

GENERAL CONSTITUTION AND BYLAWS

Being the General Constitution of the MANITOBA CURLING ASSOCIATION
INC.
(Hereinafter “the Association”).

ARTICLE 1: GENERAL

1.01 Purpose – These Bylaws relate to the general conduct of the affairs of the Manitoba Curling Association, a corporation without share capital incorporated under the Manitoba Corporations Act and referred to as the “Association” in these Bylaws.

1.02
Objectives

The objectives and purposes of the Association are:

- a. To function as the Provincial governing body for the sport of curling in Manitoba;
- b. To promote and develop the game of curling as a recreational and competitive sport in the Province of Manitoba;
- c. To unite the curling community, foster good relations with other curling associations, and maintain affiliation with the Canadian Curling Association; and
- d. To arrange and conduct provincial play downs for the purpose of determining Provincial Championship teams.

1.03
Head Office

The Head Office and domicile of the Association shall be in the City of Winnipeg, in the Province of Manitoba. The Board may establish such other offices as the affairs of the Association may require.

1.04 Corporate Seal

The Association may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

1.05
Definitions

Definitions -In these Bylaws unless the context otherwise requires:

- a. Association - refers to the Manitoba Curling Association
- b. Board – the Board of Directors of the Association
- c. Member - all categories of membership pursuant to these Bylaws as defined in Article 2.03
- d. Address of record of the Member - means the address as recorded in the register of Members
- e. Director (s) - an individual elected or appointed to serve as a Director on the Board pursuant to these Bylaws
- f. Officer - an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws
- g. Corporations Act - the Corporations Act of the Province of Manitoba from time in force and all amendments to it. The definitions in the Corporations Act on the date these Bylaws become effective apply to these Bylaws.

Referred to as the “Act”.

- h. Interpretation - words stating the singular shall include the plural and vice-versa, and words stating the male gender shall include the female gender as well as corporate bodies
- i. Ruling on Bylaws - except as provided in the Act, the Board shall have the authority to interpret any provision of these Bylaws, which is contradictory, ambiguous or unclear
- j. Sport Region - as defined by Sport Manitoba
- k. Ordinary Resolution – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, or a meeting of Members for which proper notice has been given
- l. Special Resolution – a resolution passed by no less than two thirds (2/3) of the votes cast at a meeting of the Board or Members for which proper notice has been given

**1.6
No Gain for
Members**

The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objects.

**1.7
Conduct of
Meetings**

Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

ARTICLE 2: MEMBERSHIP

**2.01
Requirement
and eligibility**

Any person or group interested in furthering the objects of the Association, having met the requirements and definitions for membership, may become a member of the Association.

**2.02
Admission of
Members**

No person, organization or group shall be admitted as a Member unless the applicant:

- a. Has made written application to the Board in the form prescribed by the Board;
- b. Has met the definitions of membership herein;
- c. Has been approved as a Member by the Board by majority vote;
- d. Has paid membership fees as determined by the Board; and
- e. Is a member in good standing at the time of application
- f. or if the applicant was at any time previously a member, the applicant was a member in good standing at the time of ceasing to be a member.

**2.03
Membership
Categories**

Memberships, other than Honourary Memberships, shall be on an annual basis and are not transferable. Membership within the Association shall be in one of the following categories:

- a. Facility (F): shall be open to any properly constituted organization whose primary purpose is to coordinate and administer curling activities/development and is the primary tenant or owner of a facility in

which curling is the primary sport and has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the Association.

- b. Club (C): shall be open to any properly constituted organization whose primary purpose is to coordinate and administer curling activities/development and is a secondary tenant of a facility (at which curling may or may not be the primary sport) and has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the Association.
- c. Associate (A): shall be open to any properly constituted organization whose primary purpose is to coordinate and administer curling activities and or development and or competitions in the sport of curling and has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the Association.
- d. Participant(P): is conferred on any individual who is in good standing of any Facility, Club, Associate or League which is in good standing with the Association and has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the Association
- e. Honourary Life (H): shall be open to persons who have rendered valuable service to the Association as approved by two-thirds vote of the Board of Directors. All Honourary Life Members of the Corporations known as the Manitoba Curling Association Inc., and the Manitoba Ladies Curling Association Inc. prior to the date of this Constitution shall remain Honourary Life Members of the Association. No fee shall be levied for this class of membership.
- f. Supporter (S): shall be open to any person (including but not limited to a coach, official, committee member, volunteer, parent), or organization (advisory, consultative, educational, media) who supports the purposes of the Association and has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the Association.

