these by-laws;
    - (c) shall call meetings of the Board of Directors;
    - (d) shall preside at all meetings of the Board of Directors and of the Club;
    - (e) is responsible for the overall direction of the Club; and
    - (f) is the main spokesperson for the Club.
  - 2.3.2 The Vice-President

- (a) Shall assume the duties of the President and become Acting President when the President is absent or otherwise unable to perform.

#### 2.3.3 The Secretary

- (a) shall prepare and preserve the minutes of all meetings of the Board and of the Club; and
- (b) Shall distribute minutes to the members of the Board of Directors prior to the meeting.

#### 2.3.4 The Treasurer

- (a) shall be responsible for the integrity and security of the financial records of the Club;
- (b) shall attend to the financial affairs of the Club;
- (c) shall, in conjunction with the manager, receive and account for all monies and shall settle all of the accounts properly payable to the Club;
- (d) shall work with the auditors on the audit of the financial statements; and
- (e) shall present the financial reports to the Board and the AGM.

### 2.4 Committees

2.4.1 The Directors, who chair committees, may appoint members from any appropriate class of membership to assist in carrying out the responsibilities of the respective committees.

#### 2.4.2 The Finance Committee

- (a) shall prepare an annual budget and present it to the Board for approval
- (b) monitor and control expenditures,
- (c) present financial statements on a monthly basis,
- (d) negotiate mortgage and contract renewals as required, and
- (e) advise on financial implications of proposed Board actions.

#### 2.4.3 The Membership and Draws Committee

- (a) shall survey member's likes and dislikes about the Club and recommend actions,
- (b) shall plan and host events designed to introduce prospective members to the Club,



- (c) shall organize a membership database, and
- (d) shall establish draws and draw masters.

#### 2.4.4 The Publicity Committee

- (a) shall create continuous awareness of the Club in the community,
- (b) shall coordinate communications with the membership, and
- (c) shall ensure all updates are made to the web site

#### 2.4.5 The Facility Committee

- (a) shall oversee a maintenance (cleaning) and repair program of Club assets,
- (b) shall oversee security provisions,
- (c) shall oversee bar operations,
- (d) shall make recommendations to Board on capital expenditures, and
- (e) shall establish a long term plan for facility ownership and operation.

#### 2.4.6 The Bonspiel and Social Events Committee

- (a) shall develop a plan for Club - sponsored bonspiels and social events;
- (b) shall arrange for a lead person and volunteers for each event;
- (c) shall develop planning and reporting documentation for each event;
- (d) shall negotiate with sponsors of bonspiels; and
- (e) shall report to the Board on event planning status and results.

#### 2.4.7 The Fund Raising and Volunteer Committee

- (a) shall plan and implement fund raising activities as required;
- (b) shall establish and maintain a list of Club volunteers;
- (c) shall work with other committees to ensure that their volunteer requirements are met; and
- (d) Shall undertake activities to provide volunteer recognition.

#### 2.4.8 Development Director

- (a) Shall focus on all training and mentoring programs, such as, but not limited to, Junior Curling, Senior Learn to Curl, Curling Etiquette, and any additional Club programs we choose to develop.

#### 2.4.9 The Seniors Committee

- (a) Shall report on Seniors (daytime) curling activities.
- (b) Shall be chaired by the Director nominated from the Seniors Coordinating Committee.

#### 2.4.10 The Nominating Committee

- (a) shall be appointed by the Board of Directors in March of each year;
- (b) shall propose the names of Adult Members who are prepared to stand for election to the Directors positions which will be vacated at the forthcoming Annual Meeting;
- (c) shall accept one nominee selected by the Seniors Coordinating Committee; and
- (d) shall be chaired by the Immediate Past President.

#### 2.4.11 The By-Laws Committee

- (a) shall have charge of the original copy of the By-Laws of the Club;
- (b) shall review the by-laws at least once during the year;
- (c) shall submit to the Board of Directors, in April, its recommendations and such other proposals as may have been received for amendments; and
- (d) shall ensure that the requirements of the Office of the Attorney General: Consumer, Corporate & Insurance Division with respect to by-laws are observed.

### ARTICLE 3: Finance and Management

#### 3.1 Fiscal Year

- 3.1.1 The financial year of the Club shall be the period beginning on May 1 in one year and ending on April 30 in the next succeeding year.

