

Bylaws of Osoyoos Curling Club (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions:

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time.

"Board" means the directors of the Society.

"Bylaws" means these Bylaws as altered from time to time.

"Life Time Member" means a person who has paid the full membership for the Society and can participate in the affairs of the Society by the exercise of full voting privileges in accordance with the provisions of these Bylaws.

"Minor Member" means a person who is under the age of 19 years and participates in the Society activities and wherein membership fees and voting privileges do not apply.

"Non-Active Member" means a person who is not participating in the activities of the Society and is a Life time Member. A non-active member has the right to vote on the Society's affairs at a general meeting.

"Non-Member" means a person who has chosen to pay the full membership fee for the Society in yearly installments. A Non-member does not have the right to vote on Society's affairs at a general meeting until all membership fees have been paid.

"Membership Fee" is a one-time fee allowing full membership privileges.

"Statement of Directors and Registered Office" outlines the full names and mailing addresses of the Directors and the mailing address of the registered office of the Society.

"Ordinary Resolution" means a resolution passed at a General meeting or an Annual General Meeting by a simple majority of the votes cast by the voting members.

"Special Resolution" means a resolution passed at a Special General Meeting or an Annual General Meeting by a simple majority of the votes cast by the voting members.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

- 1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

- 2.1** A person may apply for membership, and upon the Board's acceptance, the person has the right to become a Life Time Member or a Non-Member.

Classes of Membership

- 2.2** Membership shall be divided into the following classes:
- a) Life Time Members, Non-Members, Non-Active Members, and Minor Members in good standing.
 - b) Eligibility to serve as Directors of the Society includes Life Time Members and Non-Active Members in good standing.
 - c) The right to vote on Society affairs includes Life Time Members and Non-Active Members.

Duties of members

- 2.3** Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership fee

- 2.4** The amount of the membership fee shall be determined by the Board and may be changed from time to time.

Member not in good standing

- 2.5** A member is not in good standing:
- a) If the member fails to pay the membership fee, or portion thereof, he/she is not in good standing for as long as any membership dues remain unpaid
and;
 - b) Can not vote at a general meeting and is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of members and non-members

- 2.6** Membership is terminated in any one of the following ways:
- a) Life Time member by delivering his or her resignation in writing to the Society at the registered address.
 - b) Upon death.
 - c) Non-Members who have not paid the full membership fee within 12 consecutive months from application will be terminated without refund.
- 2.7** A member may be expelled or suspended from the Society for conduct detrimental to the interests of the Society by a majority vote of the Board of Directors. Re-admission as a member shall be the majority vote by the Board of Directors.

PART 3 –MEETINGS OF MEMBERS

Meeting of Members

- 3.1** General meetings of the Society shall be held at the time and place that the Directors decide in accordance with the Society Act.
- 3.2** The Annual General Meeting of the Society shall be held once every year, no later than 3 months following the end of the fiscal year August 31st.
- 3.3** Every general meeting, other than an Annual General Meeting, is a Special General Meeting. The Board of Directors may, when appropriate to do so, convene a Special General Meeting. The time and place will be the decision of the Directors.
- 3.4** Robert’s Rules of Order shall apply to all meetings of the Society.

Notice of general meeting

- 3.5** The notice of a General Meeting:
- a) Must be provided to members at least fourteen (14) days in advance of the meeting and must specify the place, day and hour of the meeting. Notice will be emailed to members who have provided an email address to the Society
and;
 - b) Notice of date, time and location of the meeting is published at least 14 days immediately before the meeting in the local newspaper and posted on a website that is maintained by or on behalf of the Society and is accessible to all members of the Society.

Accidental omission to sent notice

3.6 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.

Ordinary business at General Meeting

3.7 At a General Meeting, the following business is ordinary business:

- a) Elect an individual to chair the meeting, if necessary.
- b) Determine that there is a quorum.
- c) Approve the agenda.
- d) Approve the minutes from the last general meeting.
- e) Consider any financial statements of the Society presented to the meeting.
- f) Consider reports, if any, of the Directors.
- g) Deal with business arising from the last General Meeting.
- h) Deal with business arising out of a report of the Directors not requiring the passing of a special resolution.