**2.04
Member
Resignation,
Suspension and
Revocation**

Resignation - A Member may resign from the Association by giving written notice to the Board. This resignation shall become effective the date on which the request is accepted by the Board. At the time of the resignation, if the individual is subject to a disciplinary investigation, the resignation will not prevent disciplinary action for matters that arose prior to the resignation notice.

Arrears - A Member may be suspended from the Association for failing to pay membership fees, program fees, account balances, where levied, within 60 days. Should fees remain unpaid for an additional 30 days, the Member will be expelled from the Association.

Discipline - A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

Not in Good-Standing - a Member may be suspended or expelled after having been a Member not in good standing for ninety (90) days.

Cease to Be a Member - Upon the dissolution or winding up of affairs of a facility, league, club, or association their members would still be considered a Member of the Association. Members shall cease to be Members upon expiry of their application.

**2.05
Member in
Good Standing**

A Member of the Association shall be in good standing provided that the Member:

- a. Has no outstanding fees or other debts to the Association;
- b. Has not ceased to be a Member;
- c. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon him;
- d. Has complied with the Constitution, Bylaws, policies, rules and regulations of the Association; and,
- e. Has fulfilled all terms and conditions of any disciplinary action.

Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership until such time as the Member has met the definitions of good standing set out above.

**2.06
Membership
Fees**

Fees - The Board of Directors shall determine the Association membership fees annually.

Year - Unless otherwise determined by the Board, the membership year of the Association shall be July 1 to June 30.

ARTICLE 3: GOVERNANCE

**3.01
Board
Composition**

The affairs of the Association shall be governed by a Board of Directors which shall number twelve ("Directors") and, the Board shall consist of the following:

- (a) A minimum of three members to represent the Winnipeg Sport Region, a minimum of one to represent the Norman Sport Region and a minimum of three members to represent the other Manitoba Sport Regions.

**3.02
Nominations
for the Board
and Eligibility**

Eligibility – Any Member of the Association who is eighteen (18) years of age or older and who has the power under law to contract, is not in the status of bankrupt, and is a Member of the Association in good standing may be nominated for election as a Director.

The voting members at the Annual General Meeting will elect the Board of Directors. The Board will be tasked with recruiting candidates for the members'

consideration.

Nominations will also be accepted from any voting Member in good standing.

Nominations must be received no later than thirty (30) days prior to the Annual General Meeting.

**3.03
Election
Process**

- Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.
- Elections will be by secret ballot.
- Voters will be asked to vote for candidates up to the number of vacancies being filled in the election.

At the Annual General Meeting, the Directors of the Association will be elected and will take office immediately and will hold their position until their successors have been elected or appointed.

Order of Election:

- When only one nominee exists to fulfill a minimum requirement under clause 3.01 that nominee will be declared elected.
- When there is more than one nominee for a position to fulfill a minimum requirement under clause 3.01, a separate election will be held among the nominees from the Sport Region(s) and the person(s) receiving the majority of votes will be declared elected.
- When all minimum requirements under clause 3.01 are met, all remaining nominees will be included in a general election and the person(s) receiving the majority of votes will be declared elected.
- In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by ordinary resolution.

**3.04
Terms**

- (a) Terms of office shall be three year terms, renewable once with a maximum tenure of six consecutive years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.
- (b) Once a Director has completed the six consecutive years they must wait three years from the completion of their term before they may run again.
- (c) A paid contract employee of the organization who leaves the organization for whatever reason must wait three years before running for election.

