



CONSTITUTION AND BYLAWS

CONSTITUTION

1. The name of the society is Curl BC.
2. The purposes of the society are:
 - a. to promote and develop the game of curling as a recreational and competitive sport in the province of British Columbia;
 - b. to provide technical, marketing and other relevant assistance to member curling facilities in order to promote the sport of curling generally;
 - c. to arrange and conduct playdowns and championships for the purpose of determining provincial championship teams.

BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

PART 1 – INTERPRETATION

1. In these bylaws, unless the context otherwise requires:
 - a. “regions” means those 11 geographical areas outlined in red on the map attached hereto as Schedule A, and “region” means any one of those 11 geographic areas, as the context requires;
 - b. “zone” means the base geographical area from which regional curling champions may be declared as defined by the society’s board of governors from time to time;
 - c. “service areas” means those geographical areas, as defined by the governors from time to time, from within which the society delivers services to its members;
 - d. “facility” means the entire community within one physical facility which operates and participates in curling activities;
 - e. “member facility in good standing” means a member facility that has paid its current annual membership fee, or any other subscription or debt due and owing by the member facility to the society;
 - f. “delegate” means a person appointed by a member facility in accordance with these bylaws to attend general meetings of the society;
 - g. “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - h. “governor” shall have the same meaning as “director” as defined in the Society Act;
 - i. “voting members” means those members of the Society classified as “member facilities” members; and
 - j. “society” means Curl BC.
2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2 – MEMBERSHIP

4. Membership in the society shall be divided into five classes, namely:
 - a. Member facilities
 - b. Life Members
 - c. Honorary Life Members
 - d. Affiliated Curlers
 - e. Affiliated Associations
5. Member facilities shall each be considered a “member” of the society within the meaning and application of the provisions of the Society Act.
6. Any curling facility within the province of British Columbia may be eligible for membership, provided it fulfills the following conditions:
 - a. it offers regularly organized curling activities within a building properly equipped and maintained for curling;
 - b. it allows for identical membership for both genders and equal participation in decision making by adults of both genders; and
 - c. it operates its curling activities under the guidance of an executive, board of directors, curling committee, or any other body empowered to manage the sport of curling in a facility.
7. A curling facility may apply to the governors for membership in the society and on acceptance by the governors is a member facility within the region where it is physically located.
8. Upon acceptance of the governors’ recommendation by a majority vote of the delegates at any general meeting, Life Membership shall be bestowed on any person so recommended for recognition of special services to the society (or a predecessor thereof) and to the game of curling and who has served the sport of curling in an outstanding manner and has worked on a voluntary basis without remuneration for services rendered. Life Members shall be entitled to all the privileges of membership in the society, save and except voting at any meeting of the society (except as a delegate) and shall be excluded from the number of curlers upon which a member facility’s annual dues may be calculated. Individuals holding life memberships of the British Columbia Interior Curling Association, the British Columbia Ladies Curling Association, the Pacific Coast Curling Association or the former Curl BC shall be entitled to become Life Members of this society.
9. Upon acceptance of the governors’ recommendation by a majority vote of the delegates at any meeting, Honorary Life Membership shall be bestowed on any person so recommended for recognition of special services to the society (or a predecessor thereof) and to the game of curling and who would not qualify for Life Membership. Honorary Life Members shall be entitled to all the privileges of membership in the society, save and except voting at any meeting of the society,

and shall be excluded from the number of curlers upon which a member facility's annual dues may be calculated.

10. Any association or organized group whose primary purpose is the advancement or development of the sport of curling, whose members are affiliated curlers and who is not eligible to become a member facility, or is a multi-sport organization that provides services to affiliated curlers, may apply to the governors for membership in the society and upon acceptance by the governors is an affiliated association. Affiliated associations shall be entitled to all the privileges of membership in the society, save and except voting at any meeting of the society.
11. Every member facility must uphold the constitution and comply with these bylaws.
12. The governors shall determine the amount, as well as time and method of payment, of annual membership fees.
13. Each member facility shall annually submit to the society by the date set by the governors a list of all curlers participating in regularly organized curling activities within its facility. These curlers shall be 'affiliated curlers' and shall be entitled to all the privileges of membership in the society, save and except voting at any meeting of the society (except as a delegate).
14. A curling facility ceases to be a member of the society:
 - a. upon delivery of its resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society, and such delivery or mailing shall be a forfeiture by the member facility of all right and claim upon the society;
 - b. on being expelled; or
 - c. at the discretion of the board of governors,
 - i. on not having paid its annual membership fee or any other subscription or debt due and owing to the society within the time as established by the governors; or
 - ii. as a result of conduct tending to bring the society and/or the sport of curling into disrepute; or
 - iii. upon the member facility no longer being eligible for membership pursuant to bylaw 6.
15. A member facility may be expelled by a special resolution of the members passed at a meeting, provided:
 - a. the notice of special resolution for expulsion is accompanied by a brief statement of the reasons for the proposed expulsion; and
 - b. a representative of the facility subject to the proposed resolution for expulsion is given an opportunity to be heard at the board meeting before the special resolution is put to a vote.
16. Only curlers affiliated with a member facility in good standing shall be eligible to compete in curling competitions sanctioned by the society.

