

**Society Act**  
**Bylaws of the Fort St. John Curling Club (the “Society”)**  
(September 17, 2018)

**Part 1 – Definitions and Interpretation**

**1.1 Definitions**

In these Bylaws:

- I. “Board” means the directors of the Society;
- II. “Act” means the Societies Act of British Columbia as amended from time to time;
- III. “Bylaws” means these Bylaws as altered from time to time.

**1.2 Definitions in Act Apply**

The definitions in the Act apply to these Bylaws.

**1.3 Conflict with Act or Regulations**

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**

**2.1 Application for Membership**

A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

**2.2 Duties of Members**

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

**2.3 Amount of Membership Dues**

The amount of annual membership dues, if any, must be determined by the Board.

**2.4 Members**

The Board of Directors may admit Members to the Society who have paid such annual fees as are set by the Society. They shall have all of the rights and privileges of a paid up member, including the right to vote on amendments to the constitution or bylaws, and the privilege to vote at General Meetings.

**2.5 Honorary Members**

Any person who has made an outstanding contribution to the welfare of the society may, upon recommendation by the Board of Directors, be elected as an Honorary Member by simple majority at a general meeting. Honorary Members shall not be required to pay membership fees but shall pay all other league dues and shall have the same rights and privileges as other Members.

## **2.6 Member Not in Good Standing**

A member is not in good standing if the member fails to pay the member's annual membership dues, if any, or any other subscription or debt due and owing by him to the Society and the member is not in good standing for as long as the debt remains unpaid.

## **2.7 Member Not in Good Standing May Not Vote**

A voting member who is not in good standing

(a) may not vote at a General meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of voting members.

## **2.8 Termination of Membership**

A person shall cease to be a member of the society

(a) by delivering his resignation in writing to the Secretary of the Society or by mailing, emailing or delivering it to the address of the Society;

(b) on his death or in a case of corporation on dissolution;

(c) on being expelled; or

(d) on having been a member **not in good standing** for 1 month.

## **2.9 Special Resolution**

(a) A member may be expelled by special resolution of the members at a general meeting.

(b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to voice.

## **Part 3 – General Meetings of Members**

### **3.1 Annual General Meeting**

The annual general meeting of the Society must be held at the time and place the Board determines, in accordance with the Society Act, and shall be called by the secretary of the Society or any other director acting instead at such time and place as the directors of the Society may determine.

### **3.2 Ordinary Business at General Meeting**

At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **3.3 Notice of Special Business**

A notice of a 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.

### **3.4 Notice of General Meeting**

Notice of any general meetings shall be given not less than fourteen (14) days prior to the date set for the general meetings. 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 the meeting.

### **3.5 Chair of General Meeting**

The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, 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,
  - (i) the President
  - (ii) the First 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 the First Vice-President are unable to preside as the chair.

### **3.6 Alternate Chair of General Meeting**

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

### **3.7 Quorum Required**

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.

### **3.8 Quorum for General Meetings**

The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

### **3.9 Lack of Quorum at Commencement of a Meeting**

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

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to 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, the voting members who are present constitute a quorum for that meeting.

### **3.10 If Quorum Ceases to be Present**

If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **3.11 Adjournments by Chair**

The chair of a general meeting may, or, if so directed by the voting members at a 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.

### **3.12 Notice of Continuation of Adjourned General Meeting**

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, notice of continuation of the adjourned meeting must be given.

### **3.13 Order of Business at General Meeting**

The order of business at a 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 general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

### **3.14 Methods of Voting**

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **3.15 Announcement of Result**

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.

### **3.16 Proxy Voting Permitted**

Voting by proxy is permitted and any instrument appointing a proxy shall be in writing under the hand of the appointed and shall be in a form acceptable to the directors and no person shall act as a proxy unless he is entitled on his own behalf to be present and vote at the meeting at which he acts as a proxy.

### **3.17 Matters Decided at General Meeting by Ordinary Resolution**

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **Part 4 – Directors**

**4.1** (a) 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 a general meeting, but subject, nevertheless, to

- I. all laws affecting the Society;
- II. these bylaws; and
- III. rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.

(b) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

### **4.2 Number of Directors on Board**

The Society must have no fewer than 5 and no more than 9 directors. The number of directors shall be eleven (11) or such number as may be determined from time to time at a general meeting and shall consist of the following:

President  
First Vice-President

Second Vice-President  
Secretary Treasurer  
Five Directors at Large

#### **4.3 Election or Appointment of Directors**

At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

**4.4** A director shall be a Member or an Honorary Member who has paid a membership fee.

**4.5** (a) Directors shall hold office for a period of three years and their successors shall be elected at the annual general meeting.

(b) Separate elections shall be held for each office to be filled.

(c) An election may be by acclamation, otherwise it shall be by ballot.

(d) If no successor is elected the person previously elected or appointed continues to hold office.

(e) A director shall be eligible for re-election.

