



MACC BY-LAWS

Section 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- (a) "Act" means the current Ontario Corporations Act, to be superseded, when enacted, by subsequent Acts and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) "Articles" means the articles of incorporation for the Club, which currently refers to the Letters Patent artifact that was issued on November 14, 1977;
- (c) "Board" means the board of directors of the Club;
- (d) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Club as amended and which are, from time to time, in force;
- (e) "Chair" means the chair of the Board;
- (f) "Club" means the Marmora and Area Curling Club, with facilities located at 2 Crawford Drive in Marmora;
- (g) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act, also known as the Club;
- (h) "Director" means an individual occupying the position of director of the Club by whatever name he or she is called;
- (i) "Member" means a member of the Club;
- (j) "Members" means the collective membership of the Club; and
- (k) "Officer" means an officer of the Club, as described in section 3.02.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in this By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.



1.04 Seal

A sample of the seal of the club is depicted below:



Although this seal has no legal application, it may be applied to documents as deemed appropriate.

Section 2 - Membership

2.01 Membership

- (a) Membership in the Club is an annual membership.
- (b) Membership will be open to any person.
- (c) Membership fee shall give the right to vote at any Members' meeting, provided that the Member is eighteen years of age or older.
- (d) Acceptance of membership in the Club, by payment of the appropriate fee, shall bind the Member to abide by the Articles, By-laws, policies and rules of the Club.
- (e) The Board may provide notice to a Member, discipline a Member, or revoke membership, for violating any provision of the Articles or By-Laws, according to its policies and rules.

2.02 Membership Fees

- (a) Member fees will be determined annually by the Board.
- (b) Member fees consist of an annual membership fee that all Club Members must pay, plus any additional fees for league play and other services that the Member may subscribe to.
- (c) Timing and amounts of payments of Member's fees will be according to Board policies.

Section 3 - Governance

3.01 Directors

- (a) The Board of Directors shall consist of a minimum of 9 Members and a maximum of 25 Members; namely the President, Vice-President, Secretary, Treasurer and 5 or more additional Directors.
- (b) The aforementioned Directors, excluding the Immediate Past President, normally shall be elected for a term of two years. If it is Board policy to establish staggered elections, exceptions may be made whereby some Directors are elected to a term that is less than two years. Elections of the Directors will be held as part of the Annual Members' meeting, according to



Board policies. The Director's term will commence on the day following the Annual Members' meeting.

- (c) A Director shall serve a maximum of 3 terms. A Director who has reached their term limit may continue for additional term(s) provided that no other candidates are nominated for the Director's position at the next election.
- (d) A Director or Officer may be disciplined or removed according to Board policies.
- (e) The office of a Director or Officer, if vacated for any reason, shall be filled according to Board policies.
- (f) The Immediate Past President may act in an advisory capacity to the Board.
- (g) The remaining members of the Board shall be elected to one or more of the Director positions that have been established according to Board policies.

3.02 Officers

- (a) The elected Officers of the Club are the President, Vice-President, Treasurer and Secretary.
- (b) Officers shall be responsible for the duties assigned to them. These responsibilities may be delegated to other Members.
- (c) The President shall chair all Board and Members' meetings and exercise general supervision over the affairs and activities of the Club.
- (d) The Vice-President shall perform the duties of the President in their absence, or when specifically asked by the President to do so.
- (e) The Treasurer shall be responsible for all Club finances.
- (f) The Secretary shall record the minutes of all Board and Members' meetings and attend to all correspondence as necessary.

3.03 Committees

- (a) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.
- (b) The Board shall determine the composition and terms of reference for any such committee and ensure the appointment of a chairperson.
- (c) Every committee shall include at least one Director from the Board.
- (d) The Board may dissolve any committee by resolution at any time.

3.04 Remuneration

- (a) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, according to Board policies, with the following exceptions:
 - 1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
 - 2. Directors may be remunerated and reimbursed for expenses incurred in connection with services they provide to the Club in their capacity other than as a Director, provided that the amount of any such remuneration or reimbursement is:



- a. considered reasonable by the Board;
- b. approved by the Board for payment by resolution passed before such payment is made; and
- c. in compliance with the conflict of interest provisions of the Act.

3.05 Conflict of Interest

- (a) A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Club shall make the disclosure required by the Act.
- (b) Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

3.06 Indemnification

No Director, Officer or committee member of the Club is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Club or for joining in any receipt or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club 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 with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Club's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Section 4 - Finance & Management

4.01 Fiscal Year

- (a) The fiscal year for the Club will be for the period May 1 to April 30.
- (b) The Treasurer shall prepare and maintain all accounts, records and financial statements.
- (c) The Treasurer's annual report shall be approved by the Board.
- (d) The Board shall appoint an external qualified firm or person to review the Club's financial statements.