#### 3.2 Audit: Third Party Review

- 3.2.1 The Board of Directors shall ensure an annual audit or a third party independent review of the financial record of the Club.

#### 3.3 Signing Authority

- 3.3.1 Cheques, drafts, or orders for the payment of money, notes, acceptances and bills of exchange may be drawn, accepted, endorsed and signed by such officers of the Club and/or persons as the Board of Directors may from

time to time prescribe.

- 3.3.2 Upon approval of the Board, contracts, documents, or any instrument in writing (other than noted in Article 3.3.1 and Article 3.4.2) requiring the signature of the Club may be signed by the President or Vice President and the Secretary; and all contracts, documents, and instruments in writing so signed shall be binding on the corporation without any further authorization or formality.
- 3.3.3 The Board of Directors shall have power from time to time by resolution to appoint any other officer or officers and or Directors on behalf of the Club to sign specific contracts, documents or instruments in writing generally.

#### 3.4 Club Manager

3.4.1 The Board of Directors may fill the position of Club Manager as required. The incumbent shall have the responsibilities for the day-to-day operation of the club, including:

- (a) management of staff (other than Ice Maker);
- (b) provision of supplies;
- (e) rental of facility;
- (f) maintenance of financial accounts;
- (g) maintenance of filing system; and
- (h) other duties as described in the Manager job description.

3.4.2 The Club Manager may sign documents relating to the conduct of this position.

#### ARTICLE 4: Meetings

##### 4.1 The Annual General Meeting

4.1.1 The Annual Meeting of the Club shall be held on a suitable evening during in the Month of May.

4.1.2 The agenda for the meeting shall provide for

- (a) The receipt of reports from committees;
- (b) the receipt of a statement of the financial affairs of the Club;
- (c) the review of the by-laws;
- (d) the election of Directors; and

(e) any other matter relative to the management of the Club.

4.1.3 Nominations of consenting Regular Members for election to director positions may be made from the floor.

4.1.4 If an election is necessary, the election of Directors shall be determined by secret ballot. Those receiving the highest number of votes shall be declared elected.

4.1.5 Notice of the Annual Meeting shall be given by posting a notice on the Club web site and by advertising in the Charlottetown daily newspaper(s) at least two (2) weeks before the date of the meeting. The notice shall be advertised a second time one (1) week before the date of the meeting.

#### 4.2 Special General Meeting

4.2.1 A special general meeting may be called by the President at any time. Such a meeting must be called by the President upon receipt of a written request from ten (10) Regular Members in good standing.

4.2.2 Notice of such a meeting shall be given by posting a notice on the Club web site and by advertising in the Charlottetown daily newspaper(s) at least one (1) week before the date of the meeting.

#### 4.3 Voting

4.3.1 Adult Members in good standing only shall be entitled to vote at any meeting of the Club.

#### 4.4 Quorum

4.4.1 Fifteen (15) Adult Members, none of whom shall be Directors, shall constitute a quorum at any meeting of the Club.

### ARTICLE 5: Regulations

5.1 The Club premises shall be open at such hours and on such days as the Board of Directors may from time to time prescribe.

5.2 All activities on the Club premises shall conform to the appropriate provincial laws. The Board of Directors may from time to time prescribe or otherwise limit activities to ensure conformance with such laws.

5.3 The Board of Directors shall cause to be posted such House Rules as are deemed to be in the interest of the efficient and decorous management of the

Club. Such House Rules may be formulated and, from time to time, reviewed by the By-Laws Committee or by any other committee struck by the Board of Directors for that purpose.

#### ARTICLE 6: Dissolution

- 6.1 In the event of winding up the Club, any surplus shall be distributed to an organization or organizations whose character is charitable, social, sporting or the like.

#### ARTICLE 7: Amendments to the By-Laws

- 7.1 These by-laws may be amended by an affirmative vote of two-thirds (2/3) of the Adult Members present at any general meeting of the Club.
- 7.2 Written notice of motion, containing the proposed amendment(s), shall be in the hands of the Secretary at least three (3) weeks before the general meeting at which the proposed amendment(s) will be moved.
- 7.3 If it is proposed to amend the By-Laws of the Club at the meeting, the notice of such meeting shall be posted on the Club's web site and shall include the text of the proposed amendment(s). The advertisement of such meeting shall state that the by-laws will be amended.