**3.05
Powers of the
Board**

- (a) Powers of the Association - Except as otherwise provided in the Act, or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
- (b) Managing the Affairs of the Association - The Board may make policies, procedures, and regulations for managing the affairs of the Association in accordance with the Act, and these Bylaws. The Board shall supervise and exercise guidance over the operation of all standing committees.
- (c) Discipline - The Board may make and implement policies, procedures, and regulations relating to discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.
- (d) Dispute Resolution - The Board may make and implement policies, procedures and regulations relating to management of disputes within the Association and all disputes shall be dealt with in accordance with such policies and procedures.
- (e) Employment of Individuals -The Board may employ such individuals, as it deems necessary to carry out the work of the Association.
- (f) Borrowing Powers – The Board may borrow money upon the credit of the Association, as it deems necessary.

**3.06
Committees**

- (a) The Board of Directors may, from time to time, appoint such Committees, as it deems appropriate and necessary for the promotion of the objectives of the Association. Such Committees shall consist of members of the Board of Directors and/or such Members of the Association and/or other persons, as the Board may deem suitable and necessary.
- (b) The Board of Directors may afford to any Committee such rights, powers and responsibilities, as it deems appropriate.
- (c) A quorum of any committee will be the majority of its voting members.
- (d) Where a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- (e) The Board, by two thirds (2/3) vote, may remove any member of any Committee.
- (f) The President will be an ex-officio (non-voting) member of all Committees.

**3.07
Vacancies**

The office of any member of the Board, shall be automatically vacated:

- a) If a member resigns by delivering a written resignation to the Board or to the Board through the President or Executive Director;
- b) If a member becomes of unsound mind or is found to be mentally

- incompetent or is physically unable to carry out his or her duty;
- c) If a member makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or becoming bankrupt or insolvent, takes the benefit of any Act that may be in force for bankrupt or insolvent debtors;
- d) On death;
- e) Is removed from office as per Article 3.08;
- f) Due to excess absences - more than three absences in a twelve month period.

**3.08
Replacement
Director**

A replacement member may fill a vacancy on the Board of Directors. The Board of Directors will elect this replacement. A replacement member shall assume the unexpired portion of the term of office of the member who has caused the vacancy.

Where a member vacates office or is removed from office, the member who completes the term shall not be deemed to have completed a full term.

**3.09
Removal of a
Director**

(a) The Board of Directors may, by special resolution at a duly called meeting at which notice specifying the intent to pass such a resolution has been given, remove any director before the expiration of his/her term of office, provided the Director has been given the opportunity to be present and to be heard at such meeting. Replacement of any director so removed will be subject to the provisions of 3.07 herein.

(b) The Voting Members of the Association may, by special resolution by those delegates entitled to participate in the election of the Board at an annual or special meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director of the Board from office before the expiration of his or her term of office.

**Article 3.10
Officers**

3.10.1

The "Officers" of the Association shall consist of a President, Vice President, and Executive Director (*Ex-Officio*).

**3.10.2
Election of
Officers**

At the first meeting of the Board after each Annual General Meeting, the Board will elect a President and Vice President from their number and will take office immediately and will hold until their successors have been elected or appointed.

Order of Elections. For the elected positions on the Board, the order of elections shall be: the President, the Vice-President

Election Procedure. To be elected to a position of Officer, a Director requires a majority of the votes cast. If necessary, a series of ballots shall be cast with the candidate having the lowest number of votes being eliminated in each round. The Executive Director or his/her delegate shall conduct the election.

Re-election as President. The President may be re-elected to a maximum of three consecutive years subject to intervening election(s). Following a break of at least one year following three consecutive years as President, a member may again run for President. No such restriction shall apply to the other elected positions.

**3.10.3
Duties of
Officers**

(a) The President shall preside at all meetings of the Board of Directors and the Members, and shall carry a deliberative vote as well as a casting vote in the event of a tie at Members Meetings and Directors Meetings. The President shall also be accountable for the general supervision of the affairs of the Association, will oversee and supervise the Executive Director, provide leadership and will perform such other duties as may from time to time be established by the Board. The President will be an ex-officio member of all Committees.

(b) If the President is absent, the Vice President shall exercise and discharge the President's powers and duties. The Vice President shall also exercise such other powers and perform such other duties as the President may delegate to the Vice President from time to time and will perform such other duties as may from time to time be established by the Board.

(c) The Executive Director shall perform such duties and assume such responsibilities that shall be determined from time to time by the Board of Directors.

