

**THE GRANITE CURLING CLUB**  
**CONSTITUTION AND GENERAL BY-LAW, 2009**

**WHEREAS**, in the modern era of the history of **The Granite Curling Club, (the “Club”)**, the club was incorporated by Special Act of the Manitoba Legislature on March 22, 1955 (Chapter 98 of the Statutes of Manitoba, 1955, 3 & 4, Elizabeth II). This Special Act repealed an act incorporating **the Club** enacted as Chapter 116 of the Statutes of Manitoba, 1912.

**AND WHEREAS**, in view of the Supreme Court of Canada judgment, dated June 13, 1985 determining that all laws in Manitoba were invalid unless they were in both official languages, English and French, and order, dated November 4, 1985, extending the validity of all such laws for a period of time to allow the Government of Manitoba to re-enacted its laws in English and French, the Minister of Justice caused an Act to be prepared in English and French continuing **the Club** as a corporation, such Act being re-enacted as a Special Act of the Manitoba Legislature in 1990 (*The Granite Curling Club Incorporation Act*, Revised Statutes of Manitoba, 1990, c. 62);

**AND WHEREAS**, the 1990 Special Act continued **the Club** as a corporation consisting of those persons who were shareholders in **the Club** on the coming into force of the 1990 Special Act together with such persons who subsequently became shareholders in **the Club**.

**AND WHEREAS**, on November 9, 1955, the shareholders of **the Club**, as authorized pursuant to its 1955 Special Act, enacted By-Law No. 1, being its constitutional By-Law, providing in Article VIII , *inter alia*, that:

- (a) None but shareholder members shall be entitled to vote or participate in the government of **the Club**;
- (b) Five days’ notice of the Annual Meeting and three days’ notice of any other general meetings of shareholders must be given before either such meeting can be held;
- (c) Special General meetings of shareholders can be called at any time by the President; on resolution of the Board of Governors or on written requisition to the President of twenty shareholders;
- (d) The presence of twenty-five (25) shareholders or more at any special or general shareholders meeting shall form a quorum; and
- (e) By virtue of Section 11 (2) of the 1990 Special Act, every by-law, and every repeal, amendment and re-enactment thereof, unless confirmed at a general meeting of **the Club** duly called for that purpose, shall have force only until the next annual meeting of **the Club**; and if not confirmed at that time, such by-law, and every repeal, amendment and re-enactment thereof shall cease to have force;

**AND WHEREAS** the Board of Governors of **the Club** and its shareholders have decided that it is expedient and in the best interests of **the Club** to convert the corporate structure of the club from a share corporation to a non-share or member corporation;

**AND WHEREAS** the shareholders of **the Club** have authorized the present Board of Governors to apply under *The Corporations Act* of Manitoba (the “Act”) Articles of Continuance to continue **The Granite Curling Club** under the Act and, at the same time, to convert **The Granite Curling Club** from a corporation with share capital into a corporation without share capital;

**AND WHEREAS** the shareholders of **the Club** have also directed the repeal of the existing By-Law No. 1 and all other existing By-Laws of **the Club** and the enactment of a new By-Law called “Constitution and General By-Law, 2009” that is designed to promote the sport of curling and to encourage the increase of membership in **the Club**, including membership from all leagues operating in **the Club**, from time to time, to include all persons, men, women, children and families who wish to become members of **the Club**;

**AND WHEREAS** this Constitution and General By-Law, 2009 relates to the general conduct of the operations of **the Club**;

**NOW THEREFORE BE IT AND IT IS HEREBY ENACTED** as the Constitution and General By-Law, 2009, of **The Granite Curling Club** as follows:

### Article 1

#### **INTERPRETATION**

##### **Definitions**

- 1.1 In this by-law (hereinafter sometimes referred to as “Constitution” or “general by-law” or “Constitution and General By-Law, 2009”) and in all by-laws hereinafter enacted by **The Granite Curling Club**:
- (a) “board” shall mean the Board of Governors who are elected annually by the members of **the Club** to manage the operations of **The Granite Curling Club**;
  - (b) “Board of Governors” shall mean the elected governing body of **The Granite Curling Club** responsible for the management of the operations of **the Club** and may also be referred to as the “Board of Directors”;
  - (c) "by-law" means any by-law of the Corporation, including any special by-law, from time to time in force and effect;
  - (d) "charter" means the Articles of Continuance of this Corporation and any supplementary articles thereto, and the expression "Articles of Continuance" shall include supplementary Articles of Continuance;
  - (e) “corporation” shall mean **The Granite Curling Club**, herein also referred to as “**the Club**”;
  - (f) “entrance fee” shall mean a fee payable upon the filing of a membership application by a person who is a new, first time member of **the Club**;
  - (g) “executive of the board” means the president, 1<sup>st</sup> vice-president, or vice-presidents, secretary, treasurer and the immediate past president currently in office or any one of them;
  - (h) “governor” shall mean an elected member of the Board of Governors of **the Club** and who may also be referred to as a “director” and has the same meaning and responsibilities as a “director” referred to in the Act;
  - (i) “member” shall be a person admitted as a member of **The Granite Curling Club** pursuant to the provisions of this Constitution;
  - (j) “membership dues” shall mean all charges, fees, including, without restriction, house and league fees, levies, dues and assessments, annual or otherwise, and determined from time to time by the board as due and owing as dues required to be paid in order to be a member and which must be paid in full in order to be a member in good standing of **the Club**;
  - (k) “monthly charges” shall mean all charges, fees, levies and assessments, including, without restriction, any food and bar assessment, locker fees or other fees for use of any of **the club’s** amenities and which are charged on a monthly basis on the authority of the board;
  - (l) "person" includes an individual, a partnership, an association or an incorporated entity;

- (m) "the Act" means *The Corporations Act* of Manitoba and is the Manitoba statute under which **the Club** has been continued or any Act substituted therefor as amended from time to time, but reference shall be to the Act and amendments thereto in force at each relevant time; and
- (n) "**the Club**" means **The Granite Curling Club** as the incorporated entity;
- 1.2 When any provision of the Act is referred to, the reference is to that provision as modified by any statute from time to time in force. In addition, all terms contained in all the by-laws of the corporation and which are defined in the Act shall have the meanings given to such terms in the Act.
- 1.3 Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders.
- 1.4 The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## Article 2

### **OBJECTS**

- 2.1 The objects of **the Club** are to promote the sport of curling and such other social and athletic activities as may be determined, from time to time, by **the Club** and to afford to its members all rights, privileges, amenities, advantages, conveniences and accommodations related thereto.

## Article 3

### **REGISTERED OFFICE**

- 3.1 The registered office of the Corporation shall be in the City of Winnipeg in the Province of Manitoba, and at such place therein as the board of **the Club** may, from time to time, decide.

## Article 4

### **SEAL**

- 4.1 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

## Article 5

### **BOARD OF GOVERNORS**

#### **Number**

- 5.1 The affairs of the corporation shall be managed by a board of governors of not less than twelve governors nor more than thirty governors, the majority of whom shall be resident Canadians, or such other number as the members of **the Club** may, from time to time, resolve in accordance with the Act.

#### **Qualification**

- 5.2 Every governor shall be eighteen (18) years of age or older and be a member with the right to vote (a regular member, honorary member or life member). No undischarged bankrupt, person of unsound mind so found by a Court of competent jurisdiction or any person who is not an individual shall be a governor.

### **Term of Office**

- 5.3. A governor's term of office (subject to the provisions, if any, of the Articles of Continuance and of the by-laws of the corporation) shall be from the date of the meeting at which he is elected or appointed until the annual meeting next following or until his successor is appointed.