- a. The society shall affiliate all member facilities with the Canadian Curling Association and shall assume the responsibilities required by that association.

PART 3 – MEETINGS OF MEMBERS

17. The annual general meeting of the society shall be held at such time and place as the board of governors shall designate.
18. The governors may, when they deem necessary, convene an extraordinary general meeting.
19. Notice of a general meeting shall be delivered to each member facility as detailed in these bylaws, and shall specify the time, date and place of the meeting and, in case of special business, the general nature of that business.
20. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the member facilities entitled to receive notice does not invalidate proceedings at that meeting.
21. 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.
22. Each member facility in good standing shall appoint one delegate to attend and represent the facility at all meetings of the society. Each member facility shall inform the secretary of the society in writing of the name and address of its delegate prior to the commencement of any meeting.
23. Regional governors and regional representatives from each region's member facilities shall be elected as follows.
 - a. Shall be elected to encourage gender equity in Boards and Committees.
 - b. Regional meetings shall be convened for the purposes of the election of regional representatives no later than 60 days prior to the annual general meeting.
 - c. Such meetings shall take place within the prescribed region or by electronic means provided for in these bylaws.
 - d. The quorum for the transaction of business at the respective regional meetings is as follows:
 - i. A quorum for Region 1-10 meetings is representation at the meeting by two (2) member facilities within each respective Region; and
 - ii. A quorum for Region 11 meetings is representation at the meeting by four (4) member facilities within Region 11.
 - e. A candidate may only run in one region

- f. The respective member facilities within regions 1 through 10 shall each elect one regional representative and one alternate. The regional representatives so elected for the subsequent two years shall further elect from among their number one regional representative as a governor of the society as follows:
 - i. Regions 1 and 2 regional representatives shall elect one governor in odd numbered years;
 - ii. Regions 3, 4, and 7 regional representatives shall elect one governor in even numbered years;
 - iii. Regions 5 and 6 regional representatives shall elect one governor in odd numbered years; and,
 - iv. Regions 8, 9, and 10 shall elect one governor in odd numbered years.
 - g. The member facilities within region 11 shall elect up to eight regional representatives and shall further elect one of those regional representatives as a governor of the society in even numbered years.
 - h. The regional governors must be elected by the regional representatives no later than 45 days prior to the annual general meeting. The regional governor's term begins at the completion of the annual general meeting. A Regional Governor may not act as a regional representative.
 - i. If the election for a regional governor from among a group of regional representatives results in a tie vote, the regional governor shall be selected by the Curl BC Board.
 - j. If, after the election for a regional governor, a region is without a regional representative, the alternate elected by that region shall become the regional representative. A replacement alternate shall be elected by the membership at its earliest convenience but not later than 60 days prior to the subsequent Curl BC annual general meeting.
 - k. Each regional representative not elected as a governor shall represent his respective region's interests on service delivery, operations and playdown committees. They will report and be accountable for Curl BC activities and resources to the CEO of Curl BC.
 - l. At any regional meeting, a governor of the society is not entitled to cast a vote for a member facility as its voting delegate. In the event of a tie vote at any such regional meeting, the chair of the meeting shall cast the deciding vote.
 - m. Proxy voting is not permitted at any regional meeting.
24. At each annual general meeting, the member facilities shall elect two governors-at-large of the society and strive to ensure gender equity.
25. Governors-at-large shall be elected pursuant to the following process:

- a. The board shall nominate candidates for governor-at-large election to the board each year. In doing so, the board shall strive to ensure that those nominated represent a diverse mix of candidates as to geographical region and skill set.
 - b. The board shall advise the voting members of the names and credentials of candidates nominated for election at least 45 days prior to the annual general meeting.
 - c. Nominations of candidates may also be in writing and signed by at least three voting member facilities. Such nominations must be accompanied by the written consent of the nominee(s) and delivered to the society at least 30 days prior to the annual general meeting. The Board shall ensure that both Board-recommended and member-recommended candidates are submitted to the membership.
 - d. The chair shall direct the preparation of a ballot containing the names of all candidates for governors-at-large positions nominated by the board and the voting members.
 - e. The successful candidates for the governors-at-large to be elected each year shall be those who have received the highest number of votes in the balloting. If a suitable candidate is not identified by the AGM, the Board will be responsible for appointing a candidate to fill the position pursuant to By-Law 42.
 - f. The governors-at-large so elected shall take office at the close of the annual general meeting at which they are elected.
 - g. Governors-at large may not represent or vote on behalf of a member facility but may be an *ex officio* member of a regional committee.
26. a. Each governor shall be elected for a term of two years and shall retire from the office at the annual general meeting at the end of such term.
- b. No governor may hold office for more than three consecutive terms.
27. Each governor, including the chair, shall be entitled to one vote at any meeting of the governors. A governor is not entitled to a vote at a meeting of the members either as a governor or as a delegate of a member facility.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

