

CONSTITUTION AND BY-LAWS HUNTLEY CURLING CLUB

Article 1 – Definitions and Objects

1.1 The Huntley Curling Club is registered in Ontario by Letters Patent dated March 9th, 1979 as a corporation without share capital, No. 407010.

1.2 The objects of the Club are:

- to carry on the sport of curling
- to provide accommodation for and to promote, operate, and maintain the sport of curling; and, to acquire and hold, buy, lease, purchase or otherwise dispose of all lands, buildings and appliances necessary for the equipment and maintenance of the sport of curling, and;
- to encourage and promote the sport of curling.

1.2.1 The Vision Statement of the HCC: *“To provide the best possible curling experience for our community today and for years to come.”*

1.2.2 Huntley Curling Club’s Mission: *“We work to provide the best possible curling experience both on and off the ice for all levels of play. We depend on membership volunteerism to help achieve this and we also look for opportunities to positively contribute to our broader community.”*

1.3 “Constitution” shall mean the fundamental principles governing the curling club.

1.4 “By-laws” shall mean the standing rules made under this constitution, which govern both the membership of the curling club and its directors.

1.5 “Policy” shall mean a stand or position taken by the Board of Directors in accordance with its by-laws.

1.6 “Annual General Meeting” shall mean the membership meeting held in accordance with Article 6.3.

1.7 “General Meeting” shall mean a membership meeting held in accordance with Article 6.2.

Article 2 – Name and Membership

2.1 The name shall be the Huntley Curling Club.

2.2 Membership in the Huntley Curling Club shall be open to any person and the Board of Directors, from time to time based on available facilities, shall determine the number of members.

2.3 Applications for membership shall be processed and maintained by a member of the Board of Directors and shall be submitted to the Board of Directors.

- 2.4 Active members shall be those persons who have paid all required fees and dues for the current curling season and are currently curling in at least one of the Club's curling programs.
- 2.4.1 Only members who have paid all required fees and dues may represent the Huntley Curling Club at sanctioned competitions.
- 2.5 A member in good standing shall be a member who has paid all required fees and dues and whose membership has not been revoked by the Board of Directors
- 2.6 Active members shall have preference in registration for the upcoming curling season over new members only until the Board of Directors has established a membership preference date. After a membership preference date has been set, all membership applications received after the membership preference date shall be treated on a 'first come first served' basis.
- 2.7 The Board of Directors shall determine membership categories for the upcoming curling season.
- 2.8 Voting members shall include active members who are at least the age of majority in Ontario and who are in good standing [one (1) vote].
- 2.9 Non-voting members shall include:
- any member not in good standing;
 - curling members who are less than the age of majority in Ontario and who are in good standing.
- 2.10 Age determination for membership shall be as of July 1st of the year prior to the curling season.
- 2.11 The Board of Directors may revoke membership, subject to appeal at a meeting of the members.

Article 3 – Fees

- 3.1 The Board of Directors shall determine all required fees for each category of membership for the upcoming curling season prior to the Annual General Meeting.

Article 4 – Organization

- 4.1 The Huntley Curling Club shall have a Board of Directors.
- 4.1.1 The maximum size of the Board of Directors shall be thirteen (13)
- 4.1.2 The minimum size of the Board of Directors should be at least six (6)
- 4.2 The Board of Directors shall include the following three (3) executive portfolio positions:
- President
 - Treasurer
 - Secretary

4.2.1 The terms, titles, and duties of the up to ten (10) additional board members, as the case may be, shall be determined at the first meeting of the board following the AGM. A list of recommended Director titles includes, but is not limited to:

- Membership
- Match
- Building
- Events/Rentals
- Communications/Marketing
- Bar
- Volunteer
- Youth
- Vice-President (often a secondary duty of another Director)
- Past President/Director at Large

- 4.3 The office of Past President shall be held by the immediate past president for one year. In the years where the position of Past President is vacant, there shall be a position of Director at Large.
- 4.4 As required, the Board of Directors may appoint additional Directors to the Board. Such appointments shall be for a one-year period but may be renewed from year to year. Directors so appointed shall either replace directors who have left the Board or, assist existing portfolio directors in their appointed tasks.
- 4.5 Except for the positions of President, Treasurer, and Past President one person may hold more than one office.
- 4.6 The position of President and Vice-president shall be appointed by the directors from among the portfolio directors at the first meeting after the Annual General Meeting.
- 4.7 Only members who have achieved the age of majority in Ontario may serve as a Director.