**3.10.4
Delegation of
Duties**

In the absence or inability to act of the President or any officer of the Association, or for any other reason that the Directors deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

**3.10.05
Removal of
Officer**

An Officer may be removed by Special Resolution of the Board, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

**3.11
Remuneration
of Directors**

No Director shall be entitled to remuneration for acting as a Director, however Directors may be reimbursed for reasonable expenses which they incur in carrying out their duties

**3.12
Protection of
Directors**

3.12.1

No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee of the Association or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any security acquired by order of the Board of Directors for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or

association with whom or with which any monies, securities or effects of the Association may be lodged or deposited, or for any loss, damage or misfortune whatever which may happen in execution of the duties of their office in relation thereto unless the same are occasioned by or through their own dishonesty or willful neglect.

- 3.12.2** Except in respect of an action by or on behalf of the Association to procure a judgment in its favour, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association, or their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Association if:
- (a) They acted honestly and in good faith with a view to the best interests of the Association; and
 - (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- 3.12.3** The Association may, with approval of a court indemnify a person referred to in Article 3.12.2, in respect of an action by or on behalf of the Association to procure a judgment in its favour, to which they are made a party by reason of being or having been a Director or Officer of the Association, against all costs, charges and expenses reasonably incurred by them in connection with the action if they fulfill the conditions set out in clauses (a) and (b) of Article 3.12.2.
- 3.12.4** Notwithstanding anything in Article 3.12, a person referred to in Article 3.12.2 is entitled to indemnity from the Association in respect of all costs, charges and expenses reasonably incurred by them in connection with the defense of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Association if the person seeking indemnity:
- (a) Was substantially successful on the merits in his defense of the action or proceeding; and
 - (b) Fulfils the conditions set out in clauses (a) and (b) of Article 3.12.2.
- 3.12.5** The Association shall procure such liability insurance as is necessary to carry out the required provisions stipulated within Article 3.12.

ARTICLE 4: MEETINGS

- 4.01
AGM** The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

Written notice of such meeting shall be given to all Directors and Members at least

twenty-one (21) days prior to the date of the Meeting. A quorum will be considered as those members present at the meeting.

New Business – Any member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

**4.02
Special
Meetings of the
Members**

Special General Meetings of the Members may be called by the President or by a written request made to the Executive Director, which is signed by an officer of at least fifteen (15) Voting Members. Written notice of such meeting shall be given to all Directors and Members at least twenty-one (21) days prior to the date of the Meeting. A quorum shall be considered as those members present at the meeting.

**4.03
Delegates**

A Delegate at a Meeting of the Members must be eighteen (18) years of age and will be a member in good standing of that Member. The name of the Delegate will be communicated to the Association in writing.

**4.04
Board of
Director
Meetings**

The Board of Directors will meet at least six (6) times each year at the call of the President. Quorum will be 50% plus 1 of the Board of Directors filled positions. Notice of the Board Meeting will be sent out to all Directors at least four days prior to the date of the Meeting

Validity of Act of Directors – No act of the Board or a Director will be nullified if it is discovered after the fact that the Director was improperly appointed or elected.

**4.05
Special
Meetings of the
Board of
Directors**

The President may call Special Meetings of the Board of Directors or by a written request made to the Executive Director, which is signed by five (5) Directors. Notice of the Special Meeting will be sent out to all Directors at least four days prior to the date of the Meeting.

4.06

In the absence of both the President & Vice-President at a duly called meeting, those present shall elect a pro tem Chairperson who shall exercise and discharge the President's powers and duties for that meeting.

**4.07
Meetings of the
Board**

Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

Meetings by Telephone - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by

telephone or other telecommunications technology are considered to have attended the meeting.

Written Resolutions – When all Directors agree to and sign a resolution, it will be as valid as one passed at a meeting of Directors. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed.

**4.08
Notice**

Notice - In these Bylaws, notice will mean notice which is hand-delivered, emailed, faxed posted on the Association's website or provided by mail or courier to the address of record of the Officer, Director or Member, as the case may be.

Days - In these Bylaws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.

Error in Notice-The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Officer, Director or Member to receive notice, or an error in any notice, which does not affect its substance, shall not invalidate any action taken at the Meeting.