28. Special business is:
- a. all business at an extraordinary meeting except the adoption of rules of order; and
 - b. all business conducted at an annual general meeting, except the following:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;

- iii. the report of the governors;
 - iv. the report of the auditor, if any;
 - v. the appointment of the auditor, if required; and
 - vi. such other business that, under these bylaws, may be conducted at an annual general meeting or business that is brought under consideration by the report of the governors issued with the notice convening the meeting.
29. Business, other than the election of a meeting 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.
30. a. A general meeting may be held by means of a conference telephone call or other communication facilities by which all the members agree to participate in that manner and those participating can hear each other. A person participating in a meeting in such a manner shall be deemed to be present at the meeting.
- b. A quorum consists of 20% of the voting members of the society.
31. If within one hour after the time appointed for a general meeting a quorum is not yet present, the meeting, if convened on the requisition of member facilities, must be terminated, but in any other case, it shall stand adjourned to such date, time and place as determined by the governors. Not less than 5 days' notice of such date, time and place shall be given to member facilities, and if, at the adjourned meeting, a quorum is not present within one hour after the time appointed for the meeting, the delegates present constitute a quorum.
32. Subject to bylaw 31, the chair of the society, or in the absence of the chair one of the vice chairs or, in the absence of both, one of the other governors present must preside as meeting chair of a general meeting.
33. If at a general meeting:
- a. there is no chair, vice chair or other governor present within 15 minutes after the time appointed for holding the meeting; or
 - b. the chair and all the other governors present are unwilling to act as the meeting chair; the members present must choose one of their number to be the meeting chair.
34. Voting shall be by show of hands.
35. Voting by proxy is not permitted.
36. Unless a poll is requested, a declaration by the meeting that a resolution has been carried, and an entry to that effect in the minutes of the proceedings of the meeting, shall be sufficient evidence of the fact without proof of the numbers or proportion of the votes recorded in favour or against a resolution.

37. If a poll is requested, the same shall be taken in such manner as the chair shall direct.

PART 5 – GOVERNORS AND OFFICERS

38. The board of governors shall govern the affairs of the society.

39. The society shall be governed by a board of up to ten (10) governors comprised of the following:

- a. five (5) governors elected through regional elections pursuant to bylaw 23;
- b. four (4) governors-at-large elected pursuant to bylaws 24 and 25; and
- c. the immediate past chair of the society. In the event the past chair retires, the past chair position shall remain vacant for the term. If the past-chair is re-elected as a governor, he or she shall fulfill both roles.

40. At each first meeting of governors held after an annual general meeting the governors shall elect a chair and two vice chairs from their number who shall take office immediately and shall hold office until the election of their successors following the next annual general meeting.

41. Only individuals nominated by the board or a member facility in good standing shall be eligible for election as a governor of the society.

42. The governors may at any time and from time to time appoint a person eligible for election as a governor to fill a vacancy on the society's board of governors. Appointments shall consider the gender balance of the Board. That person shall hold office only until the conclusion of the next annual general meeting of the society, but is eligible for election at the meeting. Where necessary, at that general meeting, a governor may be elected for a partial term of one year so as to ensure that the terms of governors are staggered as contemplated by these bylaws.

43. The member facilities may, by special resolution, remove a governor, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

44. A governor must not be remunerated for being or acting as a governor but a governor must be reimbursed by the society for all receipted expenses necessarily and reasonably incurred by the governor while engaged in the affairs of the society.

45. A governor shall cease to be a governor upon the occurrence of any of the following:

- a. resignation;
- b. death;
- c. mental incapacity; or
- d. removal by voting members by special resolution.