### **Filling of Vacancies on Board of Governors**

- 5.4 In the event of any vacancy occurring on the board of governors, the remaining board of governors in office may appoint a qualified member to fill such vacancy on the board and such appointed member shall hold office as a governor for the balance of the un-expired term of the vacating governor.

### **Vacation of Office**

- 5.5 The office of a governor shall be vacated automatically:
- (a) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;
  - (b) if he is found to be a lunatic or is found to be of unsound mind;
  - (c) if by notice in writing to **the Club** he resigns his office;
  - (d) if he ceases to be a member of **the Club**;
  - (e) if he dies;
  - (f) if being a resident Canadian governor he ceases to be a resident Canadian; and
  - (g) if he is absent for three consecutive board and/or executive committee meetings unless excused by resolution of the board.

### **Election and Removal**

- 5.6 Election of governors shall not be by ballot unless demanded. The whole board shall retire at the annual meeting if otherwise qualified. A retiring governor shall retain office until the dissolution or adjournment of the meeting at which his successor is elected (unless such meeting was called for the purpose of removing him from office as a governor in which case the governor so removed shall vacate office forthwith upon the passing of a resolution for his removal).

### **Additional Governors**

- 5.7.1 In addition to the governors elected at an annual meeting, each curling league consisting of members of **the Club** and approved by the board as a "member league of **the Club**" shall be entitled to appoint a member of **the Club** curling in that league as that league's representative on the board of governors to hold office as a governor with the right to vote until the next annual meeting when a new board of governors are elected by the members.
- 5.7.2 Such league representative, as a member of the board of governors, shall have the right to vote on any question at any meeting of the board of governors, provided however, that in the event such person occupies more than one position on the board of governors, he or she shall only possess one vote.

### **Manitoba Curling Association Representation**

- 5.8 Upon the invitation of the President of **the Club**, the President, Executive Director or Chief Operating Officer of the Manitoba Curling Association or his designate may attend any meeting of the governors or the members and participate in the deliberation or consideration of any issue before the governors or the members, but shall not have a vote on any question put to the meeting of governors or members.

### **Board of Governors Duties Generally**

- 5.9 The board of governors are to promote the sport of curling through the operation of leagues and competition, the provision of instruction and training in the game of curling to the extent that there are teachers or instructors available to the board, the management, ownership, occupation, care, development, expansion and repair of **The Granite Curling Club** facilities, the organization and holding of athletic competition and social events for the members and their guests, the establishment from time to time and amendment of competition rules for league and club championships and for competition invited and regulated by the Manitoba Curling Association, the establishment from time to time of Rules and Regulations governing the operation of **the Club's** premises and the conduct of the members of **the Club**, the operation of a restaurant of fine dining catering to the members and the public with licensed restaurant and lounge, the maintenance of business relationships with the city of Winnipeg, the province of Manitoba, the media, the local community and with any other member of the public with whom **the Club** deals in its day-to-day operation and to fulfill any other duties assigned to it by the members or as required in order to carry on a successful curling club operation.

### **Article 6**

#### **MEETINGS OF GOVERNORS**

##### **Regular Meetings**

- 6.1 Regular meetings of the Board of Governors shall be held at least once every month during each month between September and April throughout the year together with such additional meetings as the President may determine necessary between the months of May and August and at any other time of the year.

##### **Place of Meeting**

- 6.2 Board of Governors' meetings may be held either at the head office or elsewhere within Manitoba as the governors may, from time to time, determine.

##### **Calling or Convening the Meeting**

- 6.3 A meeting of governors may be convened by the President or 1<sup>st</sup> Vice-President or any two governors at any time and, accordingly, the Secretary, by direction of the President or Vice-President or any two governors, as the case may be, shall prepare the Notice of Meeting and convene the meeting of governors.

##### **Telephone or other Participation**

- 6.4 Where all the governors have consented thereto (either before, during or after the meeting), any governor may participate in a meeting of the board of governors or of the executive committee of the board of governors by means of conference telephone or other electronic communication equipment by means of which all persons participating in the meeting can hear each other. A governor participating in a meeting pursuant to the provisions of the Act shall be deemed to be present in person at that meeting. If a majority of the governors participating in a meeting held pursuant to this paragraph are then in Canada, the meeting shall be deemed to have been held in Canada.

##### **Quorum**

- 6.5.1 A majority of the number of elected governors shall form a quorum for the transaction of business.

### **Governor's Authority to Act when Numbers below Quorum**

- 6.5.2 Unless otherwise provided in the Articles of Continuance, the continuing governors may act notwithstanding any vacancy in their body, but, if their number is reduced below the number necessary for a quorum the continuing governors may act for the purpose of increasing the number of governors to that number necessary for a quorum or for summoning a general meeting of the corporation, but for no other purpose.

### **Voting**

- 6.6 Questions arising at any meeting of governors shall be decided by a majority of votes of the members of the board present at the meeting. In cases of an equality of votes on any question, the chairman shall not have an additional vote to resolve the tie vote and, in the case of a tie vote on any question, the motion shall be declared lost.

### **Governors interested in other corporations**

- 6.7.1 No governor shall be disqualified from his office by reason of the fact that he is interested in or participating in the profits of any contract or arrangements made or proposed to be made by the corporation, whether as vendor, purchaser or by reason of being a member of any partnership, firm or corporation or otherwise, nor shall any such contract or arrangement be voided nor shall any governor interested in such contract or arrangement be liable to the corporation for any profit realized by any such contract or arrangement by reason of his holding office as a director, provided only that such governor shall comply with the Act and make disclosure of the nature and extent of his interest and such governor shall not be precluded or disqualified from voting in connection therewith or from being counted when it is necessary to consider whether a quorum is present.
- 6.7.2 In the event the governors of the corporation are connected with other corporations, joint stock companies, firms or associates with which from time to time this corporation may have business dealings, no contract or other transactions between this corporation or any corporation, joint stock company or association whose stocks are held in common interest or otherwise shall be affected by the fact that the governors of this corporation are interested in or are directors or officers of such other corporation, joint stock company, firm or association.

## **Article 7**

### **REMUNERATION OF GOVERNORS**

- 7.1 The remuneration to be paid to the governors shall be such as the board of governors shall, from time to time, determine and such remuneration shall be in addition to the salary paid to any officer of the corporation who is also a member of the board of governors. The governors may also, by resolution, award special remuneration to any governors undertaking any special services on behalf of the corporation other than the routine work ordinarily required of a governor by the corporation and confirmation of any such resolution or resolutions by the members shall not be required. The governors shall also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the corporation.

## **Article 8**

### **SUBMISSION OF CONTRACTS OR TRANSACTIONS FOR APPROVAL OF MEMBERS**

- 8.1 The board of governors, in their discretion, may submit any contract, act or transaction for approval, ratification or confirmation at any annual meeting of the members or at any special general meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, or by the

corporation's Articles of Continuance or any other by-law) shall be valid and binding upon the corporation and upon all the members as though it has been approved and ratified by every member of the corporation.

## **Article 9**

### **FOR THE PROTECTION OF GOVERNORS AND OFFICERS**

- 9.1.1 No governor or officer for the time being of the corporation shall be liable for the acts, receipts, neglects or defaults of any other governor or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by the corporation or for or on behalf of the corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation thereof or any damage resulting from any dealings with any monies, securities or other assets belonging to the corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his failure to exercise the power and to discharge the duties of his office honestly, in good faith and in the best interests of the corporation, and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 9.1.2 The governors for the time being of the corporation shall not be under any duty or responsibility in respect of any contracts, acts or transactions whether or not made, done or entered into in the name or on behalf of the corporation, except such as shall have been submitted to and authorized or approved by the board of governors. If any governor or officer of the corporation shall be employed by or shall perform service for the corporation otherwise than as a governor or officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the corporation, the fact of his being a governor or officer of the corporation shall not disentitle such director or officer of such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

## **Article 10**

### **INDEMNITIES TO GOVERNORS AND OTHERS**

- 10.1 The governors and officers for the time being of the corporation and every one of them and every one of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets and profits of the corporation from and against all actions, costs, charges, losses, damages and expenses which they, or any of them, their or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.