Article 5 – Term of Office and Vacancies

- 5.1 Voting members at the Annual General Meeting shall elect directors.
- 5.2 Directors must be members in good standing and, with the exception of directors appointed in accordance with Article 4.4, shall hold office for a period of three years or until their successor has been duly elected.
- 5.3 Members in good standing may, by resolution passed by at least two-thirds of the votes cast at a general meeting, remove a director from their position.
- 5.4 The office of a director shall be automatically vacated if:
- a director resigns by delivering a written notice of resignation to any member of the board of directors;
 - a director is found by a court to be of unsound mind;
 - a director dies.

- 5.5 Vacancies that occur on the Board of Directors, however caused, after the Annual General Meeting, may be filled by appointment by the existing Board members.

Article 6 – Annual and General Meetings

- 6.1 Meetings shall be held at the Huntley Curling Club or elsewhere in Ontario as the Board of Directors may determine.
- 6.2 The Board of Directors, 25% of the voting members in good standing, or the President or Vice-president may call General meetings at any time.
- 6.3 The Annual General Meeting shall be held no later than September 30.
- 6.4 A quorum for the transaction of business at any meeting of the members shall consist of not less than 10% of the voting members in good standing.

Article 7 – Amendments to the Constitution

- 7.1 Amendments to this Constitution may be made at an Annual or General Meeting.
- 7.2 Proposed amendments which are received by the Secretary at least 21 days prior to the Annual or General Meeting shall require support from two-thirds [2/3rds] of the members present and voting to be adopted.
- 7.3 The Secretary must inform members electronically of any proposed amendments to the constitution at least 14 days before the Annual or General meeting.
- 7.4 Amendments which are not received at least twenty-one [21] days prior to the Annual or General Meeting may be adopted if they receive the support of nine-tenths [9/10ths] of the members present and voting at the Annual or General Meeting provided that at least 30% of the voting membership is in attendance.

BY-LAWS

By-Law 1 – Board of Directors

- 1.1 The Board of Directors shall meet in regular session on at least six [6] occasions between Annual General meetings.
 - 1.1.2 The Board may appoint a day or days in any month or months for such regular sessions at an hour to be named and for such regular sessions no notice need be given.
- 1.2 Other additional meetings may be called by the president or shall be called by the president upon the written request of a majority of the members of the Board of Directors.
- 1.3 Normally, for those meetings referred to in by-law 1.2, a minimum of seven [7] days' notice shall be given to all Directors. Notice shall be delivered by mail, telephone, or e-mail and a declaration by the President or Secretary that such notice has been given pursuant to this constitution shall be sufficient evidence of the giving of such notice.
- 1.4 Notwithstanding by-law 1.3, as in the case of an emergency, all Directors may waive notice and hold a meeting of the Board at which any business of the curling Club may be transacted.
- 1.5 A Directors' meeting may be held without notice immediately following the Annual General Meeting.
- 1.6 A majority of the Directors shall form a 'quorum' for the transaction of business at any meeting of the Board.
- 1.7 Each director is authorized to exercise one vote, the chairperson not voting. Decisions shall be made by simple majority of votes cast. In the case of an equality of votes, the chairperson shall have the deciding vote.
- 1.8 A statement by the chairperson that a decision has been made and an entry of that statement in the minutes of the meeting is evidence of that decision without proof of the number or proportion of the votes recorded in favour of, or against the decision made.
- 1.9 A decision in writing signed by all the directors is as valid as if it had been passed at a meeting of the Board.
- 1.10 With exception for 'Board-only sessions', all meetings of the Board of Directors shall be open to the membership.
 - 1.10.1 The dates and location of open board meetings shall be posted electronically by the Club.
 - 1.10.2 The agenda and minutes of any open board meeting will be made available to members.
 - 1.10.3 Board-only sessions may be called by the President where sensitive issues are to be discussed. Only board members and invitees may attend such sessions.
- 1.11 All members who have been in good standing for thirty [30] days prior to the date of a meeting of the Board of Directors have a right to request an agenda item and speak at a meeting by sending a request to the Secretary at least one week prior to the meeting date.