**4.09
Voting
4.09.1**

At all Annual General Meetings and Special General Meetings of the Members, Members in good standing, shall have the following voting rights:

- a. Facilities, Clubs, Leagues and Associates may appoint a Delegate, as defined in 4.03, who may attend and participate at Meetings of Members and shall have one vote;
- b. Directors may attend and participate at Meetings of Members and shall have one vote;
- c. Participant, Honourary Life and Supporter Members may attend and participate at Meetings of Members but may not vote.

No one person may carry more than one vote at any meeting.

4.09.2

At all Annual General Meetings and Special General Meetings of the Members, fax, mail or email delivery can be used, provided a voting form is received no later than three (3) days prior to the Annual General Meeting and or Special General Meeting.

Proxy voting is not permitted.

4.09.3

At all Meetings of the Board of Directors, all Directors shall have the right to vote.

4.09.4

At all Meetings, questions shall be decided by a show of hands in the case of an in-person meeting, electronically in the case of e-mail voting or orally in the case of a teleconference meeting, unless a ballot vote is requested by a Director or a delegate of a Voting Member, such request to be determined by a show of hands. A

declaration by the President that a resolution has been carried or not carried, and an entry to that effect in the minutes of the meeting, is sufficient evidence of the fact without proof of the number of votes or proportion of the vote recorded in favour or against the resolution. In the case of a tie, the President will be entitled to a second vote.

- 4.09.5** A two-thirds (2/3) vote at any Annual General Meeting or Special General Meeting is required to waive any notice period. If notice is waived, the issue requires a two-thirds (2/3) majority to be accepted or adopted.

ARTICLE 5: FINANCES

- 5.01** The fiscal year of the Association shall be determined by the Board of Directors
Fiscal Year

- 5.02** The books and records of the Association shall be audited annually and a report shall be presented to the Members at the Annual General Meeting. The Auditors shall also be appointed at the Annual General Meeting.
Auditor

- 5.03** Books and Records - The Board shall ensure that all books and records of the Association required to be kept by the Corporations Act, these Bylaws or any other statute or law are regularly and properly kept.
Books and Records

5.03
Execution of Instruments and Documents

- 5.03.1** Contracts, documents and/or instruments in writing requiring the signature of the Association shall be signed by the Executive Director together with one of:
(a) The President;
(b) The Vice President;
(c) Chair of Finance Committee
(d) or other Director of the Board by ordinary resolution of the Board

- 5.03.2** All contracts, documents or instruments in writing shall be subject to the approval of the Board of Directors.

Conflict of Interest – A Director, Officer, Executive Director or Committee member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 6: AMENDMENT AND REPEAL OF CONSTITUTION AND BYLAWS

6.01 This Constitution and Bylaws shall not be altered or repealed until approved by at least two-thirds (2/3) of the Voting Member Delegates and Directors in attendance at an Annual General Meeting or Special General Meeting and unless notice of such alteration or addition has been given in accordance with the provisions of Article 6.02 of this constitution.

6.02 Proposed amendments shall be made by Notice of Motion, which must be submitted in writing to the Executive Director at least sixty (60) days preceding an Annual General Meeting or Special General Meeting.

6.03 **Waiver of Notice** Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 4.08 may be waived by an affirmative vote of not less than two-thirds (2/3) of the Members present and entitled to vote.

ARTICLE 7: DISTRIBUTION OF ASSETS ON DISSOLUTION OF ASSOCIATION

7.01 In the event of winding up of the affairs of the Association, all assets of the Association, after the payment of all outstanding accounts and other liabilities, shall be assigned, transferred and paid to any club, society or Association of similar objectives as determined by the Board of Directors prior to final dissolution.

ARTICLE 8: ADOPTION OF THESE BYLAWS

8.1 Ratification by Members - These Bylaws are ratified by a Special Resolution of the Members on June 4, 2011.

8.2 Repeal of Prior Bylaws - In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action taken pursuant to the repealed Bylaws.

8.3 Enactment of Bylaws -These Bylaws are hereby enacted and shall come into force when confirmed by the Members in accordance with the Corporations Act (acceptance by the Registrar).