## **Article 11**

### **OFFICERS**

#### **Election of Officers**

- 11.1.1 Except for the Past President, the board of governors shall annually, or as often as may be required, elect the officers of the board, namely: a President, 1<sup>st</sup> Vice-President, Secretary, Treasurer, and, if deemed advisable by the board from time to time, one or more other Vice-Presidents, an Assistant-Secretary and an Assistant-Treasurer or any one or more of them. Each of the said officers must be a member of the

board of governors. Any two of the aforesaid offices may be held by the same person except those of President and 1<sup>st</sup> Vice-President. In case and whenever the same person holds the office of Secretary and Treasurer he may, but need not, be known as the Secretary-Treasurer.

#### **Use of Nomination Slate with Recommended Offices**

- 11.1.2 A vote of the majority of the board of governors shall be necessary for the election or appointment of any governor to an office of **the Club** set forth in Article 11.1.1, PROVIDED HOWEVER, that if the nomination slate presented to the members at the annual meeting for the election of the board of governors also indicated the office on the board of governors that a particular nominee was expected to fill, then, upon election to the board of governors by the members and subject to subsequent confirmation of such office by the board at the first meeting of the Board of Governors following the Annual Meeting, such nominee will also assume the office indicated for the term indicated on the nomination slate (unless otherwise disqualified from holding such office) without the need of an election to that office by the board of governors.

#### **Additional Officers**

- 11.1.3 The board of governors may, from time to time, elect or appoint such other officers and agents as it shall deem necessary and such other officers and agents shall have such authority and shall perform such duties as shall be prescribed by the board.

#### **Vacancies**

- 11.1.4 In the event of any vacancy occurring among the officers of the corporation, the board of governors in office may appoint a member of the board to fill such vacancy and such appointed governor shall hold office as an officer of the corporation for the balance of the un-expired term of the vacating officer.

#### **Remuneration and Removal of Officers**

- 11.2.1 The remuneration of all officers, employees and agents elected or appointed by the board shall be determined from time to time by resolutions of the board of governors. The fact that any officer, employee or agent is a governor or member of the corporation shall not disqualify him from receiving such remuneration as may be determined. All officers, employees or agents in the absence of agreement to the contrary, shall be subject to removal by resolution of the board at any time, with or without cause, provided that a majority of the board shall vote in favour thereof.

#### **Absenteeism of Governor from Board of Governor or Executive Committee Meetings**

- 11.2.2 If, through absence from the city of Winnipeg, illness or any other reason a governor shall, for a period exceeding one month, be unable to attend board and/or executive committee meetings and fulfill his duties during such period, the board may, by resolution, appoint an alternate governor to act in the place of the absent governor for the period of the absent governor's disability or the expiration of his term of office, which ever shall first occur.

#### **Duties of Officers Generally or may be Delegated**

- 11.3.1 In addition to the duties set out herein, all officers shall perform such duties as are designated by the board, or failing such designation, those duties usually pertaining to such offices.
- 11.3.2 In case of the absence or inability to act of any officer of the corporation or for any other reason that the board may deem sufficient the board may delegate all or any of the powers of such officer to any other officer or to any governor for the time being.

## Specific Duties of Officers

### 11.4.1 Past President:

Shall preside at all executive committee and board meetings in the absence of the President and 1<sup>st</sup> Vice-President;

Shall act as chairman of the nomination committee for the nomination of governors for election in the next ensuing year; and

Shall perform such other responsibilities as may be assigned by the executive committee or the board.

### 11.4.2 President:

Shall be the chief executive officer of **the Club** and shall exercise general supervision over the business and affairs of **the Club**;

Shall, when present, preside at all meetings of the executive committee, the board of governors and members;

Shall be responsible for the preparation of agendas for all meetings of **the Club**;

Shall represent **the Club** and shall communicate policies and decisions of **the Club** to the public and to any governments, companies, persons or organizations external to **the Club**;

Shall be an *ex officio* member of all committees of the board;

Shall be an authorized officer of **the Club** together with the Secretary, Treasurer and the General Manager, subject to any specific authority of the board, for the execution of any documents including, without restriction, cheques, bills of exchange, other negotiable instruments, contracts, financial statements and any other documents requiring the signature of the authorized officers of **the Club**;

Shall be responsible to ensure that a complete report of the operations of **the Club** for the fiscal year of his presidency, including a complete financial report, is provided to the members at the next ensuing annual meeting, and, from time to time during his presidency to report to the board all matters within his knowledge, which in the interests of **the Club**, require to be brought to the attention of the board or the membership; and

Shall freely consult and advise with the other governors in regard to the business and interests of **the Club**; and

Shall perform such other duties as may, from time to time, be assigned to him by the members, executive committee or the board or as are incidental to his office.

### 11.4.3 1<sup>st</sup> Vice-President:

Shall be vested with all the powers and shall perform all the duties of the President in the absence, inability or refusal to act of the President;

In the absence of the President shall be an authorized officer of **the Club** together with the Secretary, Treasurer and the General Manager, subject to any specific authority of the board, for the execution of any documents including, without restriction, cheques, bills of exchange, other negotiable

instruments, contracts, financial statements and any other documents requiring the signature of the authorized officers of **the Club**;

Shall accept and fulfill those duties assigned to him by the President; and

Shall accept and fulfill those duties as may from time to time be assigned to him by the executive committee or the board.

#### 11.4.4 **Other Vice-Presidents:**

Shall accept and fulfill those duties assigned to him by the President; and

Shall accept and fulfill those duties as may from time to time be assigned to him by the executive committee or the board.

#### 11.4.5 **Secretary:**

Shall issue or cause to be issued any required notices for all meetings of the board of governors, executive committee, and members when directed to do so by the board;

Shall be an authorized officer of **the Club** together with the President, Treasurer and the General Manager, subject to any specific authority of the board, for the execution of any documents including, without restriction, cheques, bills of exchange, other negotiable instruments, contracts, financial statements and any other documents requiring the signature of the authorized officers of **the Club**;

Shall be responsible to ensure that minutes of all meetings of the executive committee, the board of governors and members of **the Club** are taken, circulated, approved and duly recorded in the corporate minute book;

Shall ensure that all reports and sufficient copies thereof are available for any board, executive committee or member meetings;

Shall ensure that all correspondence from and to **the Club**, important contracts and documents, annual reports, officer and committee reports, financial reports and any league reports are retained as part of the corporate records and documents until receipt of authority from the board to destroy or otherwise dispose of such records;

Shall be responsible for the corporation's Constitution and General By-Law, 2009 and all revisions or amendments thereto, including the drafting and presentation of such revisions and amendments to the board for approval and subsequent confirmation at the Annual Meeting;

Shall be responsible for the drafting and presentation to the Board of Directors of all other by-laws of **the Club** including, without restriction, any by-laws relating to the borrowing of funds from any financial institution or relating to the conduct of any other aspect of the commercial operation of **the Club** including, without restriction, the preparation and arranging for presentation for passage of resolutions, banking resolutions and any corporate agreements relating thereto.