- 1.12 The directors shall administer the affairs of the Huntley Curling Club and, in its name, enter into any contract which the Club may lawfully enter into and may exercise all such other powers and do all such other acts as the Club is authorized to do.
 - 1.12.1 Contracts in the ordinary course of the Club's operations may be entered into on behalf of the Club by the President, Vice-president, Treasurer, or by any person authorized by the Board.
 - 1.12.2 Deeds, transfers, licenses, contracts and engagements on behalf of the Club shall be signed by either the President or Vice-president.
- 1.13 The directors shall have the power to authorize expenditures on behalf of the Club and may employ and pay salaries/honoraria to employees.
- 1.14 The directors may take the necessary steps to enable it to receive fees, legacies, gifts, bequests and donations of any kind for the purpose of furthering the objectives of the Huntley Curling Club.
- 1.15 The directors shall see that all books and records of the association are properly kept.
- 1.16 In conjunction with Article 2.6, the directors shall determine a membership preference date (MPD) at the end of the previous season and ensure the MPD is announced prior to league registration for the following season as soon as possible after the date is determined
 - 1.16.1 The Board shall develop and maintain a Membership Registration Priority Policy document that clearly defines the timelines, responsibilities and obligations regarding returning member and team prioritization for entry into leagues for the following season.
- 1.17 Every director or other person who has undertaken, or is about to undertake any liability on behalf of the Huntley Curling Club shall be indemnified and saved harmless out of the funds of the Club from and against all costs, charges, and expenses which such director or other person sustains or incurs in relation to the affairs of the Club except costs, charges and expenses occasioned by the director or person's willful neglect or default.
- 1.18 Directors shall serve without remuneration and shall not, directly or indirectly, receive any profit from their position. Directors may however be paid for reasonable expenses incurred in the performance of their duties.
- 1.19 The Board of Directors shall not borrow money for any capital purposes other than for building or curling related emergency repairs without the vote of the membership.

By-Law 2 – Duties

- 2.1 It shall be the duty of the President:
 - 2.1.1 to be charged with the general management and supervision of the affairs and operations of the Club.
 - 2.1.2 to ensure that the decisions of the Board of Directors are carried out.

- 2.1.3 to be the official representative and spokesperson for the Club
- 2.1.4 to sign all by-laws with the Secretary or other director appointed by the Board for that purpose.
- 2.1.5 to act as a signing authority for Club expenses.
- 2.2 It shall be the duty of the Vice-president:
 - 2.2.1 to act on behalf of the President in their absence or at their request.
 - 2.2.2 to undertake those duties assigned by the Board of Directors
- 2.3 It shall be the duty of the Treasurer:
 - 2.3.1 to keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club in proper books of account in accordance with the prescribed bookkeeping methodologies and in accordance with Generally Accepted Accounting Principles (GAAP) for Not-for-Profit Organizations. This includes working with club management, bookkeeping/accounting functions on Bank reconciliations and interim/annual tax account reporting requirements.
 - 2.3.2 to deposit all money or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board of Directors.
 - 2.3.3 to render interim financial reporting in accordance with the following schedule:
Revenues-to-date at the beginning of the curling season (October); Income and Expense accounts as of the mid-point of the curling season (January); and Year-end financial statements prior to and for the AGM (May)
 - 2.3.4 to disburse the funds of the Club as directed and to render an account of all transactions.
 - 2.3.5 to provide advice and leadership to the Board in the preparation of the Club's annual operating forecast and advice to the appointed Board members and Committees in preparation of the five-year Capital Plan.
 - 2.3.6 to perform such other duties as directed by the Board of Directors.
- 2.4 It shall be the duty of the Secretary:
 - 2.4.1 to attend all meetings of the Board of Directors and record all facts and minutes of all proceedings.
 - 2.4.2 to distribute the minutes of Board meetings to the Directors in a timely fashion.
 - 2.4.3 to ensure notice is given of all general meetings to members and of Board meetings to Directors.
 - 2.4.4 to act for the Club as the custodian for all books, papers, contracts, transactions, correspondence, and other documents belonging to the Club.