Notice of Special General Meeting

3.8 A notice of a Special General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of General Meeting

3.9 The following individuals are eligible to preside as the chair of a General Meeting:

- a) The individual appointed by the Board to preside as the chair
- b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair, then:
 - i. the President,
 - ii. the Vice-president, if the President is unable to preside as the chair, or
 - iii. one of the other Directors present at the meeting, if both the President and Vice-president are unable to preside as the chair.

Alternate chair of General Meeting

3.10 If there is no individual entitled under these Bylaws who can preside as the chair of a General Meeting within 15 minutes from the time set for holding the meeting, then the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.11 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for General Meetings

3.12 The quorum for the transaction of business at a general meeting is the minimum of 10 members in good standing.

Lack of quorum at commencement of meeting

3.13 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present, then:

- a) In the case of a meeting convened on the request of members, the meeting is terminated, and
- b) In any other case, the meeting stands adjourned until the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, then the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.14 If, at any time during a General Meeting, there ceases to be a quorum of voting members present, business then in progress continues with the voting members who are present constitute a quorum for that meeting.

Adjournments by chair

3.15 The chair of a General Meeting may, or if so, directed by the voting members at the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned General Meeting

3.16 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, proper notice of the continuation of the adjourned meeting must be given.

Order of business at Society's Annual General Meeting

3.17 The order of business at the Annual General Meeting is as follows:

- a) Elect an individual to chair the meeting, if necessary.
- b) Determine that there is a quorum.
- c) Approve the agenda.
- d) Approve the minutes from the last annual general meeting.
- e) Deal with business arising from the last general meeting.
- f) The Board shall present the Financial report for the preceding financial year and the report shall be open to inspection by all voting members at such annual meeting.
- g) Vote on budget for the subsequent term.
- h) Review any other reports of Directors' activities and decisions since the previous annual general meeting;
- i) Elect or appoint Directors.
- j) Appoint an auditor, if any.
- k) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting
- l) Adjourn the meeting.

3.18 Methods of voting

The methods of voting at a General Meeting:

- a) A voting member is entitled to one vote only.
- b) Proxy voting is not permitted.
- c) Voting is in person by a show of hands.
- d) Simple majority of votes cast by the voting members is required to pass a motion.

Announcement of result

3.19 The chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

PART 4 – BOARD OF DIRECTORS

Number of Directors on Board

4.1 The Society must have no fewer than 6 and no more than 9 Directors.

Duties of Directors

4.2 A Director of the Society must, when exercising the powers and performing the functions of a director of the Society:

- a) Act honestly and in good faith with a view to the best interests of the society.
- b) Exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances.
- c) Act in accordance with this Act and the regulations, and
- d) Subject to paragraphs (a) to (c), act in accordance with the bylaws of the Society.

Election or appointment of Directors

4.3 At each Annual General Meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. An elected or appointed Director must be Life Time Member or Non-Active Member.

Term of Director

4.4 The term of office shall be two (2) years commencing at the end of the Annual General Meeting at which the person is elected and ending at the end of the Annual General Meeting for the final year of the term, unless the person resigns, or is removed from or vacates his/her office.

- a) Directors shall be eligible for re-election.

Directors may fill casual vacancy on Board

4.5 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of a vacancy, resignation, death or incapacity of a Director.

Term of appointment of Director filling casual vacancy

- 4.6** A Director appointed by the Board to fill a vacancy ceases to be a Director at the next AGM. Said person may be elected following the normal procedure.

PART 5 – DIRECTORS’ MEETINGS

Calling Directors’ meeting

- 5.1** A Directors’ meeting may be called by the President or by any 2 other Directors.