Shall maintain and keep up to date in the corporate minute book the Constitution and General By-Law, 2009 and all other By-Laws and all amendments or revisions thereto and shall publish or otherwise make available to any member of **the Club** upon demand or as required in the management and operation of **the Club**;

Shall ensure compliance with all federal, provincial or municipal statutes, laws, by-laws, regulations or other ordinances or directions, including, without restriction, income tax returns and charity returns, if any, with Canada Revenue Agency;

Shall be responsible for the annual update of **the Club's** Annual Return including the preparation and arranging for the execution of any notices of change of address of officers or governors (directors) or any documents required by virtue of the provisions of *The Corporations Act of Manitoba*;

Shall be responsible for the drafting and presentation to the board of any rules and regulations of **the Club** including amendments thereof.

Shall be responsible for the continual update of **the Club** Roster containing information concerning **the Club's** history, present and past presidents, current board of governors, members and other details;

Shall be responsible for any information on any website for **the Club** including, without restriction, **the Club's** history, current draws, competition information and any other information approved by the board;

Shall draft such other documents as the board may from time to time require for presentation to it for approval; and

Shall accept other duties as may be assigned from time to time by the executive committee or the board.

#### 11.4.6 **Treasurer:**

Shall have the care and custody of all of the funds and securities of **the Club**;

Shall deposit all of the funds in the name of **the Club** in such bank, credit union, trust company, depository or depositories as the board may direct;

Shall carry signing authority with the President or 1<sup>st</sup> Vice-President and Secretary for the payment of accounts;

Shall report all routine accounts payable at each meeting of the board or executive committee and shall report special accounts payable to the Board for approval prior to payment;

Shall ensure payment of all accounts payable in a timely fashion subject to any direction from the board or executive committee to the contrary;

Shall keep or cause to be kept the books of account and the accounting records of **the Club** as required by the Act;

Shall, at all reasonable times, exhibit his books and accounts to any governor of **the Club** upon request at the office of **the Club** during business hours;

Shall sign or countersign such negotiable instruments as require his signature;

Shall report to regular meetings of the executive committee and the board all up to date financial statements as may be required by the board, including, without restriction, current monthly operating statements and bank account balances; and

Shall provide such bond for the faithful performance of his duties as the board may require and no governor shall be liable for failure to require any such bond or for the insufficiency of any bond or for any loss by reason of the failure of **the Club** to receive any indemnity thereby provided.

### **General Manager or Manager**

11.4.7 The board of governors may from time to time appoint (and rescind such appointment without cause) or employ (and terminate or discharge without cause), as the case may be, a general manager or manager, who, if appointed, may, but need not be one of the governors of the corporation, and may delegate to him or her full authority to manage and direct the business and affairs of the corporation (except such matters and duties as by law must be transacted or performed by the board of governors or by the members in general meeting) and to employ and discharge agents and employees of the corporation or may delegate to him or her any lesser powers. If, and so long as the general manager or manager is a member of the board of governors, he or she may, but need not, be known as “managing director”. He or she shall conform to all lawful orders, directions and decisions given to him or her by the board of governors of the corporation. He or she shall, at all reasonable times, give to the governors, or any of them, all information they may require regarding the affairs and business of the corporation. Any agent or employee appointed by a general manager or manager shall be subject to discharge by the board of governors.

## **Article 12**

### **EXECUTIVE COMMITTEE**

#### **Constitution of Executive Committee**

12.1 There shall be established an executive committee consisting of the Past President, President, 1<sup>st</sup> Vice-President, other Vice-Presidents, if any, Secretary, and Treasurer.

#### **Term of Office**

12.2 The term of office for each member of the executive committee shall be the same term as the term of such member as an officer of **the Club**.

#### **Executive Committee Meeting**

12.3 Meetings of the executive committee may be held at any time at the discretion and at the call of the President.

#### **Removal of Governor or Officer**

12.4 Subject to the provisions of the Act and Article 11.2.1 (where member employed by **the Club**), any member of the executive committee or the board of governors may be removed from office for any reason and without any liability for such action upon a two-thirds vote of the entire board of governors and executive committee, each person being a member of either the board of governors or the executive committee or both being entitled to only one vote.

#### **Voting Rights**

12.5 Each member of the executive committee shall have one vote, **PROVIDED HOWEVER**, that where an executive committee member occupies more than one position, that member shall be limited to a single vote on any question. The chairman of the executive committee shall be entitled to cast a further vote on any question to break a tie.

#### **Quorum**

12.6 At executive committee meetings at least one-half of the executive committee members in attendance shall constitute a quorum for the purpose of holding a meeting and transacting business.

### **Powers and Duties of Executive Committee**

- 12.7 (a) Shall, as soon as possible following the Annual Meeting, establish a budget for the current fiscal year, and, in doing so, shall set as entrance fee for new membership applications, if directed by the board, membership dues and monthly charges for approval by the board;
- (b) Shall administer the policies and regulations as defined from time to time by the board of governors;
- (c) Shall be responsible for establishing and, from time to time, amending rules and regulations governing the operation of **the Club** and the conduct of members;
- (d) Shall be responsible for establishing and, from time to time, amending league and club competition rules for all curling in **the Club**;
- (e) Shall fulfill all responsibilities assigned to it by any league and club competition rules and, in the absence of any identification in such rules of either the board or the executive committee as the appropriate body for the determination of any issue or the performance of any responsibility, the executive committee may act;
- (f) Pursuant to Article 14.6.3, shall consider whether or not a member should be expelled from **the Club**;
- (f) Shall, upon the request of the President, respond and decide any issue that may arise regarding any aspect of the operation of the affairs and business of **the Club** that requires an immediate decision where it is not possible to call and hold a board meeting within the time in which a decision must be made. In such case, the President shall provide a report of the details of the issue and the decision made and action taken, if any, at the next board meeting, which report shall be received by the board without debate. If there is any further action to be taken following the filing of the report with the board, it shall be taken by the board or as the board may, by resolution, direct; and
- (g) Shall fulfill any other duties assigned to it by the board

### **Article 13**

#### **COMMITTEES**

##### **Establishment of Committees Generally**

- 13.1.1 The board may, from time to time, for any purpose, establish any committee and appoint any person or persons as it may deem appropriate to serve on such committee either as a chairman thereof or as a member or members thereof, whether such persons are members of the board of governors or not, provided however, that any such committee and the person or persons appointed to such committee shall report to and be accountable to the board and shall fulfill such tasks as the board may, from time to time, assign to such committee and its members.

##### **Standing Committees of the Board of Governors**

- 13.2.1 The following committees are standing committees of the board of governors and the chairman of such committees shall be voting members of the board, whether elected by the members for a term of one year or appointed by the board for a term of one year:
- (a) House and Ice Committee;
- (b) Juniors Committee
- (c) Membership Committee;

- (d) Communications Committee;
- (e) Volunteer Committee;
- (f) Fundraising Committee;
- (g) Food and Beverage Committee; and
- (h) Special Events Committee.

### **Responsibilities of Standing Committees**

#### **13.2.2 House and Ice Committee**

Shall be responsible for the maintenance, care and upkeep of **the Club** building, improvements and contents;

Shall prepare an annual budget for the maintenance, care and upkeep of **the Club** building, improvements and contents for presentation and approval by the board;

Shall oversee the upgrading of **the Club** building, improvements and contents;

Shall coordinate with the City of Winnipeg all capital and maintenance expenditures required to **the Club** building and improvements;

Shall coordinate work parties (volunteers) to carry out any work to **the Club** building, its improvements and contents; and

Shall be responsible for all occupancy of **the Club** building and facilities issues, including, without restriction, the negotiation and execution of any lease or other occupancy agreement with the city of Winnipeg for the occupation, use, maintenance and repair of **the Club** property at 22 Mostyn Place.

