

Pacific Coast Masters Curling Association of B.C. (the “Society”)

CONSTITUTION

1. The name of the Society is Pacific Coast Masters Curling Association of B.C., hereinafter referred to as the Society.
2. The purpose of the Society is to organize, foster, and extend the game of curling within the ranks of curlers age sixty (60) and over in the Province of British Columbia, and to encourage friendship and healthy exercise for senior citizens.

BYLAWS

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“AGM” means an Annual General Meeting of the Society;

“Board” means the Directors of the Society;

“Bylaws” means these Bylaws as altered from time to time;

“Curling Season” means from September 1st to August 31st of every year;

“Directors Meeting” means a meeting of the Board held in accordance with these bylaws.

“Member Club” means a curling club or facility within the boundaries of the Society that has registered one or more members;

“Voting Member” means a member with the right to vote.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Compliance with Act or Regulations

1.3 Unless otherwise specified by these Bylaws the Society shall adopt the Model Bylaws prescribed or designated by the Act.

1.4 If there is a conflict between these Bylaws and the Act or the Regulations under the Act (the “Regulations”), the Regulations prevail.

PART 2 – MEMBERSHIP

Membership Categories

- 2.1 Any person being an individual of good repute and interested in the perpetuation of the game amongst senior citizens, of the full age of sixty (60) years or over, may become a member of the Society by paying a fee which will be established annually at the AGM. Such person must be a member in good standing and registered by a Member Club.
- 2.2 Non-playing members are those that were previously Voting Members of the Society but are not currently members of a League and have paid their Society Fees, as determined by the Board, to the Society.

Rights and Obligations

- 2.3 Prior to participating in the Society each Member must pay the annual membership fee and any other fees (the “Society Fees”), as determined by the Board, and by any dates set by the Board of Directors.
- 2.4 Each Member must uphold the Constitution of the Society and must comply with these Bylaws.

Not in Good Standing

- 2.5 A member is not in good standing when any of the following occur:
 - (a) the member has not fully paid the Society Fees for the Curling Season
 - (b) the member does not uphold or contravenes the Constitution or these Bylaws
 - (c) on application to the Board, the Board has made a determination of the member’s standing.

Terminations

- 2.6 A person ceases to be a Voting Member of the Society in any one of the following ways:
 - (a) in accordance with 2.5 they are no longer in good standing
 - (b) by delivering a letter of resignation in writing or by other communication medium to the Society
 - (c) on their death
 - (d) on termination of their membership after a determination by the Board.

PART 3 – MEETINGS OF MEMBERS

Annual General Meeting

- 3.1 The AGM of the Society shall be held not later than the last day of May.

Extraordinary Meetings

- 3.2 All meetings of the Society, other than the AGM or Directors Meetings, shall be Extraordinary Meetings and shall be called by the President, or as otherwise provided for in these Bylaws, and shall be held at a time and place to be decided by the President or his delegate.

- 3.3 An Extraordinary Meeting may be called on a written member requisition signed by any five (5) percent or more of the Voting Members of the Society in good standing, delivered or sent by registered mail to the President at the address of the Society, and stating therein the nature of the business to be transacted ("Member Requisition").
- 3.4 Annual General Meetings and Extraordinary Meetings shall hereinafter be collectively called Member Meetings.

Meeting Notice

- 3.5 A notice of Member Meetings must state the nature of any business, date, time and location of the meeting. Such notice shall be sent to every Member Club and be posted on the Society's website at least twenty-one (21) days before the meeting.

Quorum

- 3.6 The quorum for the transaction of business at a Member Meeting is twenty (20) Voting Members.
- 3.7 If within one-half hour after the time appointed for Extraordinary Meeting, a quorum is not present, the meeting shall be dissolved. For an Annual General Meeting it shall stand adjourned until the same day, time, and place in the next week, and, if at that meeting, a quorum is not present within one-half hour after the time appointed for the meeting, the representatives present shall constitute a quorum.

Voting

- 3.8 A Voting Member is entitled to one (1) vote only.
- 3.9 Proxy voting is not permitted.
- 3.10 Voting is in person by a show of hands.
- 3.11 At Member Meetings a motion or resolution to amend the Constitution or Bylaws of the Society shall require a majority of sixty-seven (67) percent vote to be carried. In the event of an equality of votes the President or Chairperson shall not have a deciding vote and the vote shall be defeated.
- 3.12 At an Extraordinary Meeting a motion on a Member Requisition shall require a majority of sixty-seven (67) percent vote to be carried.
- 3.13 At Member Meetings a motion or resolution other than specified in 3.11 and 3.12 shall require a simple majority vote to be carried. In the event of an equality of votes the President or Chairperson shall have the deciding vote.

Procedure at Member Meetings

- 3.14 Robert's Rules of Order shall govern all Member Meetings except where they are inconsistent with these Bylaws or any other rules the Society may adopt from time to time.

PART 4 – DIRECTORS

Number of directors on Board

- 4.1 The Board of Directors shall consist of the following: Immediate Past President, President, Vice-President, Secretary, Treasurer, and two (2) Directors elected from each zone. Hereinafter these shall be referred to as Directors.

