

The Fergus Curling Club
Established 1834
P.O. Box 251, Fergus, ON N1M 2W8

By-Law No. 1

A By-Law relating generally to the transaction of the affairs of the Fergus Curling Club, incorporated pursuant to the Corporation Act of Ontario, revised in accordance with the Ontario Not-for-Profit Corporation Act (2020)

Revised 2022

Be it enacted as a By-Law of the Fergus Curling club as follows:

Interpretation

1. In this by-law and other by-laws of the Corporation unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine, or non-gender, as the case may be, and vice versa, and the references to persons shall include firms and corporations.

Head Office

2. The head office of the Corporation shall be in the Town of Fergus, in the Province of Ontario and at such other place as the Directors may from time to time determine.

Seal

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

Board of Directors

4. The affairs of the Corporation shall be managed by a board of not less than seven and not more than eleven Directors, each of whom at the time of his election or within 10 days thereafter and throughout his term of office, shall be a Member of the Corporation. Each Director shall be elected to hold office until the first Annual Meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The Directors of the Corporation shall serve for a three

year term and shall retire in rotation. The election shall be by a show of hands unless a ballot is requested by a majority of the Members in attendance. The Members of the Corporation may, by resolution, passed at a general meeting by at least 51% of the Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

Vacancies

5. Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Members of the Corporation, if they see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.

Quorum and Meetings

6. A majority of Directors shall form a quorum for the transaction of business. The Board of Directors may hold its meetings in such place or upon such electronic platform as it may from time to time determine. Directors' meetings shall be formally called by the Chair or Vice-Chair or by the Secretary on the direction of the Chair or Vice-Chair, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, in accordance with section 27, not less than one day before the meeting is to take place. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of any such meeting shall be necessary if all the Directors are present, or if they have signified their consent to the meeting being held in their absence, or failing attendance, the Secretary can confirm each received notice thereof. The Board may collectively appoint a day or days in any month or months for regular meetings at an hour to be named and of such meetings no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the Annual Meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the board. Should any person who is not an Officer or Director of the Corporation wish to appear at a meeting of Directors, he shall first provide the nature of his business in writing to the Secretary who shall distribute same to the Directors for their approval or otherwise.

Errors in Notice

7. No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or make void any proceedings or actions taken at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings or actions taken thereat.

Voting

8. Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chair, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration of the Chair that a resolution has been carried and an entry to that effect in the minutes, shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or Director's names or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair, his duties may be performed by the Vice-Chair or such other Director as a Board may from time to time appoint.

Powers

9. The Directors of the Corporation shall administer the affairs of the Corporation in all things and make any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, may generally exercise all such powers and do all such other acts and things as the Corporation is authorized to exercise and do in accordance with its charter or otherwise in law..

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

Without restricting the foregoing, the Board of Directors shall have power:

- a) To appoint annually from among the Members of the Board, such committee chairs as it may deem necessary in the best interests of the club and each committee chair shall appoint club Members, as he deems necessary, to assist him on his committee. Persons other than club Members may be appointed to any committee in the discretion of the Board of Directors. A member of any committee may also be removed at the discretion of the Board.
- b) To enter into contracts and incur obligations in the name of the club or authorize any Officer or committee to do so for the purpose of obtaining any goods, materials or services which the board of Directors deem to be in the best interest of the club and for the efficient management thereof.
- c) To enforce due observation of all by-laws, regulations and rules made by the Board or any committee.

- d) To make rules and regulations and to do all things which the Board deems expedient and necessary for the proper operation, governance and management of the club in accordance with the objects thereof.
- e) To pass regulations from time to time governing the levying of fees against each and every Member of the club, the conditions and times of payment thereof and such other assessments against Members of the club as may be deemed advantageous.