#### **13.2.3 Membership Committee**

#### **13.2.4 Juniors Committee**

#### **13.2.5 Communications Committee**

#### **13.2.6 Volunteer Committee**

#### **13.2.7 Fundraising Committee**

Shall recommend, plan, organize and carry out such fundraising project or projects as the board may from time to time approve for the purposes of raising funds for **the Club** to pay for its operations or capital expenditures; and

Shall apply for such lottery or raffle ticket licenses as the board may, from time to time, approve and authorize.

#### **13.2.8 Food and Beverage Committee**

#### **13.2.9 Special Events Committee**

### **Additional Committees at the Pleasure of the Board of Governors**

#### **Nominating Committee**

- 13.3.1.1 The nominating committee shall consist of the President, immediate Past President, who shall act as chairman, 1<sup>st</sup> Vice-President and Secretary. The committee shall present to the annual meeting the names of members of **the Club**, who possess the right to vote (being a regular member, honorary

member or life member) and are in good standing, as persons who have consented to allow their names to stand for election to the board of governors. The committee shall also designate these nominated members as candidates for specific positions on the board as officers or committee chairs. Any persons named by the nominating committee shall be deemed nominated at the annual meeting of the members without any formal nomination being required. Each member designated for office or as a committee chair on the board of governors, if not opposed by the nomination of another member who possesses the right to vote, shall be declared elected by acclamation to the board of governors and, subject to confirmation by the board of governors at their meeting following the annual meeting, shall also be elected to the particular office or committee chair specified in the nomination report of the nominating committee.

- 13.3.1.2 Should any member nominated by the nominating committee be opposed by the nomination from the floor of another qualified member and such qualified member consents to allow his name to stand for election to the board of governors, such election shall be by secret ballot. If the member nominated from the floor is elected to the board of governors, the board shall, at their meeting following the annual meeting, hold an election to fill the position on the board that was slated by the nominating committee to be filled by its nominee.
- 13.3.1.3 Except as aforesaid, the nominating committee shall have no status other than to advise as to the persons who are willing to let their name stand for office and governors and officers shall be elected at each annual meeting, as if there were no nominating committee.
- 13.3.1.4 The nominating committee may also nominate an auditor or an accountant, as may be permitted by the Act, for appointment as such for the ensuing fiscal year.
- 13.3.1.5 Subject to the direction of the chairman of the meeting, upon any election by secret ballot, the nominating committee shall put forth the names of three persons who have been nominated by the nominating committee, for appointment by the chairman has scrutineers for the purpose of counting the ballots and reporting the results of such election to the chairman and members assembled at the annual meeting.
- 13.3.2 The board, in its discretion, may constitute such additional committees consisting of such members as it shall deem advisable and may appoint a chairman and members thereof and assign duties and responsibilities to such committee or committees along with a term of existence and, further, the board, in its discretion, may also terminate the mandate of any such committee or committees established pursuant to the authority herein.

#### 13.4 **MCA Representative**

The board may appoint from the members of **the Club** a person to represent **the Club** at any meeting of the Manitoba Curling Association and to provide such information or to make such recommendations to the Manitoba Curling Association on any issue as the board may, from time to time, direct and shall report back to the board on all matters of concern to **the Club**.

### Article 14

#### **MEMBERS**

##### **Qualification for Membership**

- 14.1 Any person who subscribes to the objects of **the Club**, makes written application to the board for membership that is accepted by the board, pays any entrance fee as may be, from time to time, fixed by the board and pays their annual membership dues shall be admitted as a member of **the Club**.

## Categories of Membership

14.2 **The Club** has six categories of membership:

- a) Regular Member is a person who, provided their membership dues are paid up and they are otherwise in good standing, is entitled to all the rights, privileges, amenities, advantages, conveniences and accommodations of **the Club** that the board may, from time to time, provide, including, without restriction, the right to vote at any annual, semi-annual, general or special meeting of **the Club** as provided in this Constitution;
- b) Associate Member is a person who, provided their membership dues are paid up and they are otherwise in good standing, is entitled to any rights, privileges, amenities, advantages, conveniences and accommodations of **the Club** that the board may, from time to time, provide that may include, but may not be limited to, clubhouse privileges, provided however, that such member shall not have the right to vote at any annual, semi-annual, general or special meeting of **the Club**;
- c) Affiliate Member is a person who, provided their membership dues are paid up and they are otherwise in good standing, is entitled to any rights, privileges, amenities, advantages, conveniences and accommodations of **the Club** that the board may, from time to time, provide that may include, but may not be limited to curling in a league and use of some of the club facilities, provided however, that such member shall not have the right to vote at any annual, semi-annual, general or special meeting of **the Club**;
- d) Junior Member is a person who is under the age of eighteen (18) years and has paid their membership dues, and, other than participation in curling leagues, is not entitled to any rights, privileges, amenities, advantages, conveniences and accommodations of **the Club** except as may be permitted from time to time by the board, provided however, that such member shall not have the right to vote at any annual, semi-annual, general or special meeting of **the Club**;
- e) Honorary Member is a person who is appointed by the board for life or for a stated period of time and who is entitled to all the rights, privileges, amenities, advantages, conveniences and accommodations of **the Club** that the board may, from time to time, provide, including, without restriction, the right to vote at any annual, semi-annual, general or special meeting of **the Club** as provided in this Constitution and shall pay such reduced membership dues or no membership dues as the board may, from time to time, determine; and
- f) Life Member is a person who is designated as such by the board in recognition of his or her significant dedication and contribution to the promotion of the game of curling and/or for the benefit of **the Club** and, on such designation, such person shall not be required to pay any membership dues for the remainder of their life and shall be entitled to all the rights, privileges, amenities, advantages, conveniences and accommodations of **the Club** that the board may, from time to time provide, including the right to vote at any annual, semi-annual, general or special meeting of **the Club**.

## Application for Membership

14.3.1 With the exception of Honorary and Life memberships, all other memberships in **the Club** must be made by application in writing in such form as the board may, from time to time, prescribe and shall be signed by the applicant and submitted to the board accompanied by payment of any entrance fee for new, first time members, together with such membership dues as may, from time to time, be fixed by the board as applicable to the particular category of membership for which application is being made.

### **Notification by Member of Change of Address**

- 14.3.2 It shall be the responsibility of each member to ensure that **the Club** always has a current residential address for the member and, notwithstanding any provision in the Act to the contrary, failure of any member to immediately notify the board in writing of any such change of address shall, by that failure, be deemed a waiver by that member of any notice required by the provisions of this Constitution or by the Act and shall be deemed a release of **the Club** from any liability or responsibility for any damages, expenses, loss or costs arising as a result of failure to provide such notice whether a notice of annual, semi-annual, general or special meeting of **the Club** or notice of any other matter.

### **Good Standing**

- 14.4.1 A member shall be deemed to be in good standing if:
- (a) the member has paid any applicable entrance fee and membership dues prescribed by **the Club** as required in Article 14.1 herein;
  - (b) the member is current within sixty (60) days in the payment of their monthly charges;
  - (c) the member is not subject to any disciplinary action taken against them by **the Club**; and
  - (d) the member is in compliance with this Constitution and all other By-Laws, Policies, Rules and Regulations of **the Club**.

### **Members not in Good Standing**

- 14.4.2 Members not in good standing, will not be permitted to participate in any activities of **the Club**, including, without restriction, any club competitions, and, if applicable, shall not be eligible to be elected to the board of governors or to any office and shall not have the right to exercise their vote at any annual, semi-annual, general or special meeting of **the Club** until their good standing has been restored.