Notice of Directors’ meeting

- 5.2** At least 5 days’ notice of a Directors’ meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** The accidental omission to give notice of a Directors’ meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Quorum of Directors

- 5.4** The quorum for the transaction of business at a Directors’ meeting is a majority of the Directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

- 6.1** Directors must be elected or appointed to the following Board positions, and a Director, other than the president, may hold more than one position:
- a) President
 - b) Vice-president
 - c) Secretary
 - d) Treasurer

Directors at large

- 6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.

Role of President

6.3 The President is responsible for supervising the other Directors in the execution of their duties. The President is the Chair of all meetings, unless he/she is appointed a replacement.

Role of Vice-President

6.4 The Vice-President is responsible for carrying out the duties of the President if the President is unable to act.

Role of Secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) Issuing notices of General Meetings and Directors' meetings.
- b) Taking minutes of General Meetings and Directors' meetings.
- c) Keeping the records of the Society in accordance with the Act.
- d) Conducting the correspondence of the Board.
- e) Filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of Secretary from meeting

6.6 In the absence of the Secretary, the Board must appoint another individual to act as Secretary at the meeting.

Role of Treasurer

6.7 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) Receiving and banking monies collected from the members or other sources.
- b) Keeping accounting records in respect of the Society's financial transactions.
- c) Preparing the Society's financial statements.
- d) Preparing and presenting the subsequent year's budget.
- e) Making the Society's filings with respect to taxes.

PART 7 – FINANCE

Remuneration of Directors

7.1 These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity with Board approval.

Signing authority

7.2 Any cheque or bill or exchange drawn or endorsed by the Society shall require the signatures of two (2) Directors authorized signatory to the purpose.

7.3 A contract or other record to be signed by the Society must be signed on behalf of the Society:

- a) By the President, together with one other Director.
- b) If the President is unable to provide a signature, by the Vice-President together with one other director.
- c) If the President and Vice-President are both unable to provide signatures, by any 2 other Directors, or
- d) In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Investments

7.4 Investment must only be in a term deposit or daily interest-bearing account secured by bank deposit insurance.

7.5 Any other type of investment must be authorized by ordinary resolution at a General Meeting of the Society.

Borrowing

7.6 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.

7.7 A debenture must not be issued without the authorization of a special resolution at a General Meeting.

- 7.8** Notwithstanding anything contained in these bylaws, borrowing in excess of ten thousand dollars (\$10,000) must first be approved by the members by ordinary resolution at a General Meeting.
- 7.9** The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

Disposal of Capital Assets

- 7.10** The members shall be consulted, if assets, in excess of five thousand dollars (\$5,000) in value, are proposed for liquidation. Notification to members will follow 3.5 a) and b)

PART 8 – DOCUMENTS AND RECORDS

Record Keeping

- 8.1** Board members must perform their legal duties with care. An effective way to minimize risk to themselves and the Society is to ensure permanent official records exist of the board's activities. Good record keeping helps the Society function efficiently, effectively and ensure accountability to its members and the public.

Accessing Records

- 8.2** The members may have access to the financial statements of the Society and the Director and Member meeting minutes of the Society upon written request.
- 8.3** Members may have access to personal contact information to allow them to contact other members related to participation in the Society's activities.
- 8.4** A copy of the Certificate of Incorporation and the Constitution and Bylaws of the Society shall be kept at the Society's office.
- 8.5** Members may not access any other document or records, not mentioned in 8.2, 8.3 and 8.4.

Meeting Minutes

- 8.6** Annual General meeting minutes will be published electronically on the Society's website and a copy may be posted on the Society's notice board.

PART 9 – DISSOLUTION OF SOCIETY

- 9.1** In the event of the dissolution of the Society, all remaining funds received from grants with specific requirements for dispersal or refund at the dissolution or wind-up of the recipient organization will be dispersed or refunded per the requirements of the grant.
- 9.2** In the event of dissolution of the Osoyoos Curling Club, any assets remaining after payment of all debts and obligations will revert to the Town of Osoyoos.

PART 10- BYLAWS

Change of Bylaws

- 10.1** Bylaws can only be changed at a General Meeting by Special Resolution.