Remuneration of Directors

10. The Directors shall receive no remuneration for acting as such.

Borrowing

11. The Directors may from time to time

- a) Borrow money on the credit of the Corporation; or
- b) Issue, sell or pledge securities of the Corporation, if authorized by law; or
- c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or in debt, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to moneys borrowed and/or to be borrowed and as to the terms and conditions thereof, and as to the security to be given therefor, with the power to vary or modify such arrangements, terms and conditions and to give such additional security for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Books and Records

12. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Officers of the Corporation

13. There shall be a Chair a Vice-Chair, a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine from time to time. One person may hold more than one office except the offices of Chair and Vice-Chair. The Chair and Vice-Chair shall be elected by the Board of Directors from among their numbers at the first meeting of the Board after the Annual Meeting, provided that in default of such

election, the then incumbents, being Members of the Board, shall hold office until their successors are elected. The other Officers of the Corporation need not be Members of the Board and in the absence of written agreement to the contrary, the employment of all Officers shall be settled by the Board. The immediate Past Chair shall sit as a non-voting Member of the Board in the capacity of a consultant to the Board and shall serve until such time as a more current Past Chair assumes his position.

Duties of the Chair and Vice-Chair

14. The Chair shall preside at all meetings of the members of the Corporation and of the Board of Directors. The Chair shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The Chair with the Secretary or other Officer appointed by the board for the purpose, shall be the principal signatories for the Corporation. During the absence or inability of the Chair, his duties and powers may be exercised by the Vice-Chair, or such other Directors as the board may from time to time appoint for the purpose.

Duties of the Secretary

15. The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to Members and to Directors. He shall be custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver at the request of the Board of Directors. He shall perform such other duties as may from time to time be determined by the board.

Duties of Treasurer

16. The Treasurer, or his designate, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of accounts and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the board, taking proper vouchers therefor and shall render to the Board of Directors, at the regular meetings thereof or whenever required of him, an account of all transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors. A designate shall be approved by the Board of Directors and shall be responsible and report to the Treasurer and to the Board of Directors.

Execution of Documents

17. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed be either the Chair or Vice-Chair and by the Secretary who shall affix the seal of the Corporation to instruments when required.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chair, Vice-Chair, or Treasurer or by any person authorized by the Board of Directors.

The Chair, Vice-Chair, the Directors, or any two of them, or any person or persons from time to time designated by the Board of Directors, may transfer any shares, bonds, or other securities from time to time standing in the name of the Corporation as individual or as trustees or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporation seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the corporate seal any instruments in writing necessary or proper for such purposes including the appointment of an attorney pursuant to the power to make or accept transfers of shares, bonds or other securities on the books of any company or Corporation.

Notwithstanding any provisions to the contrary contained in the bylaws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the persons by whom, any particular instrument, contract or obligations of the Corporation shall be executed.

Members

18. The membership in the Corporation shall consist of the original applicants for the incorporation and such other individuals, corporations, partnerships and other legal entities as are admitted as Members by the Board of Directors.

A Member who leaves or resigns from the club shall remain liable for payment of any assessment or fees payable by him to the Corporation levied while he was a Member.

Each Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the Members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy. The Secretary shall keep a record of the names, addresses and such other contact information as the Board of Directors considers advisable.

19. Dues or fees payable by Members shall from time to time be fixed by majority vote of the Board of Directors.

The Secretary shall notify the Members of the dues or fees payable by them and, if not paid within 30 days of the date of sending such notice, the Members in default shall thereupon automatically cease to be Members of the Corporation. Members may on payment of all unpaid dues or fees be reinstated at the discretion of the Board of Directors.

Annual and Other Meeting of Members

20. The annual or any other general meeting of Members shall be held at the head office of the Corporation or such other place as the Board of Directors may determine and on such day as the board shall appoint.

At every Annual Meeting, in addition to any other business that may be transacted, the following shall be dealt with:

- a) reading of minutes of the previous Annual Meeting;
- b) confirmation of any by-laws passed by the Board of Directors;
- c) reception of reports from the Chair, the Directors, the Treasurer, and such other persons considered necessary by the Board of Directors;
- d) election of Directors;
- e) appointment of a chaplain and Ontario Curling Association representatives;
- f) any business any Member wishes to bring forth whether with or without notice;
- g) and finally, any new business.