### **Membership Dues**

- 14.5.1 Unless otherwise prescribed by the board, a member must pay any applicable entrance fee and their membership dues on or before September 15<sup>th</sup> of each year, or within such additional time as the board may, from time to time, determine and prescribe on the annual member registration form, failing which such member shall be deemed not to be in good standing.

### **Board to Establish and Publish Fees, Dues and Charges Annually**

- 14.5.2 Each year the board shall establish and publish the entrance fee, if any, for new first time members, the membership dues for each category of membership and charges, including, without restriction, monthly charges for each club activity or amenity or facility use for which a specific charge or fee is applicable including, without restriction, league fees, house membership fee, locker fee, and food assessment.

### **Failure of Member to Pay Fees, Dues and Charges**

- 14.5.3 Where a member has failed to pay their entrance fee, if applicable, and membership dues on or before November 15<sup>th</sup> or their account for monthly charges and such membership dues and/or monthly charges (the “indebtedness”) remain unpaid for a period of 60 consecutive days, the board may, by resolution, exercise any or all of the following remedies against such member:
- (a) Extend the time for payment of the whole or any part of such indebtedness, or arrange for payment in installments as circumstances may require;

- (b) Assess an administration charge as established by the board in addition to any interest on such indebtedness;
- (c) Revoke membership privileges until such time as the indebtedness is paid in full;
- (d) Take steps to enforce collection of the indebtedness, including the commencement of a Small Claims action;
- (e) Write-off any outstanding indebtedness; or
- (f) Terminate the membership as of a date stated in such board resolution.

#### **Withdrawal or Termination of Membership**

- 14.6.1 A **member** may resign from membership in **the Club** by providing the board with a written notice to that effect and, upon the date of receipt of such notice, such member shall be deemed no longer a member of **the Club** and, accordingly, shall not be entitled to any rights, privileges, amenities, advantages, conveniences and accommodations of **the Club** that he possessed pursuant to his membership, or to the receipt of any notices from **the Club** to its members, whether formal or informal, or to any services provided by **the Club**.

#### **Application to Board for Refund**

- 14.6.2 A member who has resigned from membership in **the Club** may apply to the board for a refund of his membership dues paid for the current year less any unpaid indebtedness then owed to **the Club** and the decision of the board to pay any such refund shall be final and binding on the resigning member.

#### **Expulsion of Member by Executive Committee**

- 14.6.3 A member of **the Club** may be expelled from membership by the executive committee for actions deemed by the executive committee to be detrimental to the interests or reputation of **the Club**, provided however, that such expulsion is confirmed by the unanimous vote of all members of the executive committee as signified by the signature of each member of the executive committee on the resolution passed to expel the member.

#### **Right of Member to Appeal Expulsion and Process**

- 14.6.4 A member who has been expelled from membership in **the Club** shall have the right to appeal the decision of the executive committee to the Board of Governors, provided that written notice of his appeal is provided within seven days of the date when a copy of the resolution expelling the member has been personally served on such member. Any such notice of appeal shall be addressed to the Board of Governors and delivered to **the Club** and shall contain the grounds upon which the appeal is based. Upon receipt of the notice of appeal the president shall call a meeting of the Board of Governors to be held within 10 days of the date of receipt of the notice of appeal. On the hearing of the appeal the president shall preside and shall determine such process for hearing the appeal as he may, in his absolute discretion, decide. The appealing member shall appear without any representation and make his case against the decision to expel following which the Board of Governors shall, after excusing the appealing member, determine among themselves whether to grant the appeal or to uphold the decision of the executive committee. Such decision of the Board of Governors must then be communicated in writing to the appealing member within seven days following the appeal hearing. In order to grant the appeal and reverse the decision of the executive committee there must be a minimum of two-thirds of the Board of Governors who vote in favor of granting the appeal.

### **Application to Board for Refund by Expelled Member**

- 14.6.5 A member who has been expelled from **the Club** may apply to the board for a refund of his membership dues paid for the current year less any unpaid indebtedness then owed to **the Club** and the decision of the board to pay any such refund shall be final and binding on the expelled member.

### **Membership not Transferable**

- 14.6.6 As provided by section 274 (1) of the Act, the interest of a member in **the Club** is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the bylaws of **the Club**.

### **Visitors and Guests**

- 14.7 Visitors to **the Club** are always welcome and encouraged to use any part of the facilities of **the Club** that the board may from time to time, make available to members of the public, including, without restriction, the ice, the restaurant, bar facilities and public washrooms. Guests will be permitted to use such amenities and facilities of **the Club** as are available to the member of **the Club** who must accompany or sponsor such guest and must pay any applicable fees for guest usage of such amenities and facilities as may be, from time to time, determined by the board.

## **Article 15**

### **MEETINGS OF MEMBERS**

#### **Annual Meeting**

- 15.1 **The Club's** annual meeting shall be held following the end of each fiscal year in the month of September or October at a time, date and place determined by the board by resolution except where **the Club's** Articles of Continuance may otherwise provide.

#### **President to Chair**

- 15.2 The President shall chair the annual meeting until such time as the elections are held whereupon the incoming President shall assume the responsibilities of the chairman until the conclusion of the annual meeting.

#### **Agenda for the Annual Meeting**

- 15.3 Notice of the annual meeting shall include the following agenda and any further or amended or revised matters as the board may, by resolution, determine:
1. Welcome and Chairman's Remarks
  2. Confirmation of members' credentials and roll call
  3. Approval of the Agenda
  4. Minutes of previous annual meeting
  5. Business arising from the Minutes
  6. Reports - President
    - Treasurer
    - Committees
      - House and Ice
      - Junior
      - Membership
      - Communications
      - Volunteer
      - Fundraising

- Food and Beverage
- Special Events
- 7. Question and Answer Period.
- 8. Resolutions - Constitution and General By-Law, 2009 amendments
  - Club Rules amendments
 NOTE: if any of above, see attached sheet
- 9. Election of Governors
  - Nominating Committee Report & further nominations
- 10. Appointment of Representative to M.C.A.
- 11. Appointment of Accountants/Auditors for the ensuing fiscal year
- 12. New Business
- 13. Adjournment

#### **Annual Meeting Resolutions Approving Finances and Business Activity and Appointing Auditors**

- 15.4.1 Resolutions may be passed annually accepting and approving the financial statements of **the Club** and, subject to the Act, appointing auditors or accountants for the corporation for the next fiscal year.
- 15.4.2 Resolutions may also be passed approving any other business of **the Club**, past, present or future and approving all the actions of the Board of Governors and executive committee over the past year.

#### **Semi-annual or Special General Meeting**

- 15.5 Other meetings of the members, whether a semi-annual or special general meeting, may be convened by order of the President or the 1<sup>st</sup> Vice-President or by the board at any time and at any place authorized by the Articles of Continuance or by-laws of **the Club**.

#### **Article 16**

#### **NOTICE OF MEETINGS OF BOARD, EXECUTIVE COMMITTEE AND MEMBERS**

##### **Notice of Meetings of Board of Governors**

- 16.1.1 Pursuant to the authority of section 275 (i) of the Act, notice of meetings of the Board of Governors shall be delivered personally or mailed, e-mailed, faxed, telegraphed, telephoned or otherwise electronically transmitted to each governor not less than two (2) clear days before the meeting is to take place, PROVIDED HOWEVER, that meetings of the board of governors may be held at any time without formal notice if all the governors are present or those absent have waived notice and have signified their consent in writing to the meeting being held in their absence.