**4.6** The members or Board may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

**4.7** No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

**4.8** At least one month prior to the annual general meeting at which directors are to be elected, the directors may appoint a nomination committee consisting of the retiring president and two other members of the society and such nomination committee shall prepare a full slate of nominees for the board of directors and shall designate the offices as set out in Bylaw No. 4.2 to be held by such nominees and shall advise the secretary of the Society of the said slate of nominees at least twenty-one (21) days before the annual general meeting. Further nomination of directors may be made by any two (2) members, such nominations to be submitted to the secretary of the Society at least twenty-one (21) days before the annual general meeting and further nominations may be made from the floor at the annual general meeting.

**4.9** The new directors and officers elected at the annual general meeting shall take office as of the first day of the month following the date of the annual general meeting.

#### **4.10 Directors May Fill Casual Vacancy on Board**

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 the resignation, death or incapacity of a director during the director's term of office.

#### **4.11 Term of Appointment of Director Filling Casual Vacancy**

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **Part 5 – Directors Meetings**

#### **5.1 Calling Directors' Meeting**

(a) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit. A directors' meeting may be called by the President or by any 2 other directors.

#### **5.2 Notice of Directors' Meeting**

At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

#### **5.3 Proceedings Valid Despite Omission to Give Notice**

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.

#### **5.4 Conduct of Directors' Meetings**

The directors may regulate their meetings and proceedings as they think fit.

#### **5.5 Quorum of Directors**

The quorum necessary for the transaction of business at a director's meeting shall be a majority of the Directors.

**5.6** Any member of the board of directors who is absent for three (3) consecutive meetings without a reason acceptable to the majority of the Board of Directors shall cease to hold office.

**5.7** 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 newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

**5.8** No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose resolution.

**5.9** A resolution in writing, signed by all directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

## **Part 6 – Board Positions**

### **6.1 Election or Appointment of Board Positions**

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) first vice-president
- (c) second vice-president
- (d) secretary treasurer

### **6.2 Directors at Large**

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.

### **6.3 Role of President**

The president is the Chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **6.4 Role of First Vice-President**

The first vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **6.5 Role of Secretary**

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.

### **6.6 Absence of Secretary from Meeting**

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **6.7 Role of Treasurer**

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) making the Society's filings respecting taxes.

## **Part 7 – Remuneration of Directors and Signing Authority**

### **7.1 Remuneration of Directors**

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.

### **7.2 Signing Authority**

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 first vice-president with one other director,
- (c) if the president and first vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by two or more individuals authorized by the Board to sign the record on behalf of the Society.

## **Part 8 – Seal**

**8.1** The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

**8.2** The secretary of the society shall have the custody of the corporate seal of the society, which shall, when not in use, be left at the office of the solicitor for the society.

**8.3** The common seal of the society shall not be affixed to any instrument except by authority of a resolution of the directors and in the presence of either the president or the first vice-president and the secretary, or such persons as the directors by resolution may authorize.

## **Part 9 – Borrowing**

**9.1** 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 such manner as they may decide.

**9.2** No debenture shall be issued without the sanction of a special resolution.

**9.3** The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## **Part 10 – Auditor**

- 10.1** This Part applies only where the society is required or has resolved to have an auditor.
- 10.2** The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 10.3** At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 10.4** An auditor may be removed by ordinary resolution.
- 10.5** An auditor shall be promptly informed in writing of appointment or removal.
- 10.6** No director and no employee of the society shall be auditor.
- 10.7** The auditor may attend general meetings.

## **Part 11 – Notice to Membership**

- 11.1** Notice may be given to a member by social media, personally, by mail or email, or by posting on the premises of the society and by publication in a newspaper, or by radio announcement.
- 11.2** A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice properly addressed and put in a Canadian post office receptacle.
- 11.3** (a) Notice of a general meeting shall be given to
- I. every member shown on the register of members on the day notice is given; and
  - II. the auditor, if Part 10 applies.
- (b) No other person is entitled to receive a notice of general meeting.

## **Part 12 – Bylaws**

- 12.1** On being admitted to membership, each member is entitled to and the society shall give him or her, without charge, a copy of the constitution and bylaws of the society.
- 12.2** These bylaws shall not be altered or added to except by special resolution of the Members or Honorary Members only.

### **Part 13 – Power to Acquire Property**

**13.1** For the purpose of carrying out the objects of the society, the directors may purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property, or any interest therein, that the society may think necessary or convenient and may mortgage, let, improve and develop the same and erect and maintain any necessary buildings or structures thereon.

### **Part 14 – Membership in Other Organizations**

**14.1** The society may, if authorized to do so by special resolution, subscribe to, become a member of, and cooperate with any other society, or association, whether incorporated or not, where the objects are in whole or part similar to its own objects.

### **Part 15 – Bank**

**15.1** Accounts shall be kept in the name of the society at the bank or banks to be selected by the Board of Directors.

**15.2** The directors may authorize, from time to time, such person or persons as the directors may think necessary to transact the society's banking with the said bank, and to sign and execute on behalf of the society all documents, securities, agreements, promises and pledges.

### **Part 16 – Books of Account**

**16.1** The treasurer of the society shall keep or cause to be kept true account of the society. The books of account of the society shall be open to inspection by members during such times as the directors shall designate or during such times as a general meeting shall designate.