

Society Act
Bylaws of the Fort St. John Curling Club
(Amended November 6, 2010)

Part 1 – Interpretation

1. (a) In these bylaws, unless the context otherwise requires,
 - I. “Directors” means the Directors of the society for the time being;
 - II. “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - III. “registered address” of the member means his address as recorded in the register of members.
- (b) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. 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

3. The members of the society are those persons who have become members in accordance with these bylaws and have not ceased to be members.
4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
5. Every member, whether a Debenture Member, an Associate Member, or Honorary Member, shall uphold the constitution and comply with these bylaws.
6. Debenture Members
Debenture membership in the society shall be limited to those persons who are registered holders of a fully paid up, non-interest bearing, transferable debenture issued by the society. Unless extended at the discretion of the Board of Directors or a vote at a general meeting, all financial benefits available to a Debenture Member shall expire on March 31, 2011.
7. Associate Members
The Board of Directors may admit Associate Members to the society who have paid such annual fees as are set by the society. They shall have all the rights and privileges of a Debenture Member including the right to vote on amendments to the constitution or bylaws and the privilege to vote on ice allocation and yearly fees. There shall be no guarantee of associate membership beyond the year for which fees have been paid. The number of

Associate Members shall be determined having regard to the number of active Debenture Members and ice capacity.

8. 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 fees or assessments but shall have all rights and privileges as Debenture Members.

9. 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 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 12 consecutive months.

10. (a) A member may be expelled by special resolution of the members missed 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.

11. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

12. The annual general meeting of the society shall be held at the beginning of the curling season, 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.

13. Every general meeting, other than an annual general meeting, is an extraordinary meeting.

14. The directors may, when they think fit, convene extraordinary general meetings; provided that the directors shall, on the requisition of 10 per cent or more of the voting members of the society, convene a general meeting of the society without delay.

15. 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.

Part 4 – Proceedings at General Meetings

16. Special business is

(a) All business at an extraordinary general meeting except the adoption of rules of order; and

(b) All business transacted at an annual general meeting, except

I. The adoption of rules or order;

II. The consideration of financial statements;

III. The report of the directors;

IV. The report of the auditor, if any;

V. The election of directors and officers;

VI. The appointment of the auditor, if required; and

VII. The other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issues, with the notice convening the meeting.

17. (a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(c) A quorum at any general meeting shall consist of at least ten (10) members in good standing present or otherwise represented as provided by these bylaws.

18. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened in the requisition of members, shall be terminated; but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.

19. The president of the society, or in his absence, the vice-president, or second vice-president, shall preside as chairman of a general meeting.

20. If at a general meeting there is no president, vice-president, second vice-president, or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or, the president and all other directors present are unwilling to act as a chairman, the members present shall choose one of their members to be a chairman.

21. (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided by this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
22. (a) No resolution proposed at a meeting need be seconded and the chairman of a general meeting may move or propose a resolution.
- (b) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
23. (a) A member in good standing present at a meeting of members is entitled to one vote.
- (b) Voting is by a show of hands.
- (c) 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.
24. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be recognized as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

25. (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 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.

26. The number of directors shall be eleven (11) or such greater 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
Six Directors at Large
Past President

27. A director shall be a Debenture Member or Associate Member.

28. (a) Directors shall hold office for a period of two 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.

29. Any casual vacancy occurring on the board of directors may be filled by the directors from the membership of the society in good standing but any member so chosen shall retain office only so long as the vacating director would have retained office if no vacancy had occurred.

30. (a) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

(b) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

31. The members 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.

32. 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.

33. At least one month prior to the annual general meeting at which directors are to be elected, the directors shall 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. 26 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.

34. 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.

Part 6 – Proceedings of Directors

35. (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.

(b) The quorum necessary for the transaction of the business of the directors shall be five (5).

(c) The president, or in his absence, the vice-president or in absence of the vice-president, the second vice-president of the society, shall preside at any meeting of the directors. If at any meeting of the directors the president or vice-president or second-vice president is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors present shall choose someone of their number to be chairman.

(d) A director may, and the secretary on the requisition of a director, shall at any time summon a meeting of the directors, upon twenty-four (24) hours notice given verbally or by telephone or email.

(e) The directors may delegate any of their powers to committees consisting of such member or members of the society as they think fit and appoint the chairman thereof; any committee so formed shall in the exercise of the power so delegated, conform to any regulations that may be imposed on them by the directors. The chairman of each committee so appointed shall be required to attend meetings of the Board of Directors upon request and to report plans which must be approved by the Board of Directors.

36. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors present, or if no directors are present, the members of the society who are present, shall choose one of their number to be chairman of the meeting.

37. The members of a committee may meet and adjourn as they think proper.

38. Questions arising at any meeting of directors shall be decided by a majority vote. In case of an inequality of votes, the chairman shall have a second casting vote. Any director who is dissatisfied with any decision of the board of directors may, by notice in writing to the secretary, requisition a special general meeting of the society for the purpose of reviewing such decision.

39. Any member of the board of directors who is absent for four (4) consecutive meetings without a reason acceptable to the majority of the Board of Directors shall cease to hold office.
40. 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.
41. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be a letter, telegram, telex or cable, of any meeting of the directors and may be at any time withdraw the waiver, and until the waiver is withdrawn;
 - (a) no notice of meeting of directors shall be sent to that director; and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of directors is present, be valid and effective.
42. 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.
43. 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 7 – Duties of Officers

44. The President

- (a) shall preside at all meetings of the society and of the directors;
- (b) is the Chief Executive Officer of the society and shall supervise the other officers in the execution of their duties.

45. The Secretary shall

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;

- (e) have custody of the common seal of the society;
- (f) maintain the register of members; and
- (g) authenticate and file or cause to be filed all such notices, annual statements, and other returns as may be required by the Society Act.

46. The Bookkeeper shall

- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- (b) render financial statements to the directors, members and others when required.

47. In the absence of the secretary from the meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – Seal

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

49. 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.

50. 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 vice-president and the secretary, or such persons as the directors by resolution may authorize.

Part 9 – Borrowing

51. 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, and, in particular but without limiting the foregoing by the issue of debentures.

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

53. 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

54. This Part applies only where the society is required or has resolved to have an auditor.
55. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
56. 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.
57. An auditor may be removed by ordinary resolution.
58. An auditor shall be promptly informed in writing of appointment or removal.
59. No director and no employee of the society shall be auditor.
60. The auditor may attend general meetings.

Part 11 – Notices to Members

61. Notice may be given to a member, either personally or by mail, or by posting on the premises of the society and by publication in a newspaper, and in addition to, by radio announcement.
62. 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.
63. (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

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

Part 13 – Power to Acquire Property

66. 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

67. 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

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

69. 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

70. 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.