##### **Errors, Omissions through Inadvertence and Irregularities and Waiver**

- 16.1.2 No errors or omissions arising through inadvertence in giving notice of a meeting of the board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Notice of any meeting or irregularity in any meeting or notice thereof may be waived by any governor before or after such meeting.

##### **First Meeting of Board of Governors following Annual Meeting of Members**

- 16.1.3 After the election of the governors at an annual meeting, for the first meeting of the board of governors to be held immediately following such meeting, or in the case of a governor elected to fill a vacancy on the board, no notice of such meeting shall be necessary to the newly elected governor or governors in order to legally constitute the meeting, provided that a quorum of governors is present.

### **Notice of Meetings of Executive Committee and Business to be Considered**

- 16.2 Notice of any meeting of the executive committee may be oral or in writing and shall state the purpose of the meeting, but notice of such meeting need not be given within any specified time, and shall be deemed duly and properly given if approved by a majority of the members of the executive committee present at the called meeting. The business before the meeting shall be limited to the matters contained in the notice.

### **Notice of Meetings of Members**

- 16.3.1 Pursuant to the authority of section 275 (i) of the Act, notice of a meeting of members, whether, an annual, semi-annual or special general meeting, stating the day, hour and place of meeting and the general nature of the business to be transacted, shall be served either personally or by sending such notice through the post, in a prepaid wrapper or letter seven (7) clear days before the date of every meeting directed to such address as appears on the books of **the Club** or, if no address be given therein, then to the last address of such person known to the Secretary, PROVIDED HOWEVER, that a meeting of members may be held for any purpose at any time and at any authorized place without notice if all the members entitled to notice of such meeting are present or if the absent members have signified their assent in writing to such meeting being held.

### **Errors, Omissions through Inadvertence and Irregularities and Waiver**

- 16.3.2 Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived before or after the meeting by any member in writing by personal delivery, e-mail, facsimile transmission or other electronic transmission addressed to **the Club**.

### **Record Dates**

- 16.3.3 For the purpose of determining the members entitled to receive notice of a meeting of members, the governors shall fix in advance a date as the record date for the determination of members, but that record date shall not precede by more than 20 days or by less than 10 days of the date on which the meeting is to be held.

### **Alternative Service**

- 16.3.4 Notwithstanding the provisions of Article 16.3.1 herein, where a member states in writing addressed to **the Club** that he will accept service of any notice of meeting using a particular medium of delivery other than personal delivery, including, without restriction, e-mail, facsimile transmission or other electronic transmission, in the absence of any statutory requirement to the contrary, service by **the Club** of any notice of meeting in such manner stipulated by such member shall be deemed received on the date of sending and such service shall also be deemed in compliance with Article 16.3.1 herein and the Act and service in such manner shall be binding upon such member as good and valid service.

### **Notice to Auditor**

- 16.3.5 The auditor or accountant for **the Club** is entitled to attend any meeting of members of **the Club** and to receive all notices and other communications relating to any such meeting that a member is entitled to receive.

### **Omission of Notice**

- 16.4 The accidental omission to give a notice to any member, director, officer, accountant or auditor or the non-receipt of any notice by any member, director, officer, accountant or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, unless otherwise provided in the Act.

**Article 17****MEMBER MEETING PROCEDURES AND PROXIES****Votes, Voting Procedures, Polls and Appointing a Chairman**

- 17.1.1 Every question submitted to any meeting of members shall be decided in the first instance by a show of hands unless a poll be demanded by any member, and in the case of an equality of votes the chairman shall, both on a show of hands and at a poll, not have a casting vote in addition to the vote to which he may be entitled as a member.
- 17.1.2 At any meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- 17.1.3 In the absence of the President and every Vice-President who is a governor, the members present entitled to vote shall choose another governor as chairman and if no governor is present or if all the governors present decline to take the chair then the members present shall choose one of their number to be chairman.
- 17.1.4 If at any meeting, a poll is demanded on the election of a chairman or on the question of adjournment, or termination, it shall be taken forthwith without adjournment.
- 17.1.5 If at any meeting, a poll is demanded on any other questions, it shall be taken in such manner and either at once or after adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 17.1.6 A demand for a poll may be withdrawn.

**Membership in Name of a Corporation, Association or Partnership**

- 17.2 Where a membership is in the name of a corporation, association or partnership such corporation, association or partnership shall be entitled to appoint in writing a representative of them to attend and vote at any meeting of members and where that representative personally attends any meeting of **the Club** after such appointment is received by **the Club** he or she shall be entitled to exercise the vote of such corporation, association or partnership until written notice is received from such corporation, association or partnership that the right of such representative to exercise the vote of such corporation, association or partnership is revoked.

**Proxy Votes**

- 17.3.1 Votes may be given either personally or by proxy. At every meeting at which he is entitled to vote, every member present in person shall have one vote on a show of hands. Upon a poll which he is entitled to vote every member present in person or by proxy shall have one vote (subject to the provisions of **the Club's** Articles of Continuance).

**Proxy to be in Writing and Signed**

- 17.3.2 An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorizing in writing, or if the appointor is a corporation either under the common seal on its behalf signed by its duly authorized officers; an instrument appointing a proxy signed by or on behalf of a corporation need not be under seal.

### **Proxy for Corporation, Association or Partnership to Vote on Show of Hands and Poll**

- 17.3.3 Where a corporation, association or partnership being a member is present by a proxy who is not a member, such proxy shall be entitled to vote for such corporation both on a show of hands and a poll.

### **Form of Proxy**

- 17.3.4 An instrument appointing a proxy shall be in the following form or in any other form which complies with the requirements of the Act:

"The undersigned member of **The Granite Curling Club** (the "Corporation") hereby appoints \_\_\_\_\_ of \_\_\_\_\_ whom failing, \_\_\_\_\_ of \_\_\_\_\_ as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the meeting of the members of the said Corporation to be held on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment thereof.

Dated the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Signature of Member"

(This form of proxy must be signed by a member or his attorney authorized in writing or, if the member is a body corporate, under its seal or by an officer or attorney thereof duly authorized.)

### **Authority of Board of Governors to make Regulations Regarding Proof of Authority of Proxy**

- 17.4 The governors may, from time to time, make regulations regarding the lodging of instruments appointing a proxy at some place or places other than the place at which a meeting or adjournment of a meeting of members is held and for particulars of such instruments to be cabled, telexed, telegraphed or sent in writing before the meeting or adjourned meeting to the Corporation as though the instruments themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. Pending the making of such regulations, the chairman of any meeting of members may, in his decision, accept telegraphic, telexed, cabled or written communications as to the authority of anyone claiming to vote on behalf of and to represent a member notwithstanding that no instrument of proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such telegraphic, telexed, cabled or written communications accepted by the Chairman shall be valid and shall be counted.

### **Adjournment**

- 17.5 Subject to the provisions of the Act, the chairman may, with the consent of any meeting, adjourn the same from time to time to a fixed time and place, and no notice of such adjournment need be given to the members. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **Quorum**

- 17.6 One (1) member personally present shall be a quorum of any meeting of members for the choice of a chairman and the adjournment of the meeting; for all other purposes a quorum for any meeting (unless a greater or lesser number of members are required by the Act or by **the Club's** Articles of Continuance or any Amendment of Articles thereto or any other by-law to be represented) shall be members personally present not being less than twenty (20) in number and possessing the right to vote. No

business shall be transacted at any meeting unless the quorum requisite be present at the commencement of the business.