The Board of Directors or the Chair or Vice-Chair shall have power to call a general meeting of the Members of the Corporation at any time. No public notice or advertisement of member's meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice in accordance S.27 thereof, ten days before the time fixed for holding of such meeting; provided that any meetings of Members may be held at any time and place without notice if all the members of the Corporation are present thereat or represented by proxy.

Error or Omission in Notice

21. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address, postal or electronic, of any member, Director or Officer shall be his last address recorded on the books of the Corporation.

Quorum of Members

22. A quorum for the transaction of business at any meeting of Members shall consist of one-third of the total membership present in person or represented by a proxy appointed in writing and certified by the Secretary.

Voting of Members

23. Business arising at any Members' meeting shall be decided by a majority of votes of those present unless otherwise required by the Act or a by-law of the Corporation, provided that:

- a) each Member shall be entitled to one vote at any meeting and may vote by proxy, appointed in writing and certified by the Secretary;
- b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may request, a written ballot. A written ballot so required or requested shall be taken in such manner as the chair of the meeting shall direct, or the majority of those present may determine. A Member's request for a written ballot may be rejected by a majority of the Members present at such meeting;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) whenever a vote by show of hands or written ballot is taken on any matter, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes, shall be conclusive evidence of the fact of its being carried or lost, without proof of the number or proportion of votes recorded in favour of or against the motion.

GENERAL

Financial Year

24. Unless otherwise ordered by the Board of Directors the financial year end of the Corporation shall be the 31st day of March in each year.

Cheques, Etc.

25. All cheques or other such orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one or the Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or agents so appointed will arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouches and sign all bank's forms or settlement or balances and release or verification slips.

Deposit of Securities for Safekeeping

26. Any securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation, signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so deposited.

Notices

27. Any notice required to be sent to any Member or Director 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, postal or electronic, as shown in the records of the Corporation, or if no address be given then to the last address of such Member or Director known to the Secretary; provided 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. 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. 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.

Adjournments

28. Any meetings of the Members or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such meeting as might have been transacted at the

original meeting from which such adjournment took place. No notice shall be required of any such adjournment. The adjourned meeting may carry on notwithstanding that no quorum is present.

Life Membership

29. Anyone who considers a Member should become a life member, shall submit the name to the Board of Directors at least two months prior to the Annual Meeting and if the Directors approve, the name shall be submitted to the Annual Meeting for approval by the Members.
30. The Corporation shall adopt the rules of the game as laid down from time to time by the Ontario Curling Association.

Code of Conduct

31. There is an expectation that Member's behavior shall conform to the following:
 - a) To treat people respectfully with the goal of fostering an environment free of harassment, intimidation and discrimination;
 - b) To protect the Club property by treating it with care for the purpose intended, to never abuse the property or processes or convert them for personal benefit;
 - c) To model the above-noted behaviour when representing the Club at other clubs or events.

As a member of the Ontario Curling Association and Curling Canada, the Club is bound by their respective Codes of Conduct and Ethics.

Disciplinary Action

32. Upon 15 days written notice to a Member, the Board of Directors may pass a resolution authorizing disciplinary action or the termination of his membership for violating any provisions of the Articles, by-laws or its code of conduct, published or otherwise. The notice shall be in accordance with section 27 hereof and set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15 day period. The Board shall consider the written submission of the Member and any other written submissions and may, if it so chooses, hear the Member in person, before making a final decision regarding disciplinary action or termination of membership.

Amendment to By-law

33. The Board of Directors may, from time to time in accordance with the Act, pass or amend this by-law at a Meeting which shall take effect only upon confirmation by the Members at an Annual Meeting or such other Meeting called for that purpose.

Dissolution

34. In the event of dissolution or winding-up of the Fergus Curling Club, all of the remaining assets after payment of its liabilities will be distributed to recognized charitable organizations in Ontario as directed by the club Board of Directors or by its members.

Passed by the Board of Directors the 19th day of April, 2022 and confirmed by the Members at the Annual Meeting the 21st day of April, 2022.

WITNESS the seal of the Corporation

this ___ day of _____, 2022.

Chair (Calum McGeachie)

Secretary (Debra Wilson)