4.02 Banking

- (a) Funds shall be deposited to a Bank approved by the Board.
- (b) Disbursements will be made through electronic banking where possible and according to Board policies.
- (c) A Board member will be selected by the Treasurer to act as back-up when the Treasurer is unable to perform his/her duties.
- (d) The Treasurer will coordinate a committee to review financial statements and accounts on a monthly basis.



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- (e) Members may be reimbursed for expenses, incurred on behalf of the Club, according to Board policies.

4.03 Execution of Contracts

- (a) Board approved deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two of its Officers.
- (b) The Board may from time to time assign contract signing authorities according to Board Policies.
- (c) Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Club to be a true copy thereof.

4.04 Borrowing Powers

The Board will call a Members' meeting, with the appropriate notice, in the case where it seeks Members' approval to borrow money on the credit of the Club, or to mortgage, pledge or otherwise create a security interest in all or any property of the Club.

Section 5 - Meetings

5.01 General

- (a) The President shall chair all Board and Members' meetings and exercise general supervision over the affairs and activities of the Club and shall ensure that an agenda is prepared for all meetings. In the absence of the President, the Vice-President will act as Chair and if both are absent, the Members present shall choose one of their number to act as the Chair.
- (b) The Board shall determine the procedures that are in force at all Board and Member meetings. In the absence of any Board determined procedures, the rules of parliamentary procedure as per Robert's Rules of Order (current edition) shall be in force.
- (c) All votes will be made in person. Proxy votes will not be accepted. The President will vote only in the event of a tie.

5.02 Monthly Board Meetings

- (a) A meeting of the Board, to be official, must have a quorum. A quorum shall consist of at least 50% of the Directors and include at least one Officer.
- (b) Board meetings will be held monthly on a date and time that is agreed to by a quorum of the Directors.
- (c) Notice of the time and place for the holding of a scheduled Board meeting shall be given to Members according to Board policies.
- (d) Additional Board meetings may be called by the President, as needed, to address Club business, according to Board policies.
- (e) The business transacted at the Board meeting shall include:
 - 1) Call to order
 - 2) Reading and approval of previous minutes
 - 3) Treasurers report
 - 4) Correspondence



- 5) Reports and committees
- 6) Action items and business arising from previous meetings
- 7) New business (to include any members wishing to address the meeting)
- 8) Closing

- (f) If all of the Directors of the Club consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.
- (g) In an emergent situation, that requires Board approval, the approval may be obtained by polling and gaining consent of the majority of the Directors via electronic or telephonic means, according to Board policies.
- (h) Any Member has the right and is encouraged to attend meetings of the Board. To speak at these meetings the Member must supply the subject in writing to the President prior to the meeting. Having made the presentation the Member does not have the right to vote.
- (i) Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes.

5.03 Annual Member Meetings

- (a) The annual meeting shall be held on a day and at a place within Ontario fixed by the Board, within 6 months following the fiscal year-end.
- (b) The business transacted at the annual meeting shall include:
 1. receipt of the agenda;
 2. receipt of the minutes of the previous annual and subsequent special meetings;
 3. presentation of the financial statements;
 4. naming of the external qualified firm or person that the Board has appointed to review the Club's financial statements;
 5. election of Directors, if applicable; and
 6. such other or special business as may be set out in the notice of meeting.
- (c) No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.
- (d) Notice of the annual meeting shall be given in the manner provided in Section 5.05 of this by-law to every Member of the Club not less than 3 weeks in advance of said meeting.
- (e) Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements and other financial information required by the By-laws or articles.
- (f) The annual general meeting, to be official, shall have a quorum. A quorum shall consist of at least 50% of the Directors and include at least one Officer.
- (g) New business or motions can be raised by a Member at the Members' meeting provided that the requirements of Section 5.03(c) above are satisfied.
- (h) Nominations and elections of Directors shall be conducted according to Board policies.



5.04 Special Member Meetings

- (a) A special meeting of the Members may be called as a result of a Board decision.
- (b) The Board shall convene a special meeting on written request of not less than one-tenth of the Members for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.
- (c) The proceedings of the special meeting shall be treated in the same manner, as if said meeting were a general membership meeting.
- (d) Notice of any special Members' meeting shall be given in the manner provided in Section 5.05 of this by-law to every Member of the Club not less than 10 and not more than 50 days in advance of said meeting. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- (e) The special Members' meeting, to be official, shall have a quorum. A quorum shall consist of at least one-tenth of the Members of the Club.