### **Article 18**

#### **OBSERVERS AT MEETINGS**

18.1 All meetings of the members of **the Club**, whether a general, special or annual meeting shall be open to the public as observers. The chairman of any meeting shall have the right to declare any such meeting a closed meeting to discuss subjects of a sensitive nature. The chairman shall also, at his discretion, raise any matter or issue for general discussion by all persons present at such meeting and, for the advice and direction of the executive committee or board, may poll all persons present on such matter or issue.

### **Article 19**

#### **ROBERTS RULES**

19.1 All meetings of **the Club** whether a general, special or annual meeting of the corporation, executive committee meeting or meeting of the board shall follow the Roberts Rules for Parliamentary Procedures.

### **Article 20**

#### **MISCELLANEOUS PROVISIONS**

##### **Resolutions in Writing**

20.1 A resolution or by-law signed by all the governors is valid and effective as if passed at a meeting of the governors duly called, constituted and held.

##### **Signatures to Notices**

20.2 The signatures to any notice to be given by **the Club** may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

##### **Computation of Time**

20.3 Where a given number of day's notice or notice extending over any period is required the days shall be computed as clear days and, therefore, neither the day of delivery of the Notice of Meeting nor the day of its receipt, or normally expected day of actual receipt, is counted in any notice period prescribed in these Articles.

##### **Fiscal Year**

20.4 The fiscal year end of the Corporation shall be the 30th day of April.

##### **Payment of Expenses**

20.5 The board may authorize the payment of all expenses incurred in creating, continuing and registering **the Club** and all other expenses of or incidental to its formation, continuance and organization.

##### **Carrying on Business Without Gain**

20.6 The corporation shall be carried on without purpose of gain for its members and any profits or other

accretions to **the Club** shall be used in promoting its objects.

#### **Execution of Contracts and Other Documents**

- 20.7 Contracts, documents or any instruments in writing requiring the signature of **the Club** may be signed by two of the President, 1st Vice-President, Secretary or Treasurer, or any other governors and all contracts, documents and instruments in writing so signed shall be binding upon **the Club** without further authorization or formality. The board shall have power, from time to time, by resolution, to appoint any officer or officers or any other person or persons on behalf of the corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

#### **Finances, Management of Funds and Records of the Corporation**

- 20.8 All moneys belonging to **the Club** shall be deposited by the Treasurer or other designated person in an account with an accredited bank, credit union or trust company in the name of the Corporation.
- 20.9 A detailed record of all moneys received, receivable, paid and payable by the Corporation shall be kept by the Treasurer in books of appropriate form.
- 20.10 Expenditures shall only be made by decision of the board, or as set forth in these By-Laws.
- 20.11 An auditor or accountant, as the members may from time to time decide in accordance with the Act, shall be appointed at the annual meeting whose duty it shall be to examine and sign the financial statements of the Treasurer if found in order. The remuneration of the auditor or accountant shall be fixed by the board.

#### **Banking**

- 20.12 The banking business of **the Club**, or any part thereof, shall be transacted with such bank, credit union, trust company or other firm or corporation carrying on a banking business as the board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of **the Club** by the Treasurer or such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, but without restricting the generality of the foregoing, the operation of the accounts of **the Club**; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and order for payment of money; the giving of receipts for and orders relating to any property of **the Club**, the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on behalf of **the Club** to facilitate such banking business.

#### **Authorization of the Sale and Consumption of Alcoholic Beverages**

- 20.13 The Board of Governors may authorize the sale and consumption of liquor in the club premises pursuant to any license or licenses therefor granted to **the Club** from time to time by the Manitoba Liquor Control Commission.

#### **No Liability of the Club to Members, Visitors or Guests for Damage or Loss of Property or Injury**

- 20.14 **The Club** shall not be responsible for any damage or injury or loss of property suffered by any member, guest or visitor while on the premises of **the Club**, whether such damage, injury or loss occurred by reason of the negligence or otherwise of **the Club**, its officers, employees, servants or agents, or of any other person, and every member of **the Club** and every guest or visitor entering the premises of **the Club** shall use **the Club** premises at his, her or their sole risk.

## **Rules and Regulations**

- 20.15 The board may make rules and pass regulations respecting any aspect of the operation of **the Club**, including, without restriction, rules and regulations respecting curling competition and the operation of leagues, league and club championships and the use of the facilities of **the Club**, hours of operation, the timely payment of entrance fees, membership dues and monthly charges and the conduct and discipline of members.

## **Appointment of a Chaplain**

- 20.16 The board may appoint a Chaplain of the Club for such term as the board, in its discretion, may determine.

## **Article 21**

### **DISTRIBUTION OF ASSETS ON DISSOLUTION OF THE CORPORATION**

- 21.1 Upon dissolution or in the event of the winding up of the affairs of the Corporation all assets of the Corporation, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, shall be assigned, transferred and paid to the Manitoba Curling Association or, in the event the Manitoba Curling Association no longer exists, to such other organization in Canada, as selected by the board, the undertaking of which is the promotion and development of the sport of curling in Canada.

## **Article 22**

### **AMENDMENTS TO THE CONSTITUTION AND GENERAL BY-LAW, 2009**

- 22.1 This Constitution and General By-Law, 2009 may be amended by a two-thirds majority of eligible voting members (as identified in Article 22.2 herein) at an annual meeting or at a special general meeting called by the Board of Governors. Notice of such amendment must be mailed not less than twenty-one (21) days prior to the date of the meeting.
- 22.2 The eligible voting members are those members who are currently curling in or have curled in the following Granite club leagues in existence as of April, 2009:

(Men's) Tuesday 5:45 pm, Wednesday 5:45 pm and Thursday 5:45 pm;  
 (Ladies) Monday 7:30 pm, Wednesday 8:15 pm and Friday 5:45 pm; and  
 (Seniors) Thursday 9:00 am, Tuesday 1:30 pm and Thursday 1:30 pm

## **Article 23**

### **TRANSITION**

- 23.1 Upon enactment of this Constitution and General By-Law, 2009 by the Board of Governors of **the Club** and upon its confirmation by the shareholders of **the Club** at the next annual meeting or special general meeting of **the Club** (as the last official act of the shareholders of **The Granite Curling Club** before the transition of **the Club** from a share capital corporation to a non-share capital corporation and its continuance pursuant to Articles of Continuance issued under the provisions of the Act), By-Law No. 1, enacted November 9, 1955, and all amendments or revisions thereto and all other By-Laws of **the Club** are repealed, rescinded and terminated and are of no further force or effect, except that all actions and decisions of the Board of Governors, howsoever and whenever made, whether pursuant to By-Law No. 1, as revised or amended, or any other existing By-Law of **the Club** and made before the enactment of this Constitution and General By-Law, 2009, are approved, ratified and confirmed and every member of such Board of Governors, whether present or past, and each of them and their respective heirs, executors, administrators or

personal representatives are hereby indemnified and will be held harmless from any claim for damages, loss, expenses and costs arising out of their performance of their duties as members of any and all previous Board of Governors of **The Granite Curling Club**.

**ENACTED** the 1st day of September, A.D. 2009.

Eric Guy

David Stastook

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**WITNESS** the Seal of the Corporation:

Confirmed at a Special General Meeting of shareholders of **The Granite Curling Club**, a Corporation, on the 23rd day of September, 2009.

Davis Stastook

\_\_\_\_\_  
Secretary

**APPROVED AS TO FORM AND CONTENT**



\_\_\_\_\_  
**Winston F. Smith, Q.C.**  
**Honorary Solicitor**

**HISTORY OF AMENDMENTS**

**09- -**

**Amended by Resolution of the Board of Governors on \_\_\_\_\_**

**Confirmed by Resolution of Members on \_\_\_\_\_**