Election or appointment of Directors

- 4.2 President and Vice-President shall be elected by the Voting Members at the AGM. The Directors shall appoint a Secretary and a Treasurer to the Board of Directors. Each member of the Board of Directors shall be eligible for re-election to any office but must, at all times, be a member in good standing.
- 4.3 After the AGM of any election or appointment of Directors, the Directors will meet within seventy-two (72) hours and elect or appoint the Secretary and the Treasurer.

Term of the Director

- 4.4 A Director's term pursuant to 4.2 will be two (2) years starting April 1st and ending March 31st of each two-year term.

Removal of the Director

- 4.5 The term of a Director shall be terminated in any of the following events:
- (a) if the member ceases to have the necessary qualifications for office
 - (b) if the member is absent, without good reason, from the Director's Meeting for three (3) consecutive regular meetings of the Board of Directors
 - (c) by unanimous resolution of the balance of the Directors of the Society
 - (d) by resolution passed by a sixty-seven (67) percent vote of those present at Member Meeting called for that purpose.

Reinstatement of a Director

- 4.6 A Director removed under provision 4.5 may be reinstated at a Member Meeting if approved by a simple majority of a motion or resolution to that effect.

Directors may fill casual vacancy on Board

- 4.7 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board of Directors as a result of the resignation, death or incapacity of a Director (the "Outgoing Director") during the Outgoing Director's term of office.

Term of appointment of director filling casual vacancy

- 4.8 A Director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the Outgoing Director.

PART 5 – DIRECTORS' MEETINGS

Calling Directors' meeting

- 5.1 A Directors' meeting may be called by the President or by any three (3) other Directors.

Notice of Directors' meeting

- 5.2 At least seven (7) days' notice of a Directors' meeting must be given unless a simple majority of the Directors agree to a shorter notice period.

Quorum of Directors

- 5.3 The quorum for the transaction of business at a Directors' meeting is a simple majority of the Directors.

Voting

- 5.4 Questions arising at any meeting of the Board of Directors shall be decided by a simple majority of votes of those present. In the event of an equality of votes, the Chairperson of such meeting shall have the deciding vote.
- 5.5 If a Director holds two (2) or more positions that entitle them to be on the Board of Directors they shall only be entitled to one (1) vote.

Emergency Meetings

- 5.6 From time to time, the Board of Directors may need to deal with significant and time sensitive business. To facilitate the timely resolution of these matters the President may conduct voting via telephone or other electronic communication medium. A vote by such means shall have the same force and effect as a vote in a meeting of the Board of Directors.

Procedure at Director's meetings

- 5.7 Robert's Rules of Order shall govern all Board of Director's meetings except where they are inconsistent with these Bylaws or any other rules the Society may adopt from time to time.

PART 6 – FINANCE

Remuneration of Directors

- 6.1 The Society may reimburse Directors for any reasonable expenses related to the Society.
- 6.2 The Society may not pay remuneration to a Director for fulfilling the duties of that position.
- 6.3 The Society may, subject to the Act, pay remuneration to a Director for services provided by the director to the Society in another capacity.

Financial Year

- 6.4 The financial year of the Society shall end on March 31st every year.

Signing Authority

- 6.5 A contract or other record to be signed by the Society must be signed on behalf of the Society by any two (2) of the President, Vice-President, Secretary or Treasurer.

Investments

- 6.6 Investment must only be in a term deposit or daily interest bearing account.

Borrowing

- 6.7 The Board of Directors may, are authorized to:
- (a) Borrow money upon the credit of the Society upon such terms and conditions as to repayment, payment of interest or otherwise as they deem expedient.
 - (b) Limit or increase the amount to be borrowed.
 - (c) Issue promissory notes, bills of exchange and other negotiable or transferable instruments subject to the Bylaws.
 - (d) No debenture shall be issued without the sanction of a resolution.

Auditor

- 6.8 The books and accounts of the Society shall be subject to a financial review within thirty (30) days after the termination of each fiscal year by accountants who shall be elected by the Voting Members at the AGM. The report of the accountants and statements shall be presented to the next AGM.

PART 7 – OPERATIONS

Policy Manual

- 7.1 The Society shall operate under the guidelines of a policy manual (the “Policy Manual”) with all amendments requiring simple majority approval by the Board of Directors and documented in the minutes.
- 7.2 The Policy Manual will be published electronically on the Society’s website.
- 7.3 The Policy Manual must provide direction to the Society for the following:
- (a) Society structure
 - (b) Society operations
 - (c) Directors duties
 - (d) committee & volunteer duties
- 7.4 The Policy Manual may provide additional directions.

PART 8 – ACCESS TO RECORDS

Public Accessing Records

- 8.1 Voting Members may have access to the financial statements of the Society, the minutes of Member Meetings and personal contact information to allow them to contact other members related to participation in Society activities.
- 8.2 The members may not access any document or records, not mentioned in 8.1.

PART 9 – DISSOLUTION

Distribution of Assets

- 9.1 This Society is a member-funded Society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this Society may distribute its money and other property to another member-funded Society or to a registered Charitable Society. A preference in selecting a recipient should be to Societies that support the sport of curling.

Decision to dissolve

- 9.2 A decision to dissolve shall be made by a special resolution at a Member Meeting. Such special resolution shall require a sixty-seven (67) percent majority of the Voting Members present. In the event of an equality of votes, the Chairperson of such meeting shall not have the deciding vote and the motion shall be defeated.