5.05 Notices

- (a) Any notice required to be sent to any Member or Director or to another party shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Club and to the other party's address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
- (b) A notice will also be posted at the Club according to Board policies.
- (c) Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
- (d) No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.



(e)

Section 6 - Amendments & Adoption of By-laws

6.01 Amendments to By-laws

- (a) The Members may from time to time amend this by-law by a majority of the votes cast.
- (b) The Board may from time to time in accordance with the Act pass or amend this by-law. The Board shall submit the amendment to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the amendment by ordinary resolution.

6.02 Adoption

- (a) COPIES OF THE CURRENT BY-LAWS WILL BE GIVEN TO ALL BOARD MEMBERS, POSTED AT THE CURLING CLUB, AND MADE AVAILABLE BY OTHER MEANS ACCORDING TO BOARD POLICIES.

DATED AT THE MARMORA AND AREA CURLING CLUB THIS 6th DAY OF December 2018.

PRESIDENT _____
A/Lin Walker

SECRETARY _____
Richard Langley



Amendments to these By-Laws

Special Member's Meeting: Sunday Dec 13th:

Replace

4.02 Banking

- (a) Funds shall be deposited to a Bank approved by the Board.
- (b) With the exception of pre-qualified vendors, as approved by the Board, who may be paid by direct withdrawal from the bank, all disbursements will be made by cheque according to Board policies. All cheques must be signed by any two of the Treasurer, President, Vice-President and one other designated Director.
- (c) Members may be reimbursed for expenses incurred on behalf of the Club according to Board policies.

With

4.02 Banking

- (a) Funds shall be deposited to a Bank approved by the Board.
- (d) Disbursements will be made through electronic banking where possible and according to Board policies.
- (e) A Board member will be selected by the Treasurer to act as back-up when the Treasurer is unable to perform his/her duties.
- (f) The Treasurer will coordinate a committee to review financial statements and accounts on a monthly basis.
- (g) Members may be reimbursed for expenses, incurred on behalf of the Club, according to Board policies.

Special Member's Meeting: Thursday Dec 6th @2:45 pm:

1. Motion to amend Section 3.01(b) of the Club's By-Law:

Replace:

The aforementioned Directors, excluding the Immediate Past President, normally shall be elected for a term of two years. If it is Board policy to establish staggered elections, pursuant to Section 5.03(h) below, a one-time exception may be made whereby some Directors are elected to a one-year term. Elections of Directors will be held as part of the Annual Members' meeting, according to Board policies. The Director's term will commence on the first day of the next fiscal year of the Club, or as otherwise agreed to with the incumbent Director.

With:

The aforementioned Directors, excluding the Immediate Past President, normally shall be elected for a term of two years. If it is Board policy to establish staggered elections, exceptions may be made whereby some Directors are elected to a term that is less than two years. Elections of the Directors will be held as part of the



Annual Members' meeting, according to Board policies. The Director's term will commence on the day following the Annual Members' meeting.

2. Motion to amend Section 3.01(a) of the Club's By-Law:

Replace:

The Board of Directors shall consist of a minimum of 9 Members; namely the President, Vice-President, Secretary, Treasurer and 5 or more additional Directors, one of whom may be the Immediate Past President.

With:

The Board of Directors shall consist of a minimum of 9 Members and a maximum of 25 Members; namely the President, Vice-President, Secretary, Treasurer and 5 or more additional Directors.

Special Member's Meeting: Sunday Dec 13th:

Replace

4.03 Banking

- (a) Funds shall be deposited to a Bank approved by the Board.
- (h) With the exception of pre-qualified vendors, as approved by the Board, who may be paid by direct withdrawal from the bank, all disbursements will be made by cheque according to Board policies. All cheques must be signed by any two of the Treasurer, President, Vice-President and one other designated Director.
- (i) Members may be reimbursed for expenses incurred on behalf of the Club according to Board policies.

With

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- (a) Funds shall be deposited to a Bank approved by the Board.
- (b) Disbursements will be made through electronic banking where possible and according to Board policies.
- (c) A Board member will be selected by the Treasurer to act as back-up when the Treasurer is unable to perform his/her duties.
- (d) The Treasurer will coordinate a committee to review financial statements and accounts on a monthly basis.
- (e) Members may be reimbursed for expenses, incurred on behalf of the Club, according to Board policies.