PART 6 – PROCEEDINGS OF GOVERNORS

46. The governors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
47. The chair may call a meeting of the board of governors at such time and place as he may determine. Upon the request of any three (3) governors, the chair shall call a meeting of the board.
48. A meeting of the board or a committee of the board may be held by means of a conference telephone call or other communication facilities by which all the governors or committee members agree to participate in that manner and those participating can hear each other. A person participating in a meeting in such a manner shall be deemed to be present at the meeting. A quorum for board meetings shall be a majority of governors then in office.
49. A committee formed in the exercise of the governors' powers to delegate:
 - a. must have its members approved and appointed by the board of governors;
 - b. may be composed of both governors and other persons who, in the opinion of the governors, have specific abilities, knowledge, training or experience which can be beneficial to the operation of that committee; and
 - c. must conform to any rules imposed on it by the board of governors, and must report every act or thing done in exercise of those powers to the earliest meeting of the governors held after the act or thing has been done.
50. For a first meeting of governors held immediately following the appointment or election of a governor or governors at an annual or other general meeting of members, or for a meeting of the governors at which a governor is appointed to fill a vacancy in the governors, it is not necessary to give notice of the meeting to the newly elected or appointed governor or governors for the meeting to be constituted, if a quorum of the governors is present.
51. All committees, including regional committees established by the regional representatives, shall report their operations and be accountable to the board of governors.
52. Questions arising at a meeting of the governors and committee of governors must be decided by a majority of votes.
53. A resolution in writing, signed by all the governors and placed with the minutes of the governors, is as valid and effective as if regularly passed at a meeting of governors.

PART 7 – DUTIES OF OFFICERS AND REGIONAL REPRESENTATIVES

54. Subject to bylaws 31 and 32, the chair shall preside at all meetings of the society and of the governors.
55. Subject to bylaws 31 and 32, one of the vice chairs shall carry out the duties of the chair during the chair's absence.
56. The secretary shall do the following:
- a. conduct the correspondence of the society;
 - b. issue notices of meetings of the society and governors;
 - c. have custody of all records and documents of the society except those required to be kept by the treasurer;
 - d. maintain the register of members;
 - e. prepare, and have custody of, minutes of meetings of the society and the governors.
57. The treasurer shall:
- a. keep the financial records, including books of account, necessary to comply with the Society Act, and
 - b. render financial statements to the governors, member facilities and others when required.
58. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
59. In the absence of the secretary from a meeting, the governors shall appoint another person to act as secretary at the meeting.

PART 8 – BOOKS AND BORROWING

60. All resources of the society shall be held in the name of Curl BC. A separate Gaming fund bank account shall also be maintained. Disbursements by the society shall be through Curl BC and limited through the executive limitations placed on the CEO as identified in the Curl BC Policy Registry.
61. For the purpose of carrying out the objectives of the society, the board of governors may borrow or raise or secure the payment of money in such manner as they see fit. Debentures shall not be issued without the sanction of a special resolution.
62. Notwithstanding anything contained in these bylaws, borrowing in excess of TEN THOUSAND (\$10,000) DOLLARS must first be approved by the members by ordinary resolution.

PART 9 – FISCAL YEAR

63. The fiscal year of the society shall begin on the first day of April in each year and shall end on the thirty-first day of March following.

PART 10 – AUDITOR

64. The first auditor must be appointed by the governors who must also fill all vacancies occurring in the office of auditor.

65. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

66. An auditor may be removed by ordinary resolution.

67. An auditor must be promptly informed in writing of the auditor's appointment or removal.

68. A governor or employee of the society must not be its auditor.

69. The auditor may attend general meetings.

PART 11 – NOTICES TO MEMBERS

70. A notice may be given to a member facility, a delegate and a governor, either personally, by facsimile, e-mail, or regular mail at his/her regular address, and shall be deemed to have been given on the second day following the day on which it was posted or otherwise sent.

71. Notice of general meetings shall be given to:

- a. every member facility shown on the register of members on the day notice is given;
- b. every delegate shown on the register of delegates on the day notice is given;
- b. every governor and regional representative; and
- a. the auditor, if one has been elected or appointed.

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

PART 12 – BYLAWS

73. Upon being admitted to membership, each member facility is entitled to, and the society shall give it, without charge, a copy of the society's constitution and bylaws.

74. These bylaws must not be altered or added to except by special resolution.

PART 13 – TRANSITION

75. The effective date (the “Effective Date”) upon which these amended bylaws shall come into effect shall be upon filing with the Registrar of Companies for the Province of British Columbia.

PART 14 – EXCESS PROVISIONS

EXCESS PROVISIONS FROM THE PREVIOUS CONSTITUTION

76. In the event of the winding up or dissolution of the society, all funds and assets of the society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the society, including remuneration (if any) of a liquidator, and after payment to employees of the society of any arrears of salaries or wages, and after the payment of any debts of the society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the members of the society at the time of the winding up or dissolution of the society, and if effect cannot be given, transferred and distributed to such organizations that are determined by the members of the society to be registered charities pursuant to the provisions of the Income Tax Act which have purposes similar to those of the society . **This provision was previously unalterable.**

77. The society shall affiliate all member facilities with the Canadian Curling Association and shall assume responsibilities as required by that association. **This provision was previously unalterable.**