- 2.4.5 to perform such other duties as may be prescribed by the Board of Directors.
- 2.5 It shall be the duty of all other Directors of the Club to perform those duties that may be prescribed by the Board of Directors or shall be such as their terms of engagement call for.
- 2.6 It shall be the duty of all active members to abide by the constitution and by-laws of the Huntley Curling Club and by the rules and regulations outlined from time to time in the Club handbook.

By-Law 3 – General and Annual General Meetings

- 3.1 The President of the Huntley Curling Club shall be the chairperson at General or Annual General meetings.
- 3.2 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors and the annual financial report shall be made.
- 3.3 At the Annual General Meeting, members may request an independent review of the financial records of the Club by someone who is not a director of the Club.
- 3.4 Members may consider and transact any business either special or general (without any notice thereof) at any meeting of the members.
- 3.5 No public notice of meetings, annual or general shall be required. Notice of the time and place of every such meeting shall be posted electronically at least 14 days prior to the time fixed for the holding of the meeting.
- 3.6 At all meetings of members every question shall be decided by a majority of the votes of the voting members present in person unless otherwise required by the Constitution or By-laws of the Club, or by law. The president shall not vote except in the case of an equality of votes when the president shall have the deciding vote.
- 3.7 Voting by proxy is prohibited.
- 3.8 At any meeting, unless a recorded vote is demanded, a declaration by the President shall be conclusive evidence of the decision reached.

By-Law 4 – Elections for the Board of Directors at the AGM

- 4.1 Except for the position of immediate Past President, the Directors of the curling Club shall be elected at the Annual General Meeting of the Club.
 - 4.1.1 The Secretary shall electronically post the number of vacant Director positions at least one month prior to the date of the Annual General Meeting.
- 4.2 The election shall be by a show of hands unless any member demands a ballot.
- 4.3 Notice of Club elections shall be posted electronically at least 1 month prior to the Annual General Meeting. In this notice, nominations shall be solicited.

- 4.4 Advance nominations must be signed by both a nominator and a seconder both of whom must be members in good standing.
- 4.5 Candidates may also be nominated from the floor at the Annual General Meeting provided that they have the support of a nominator and a seconder both of whom are members in good standing.
- 4.6 All candidates shall be afforded an opportunity to address the meeting for three [3] minutes.
- 4.7 The presiding officer shall allow a question-and-answer session before the election.

By-Law 5 – Amendments

- 5.1 Amendments to the by-laws may be made at the Annual General Meeting.
- 5.2 The board of directors must inform members electronically of proposed amendments within the Club at least 7 days before the Annual General Meeting.
- 5.3 Proposed amendments which are received by the Secretary at least 21 days prior to the Annual General Meeting shall require the support of the majority of the voting members present and voting to be adopted.
- 5.4 Amendments which are not received at least twenty-one [21] days prior to the Annual General Meeting may be adopted if they receive the support of three-quarters [3/4] of the members present and voting at the Annual General Meeting provided that at least 30% of the voting membership is in attendance.

Wednesday, March 21, 2001
As Amended May, 2011
As Amended May, 2014
As Amended May 12, 2015
As Amended May 14, 2019
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