

MARPOLE CURLING CLUB

8730 Heather Street
Vancouver, BC, V6P 3S8

CONSTITUTION

and

BY-LAWS

(May 2022)

TABLE OF CONTENTS

CONSTITUTION	2
BY-LAWS	3
ARTICLE 1 - PRELIMINARY	3
ARTICLE II – MEMBERSHIP	3
ARTICLE III – TERMINATION OF MEMBERSHIP	4
ARTICLE IV – MEETINGS	4
ARTICLE V – DIRECTORS	6
ARTICLE VI – EXECUTIVE	8
ARTICLE VII – DUTIES AND POWERS OF OFFICERS	8
ARTICLE VIII – BORROWING POWERS	8
ARTICLE IX – CUSTODY AND USE OF THE SEAL OF SOCIETY	9
ARTICLE X – AUDIT OF ACCOUNTS	9
ARTICLE XI – MANNER OF ALTERING BY-LAWS	10
ARTICLE XII – BOOKS AND MINUTES	10
ARTICLE XIII – INSPECTION OF BOOKS	10
ARTICLE XIV – FINANCE	10
ARTICLE XV - EXPENDITURES	11
ARTICLE XVI – ORDER OF BUSINESS	11
ARTICLE XVII – RULES OF ORDER	11
ARTICLE XVIII – DISSOLUTION OF SOCIETY	12

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CONSTITUTION

1. The name of the Society is “MARPOLE CURLING CLUB”.
2. The purposes of the Society are:
 - a. To carry on the sport of curling; and to provide accommodation for and to promote, operate, finance and maintain the sport of curling, and to acquire and to hold, buy, lease, purchase or otherwise dispose of all lands, buildings and appliances necessary for the equipment and maintenance of the sport of curling.
 - b. To encourage the training of youths in the sport of curling.
 - c. To raise funds for Charitable purposes to be administered by the Society or to be contributed to charitable or benevolent organizations.
3. The operations of the Society are to be chiefly carried on in the Province of British Columbia, and in particular in the City of Vancouver.

BY-LAWS

ARTICLE 1 - PRELIMINARY

Section (1)

Whenever the word “Society” is hereinafter used, it shall mean the MARPOLE CURLING CLUB.

Section (2)

The word “Act” in these By-Laws shall mean the “SOCIETIES ACT”.

ARTICLE II – MEMBERSHIP

Section (1)

The members of the Society shall be:

- a. Members, 16 years and over, whom have been admitted to membership.
- b. Life Members.

Section (2)

Any person over the age of sixteen (16) years may be admitted to membership in the Society. All signatories to these By-Laws shall be members until such time as they become disqualified members hereunder.

Section (3)

Each application for membership shall be accompanied by the fee or portion thereof required by the Board. If the applicant is not accepted as a member by the Directors, the entrance fee tendered with the application shall be returned to the applicant.

Section (4)

The Board of Directors may from time to time fix the amount of the entrance fee and annual dues.

Section (5)

The annual fee or dues shall be payable in each year not later than such date as may be fixed by the Directors from time to time.

Section (6)

Life membership may be conferred by the Directors on members who have rendered valuable services to the Society. Life members shall be exempt from club membership fees. Other fees may apply as determined by the Board.

ARTICLE III – TERMINATION OF MEMBERSHIP

Section (1)

Upon failure by any member of the Society to pay the annual dues or any assessment within thirty (30) days of falling due, the member's membership in the Society shall cease, and the member shall only be re-instated to membership at the discretion of the board of Directors and upon payment of such dues and assessments as the Board shall fix.

Section (2)

A member may be expelled from the Society if the Directors consider that the member's conduct or action is prejudicial to the welfare and interest of the Society or any of its members or non-members. A member so expelled may make application for re-admission into the Society and if three-quarters of the members are in favour of the member's re-admission, the member shall be re-admitted as a member.

ARTICLE IV – MEETINGS

Section (1)

The first General meeting of the Society shall be held during the month of October, A.C. 1958 and all subsequent General meetings (Annual General or Semi-Annual) shall be held within fifteen (15) months of the previous General meeting.

Section (2)

The Directors may, whenever they think fit, and they shall on the requisition in writing by not less than ten percent (10%) of the voting members, forthwith proceed to convene a special meeting of the Society, and in case of such requisition the following provisions shall have effect.

- a. The requisition must state the object of the meeting, and must be signed by the requisitionists, and deposited at the Registered Office of the Society.
- b. If the Directors of the Society do not proceed to cause a meeting to be held within twenty-one (21) days from the date of the requisition being so deposited, the requisitionists may themselves convene the meeting but any meeting so convened shall not be held after two (2) months from the date of the deposit.

Section (3)

Notice of no less than fourteen (14) days and no more than Sixty (60) days specifying the place, and hour of meeting, and in case of special business the General nature of such business shall be given to each member either personally or by sending it by post or electronically to the member's registered address or email address and by posting for at least 21 days on website for members.

Section (4)

- a. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected on the day following the date of posting.
- b. Where a notice is sent electronically, service of the notice shall be deemed to be effected by including the notice by email or other personal electronic messaging device and to have been effected the moment the message has been sent.

Section (5)

The accidental omission to give any such notice to, or non-receipt of such notice by any of the members shall not invalidate the proceedings at any General meeting.

Section (6)

That General and Special meetings of members may be held at any time and place without such notice, if all the members of the Society are present, or if the absent members signify their assent in writing to such meeting and their inability to attend and waive all requirements of notice, and at such meetings any business except to pass an extraordinary resolution may be transacted which the members in General or Special meeting may transact.

Section (7)

The quorum for the transaction of business at meeting of the members shall consist of not less than double the number of Board of Directors plus one.

Section (8)

No business shall be transacted at any General meeting unless the quorum requisite shall be present at the commencement of the business.

Section (9)

If within one hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day, save a holiday, in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, it shall be adjourned since die.

Section (10)

The President, or in place of, the Vice-president followed by Treasurer or Secretary or a Member-At-Large, shall preside as Chair at every meeting. If there is no Chair present, the members present shall choose a voting member who is present to be Chair.

Section (11)

The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Section (12)

At any meeting of the Society, whether General or Special, each member shall have one (1) vote.

Section (13)

Any voting member at any General or Special meeting of members may vote in person or by proxy. Another member in good standing may act as such proxy and hold up to five (5) proxies.

Section (14)

A proxy shall be in writing in a form determined by the Secretary and shall be presented to the Secretary at or before the meeting at which it is to be exercised.

Section (15)

A member not in good standing shall not have the right to vote or to appoint a proxy to vote on the member's behalf.

Section (16)

At any General meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded by at least five members, and, unless a poll so demanded a declaration by the Chair that a resolution has, on a show of hands been carried, or carried unanimously, or by a particular majority, or lost. An entry to that effect in the minutes of the proceedings of the Society shall be conclusive evidence of the fact.

Section (17)

If a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Section (18)

In case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

ARTICLE V – DIRECTORS

Section (1)

The business and management of the affairs of the Society shall be carried on by a Board of Directors of ten (10) in number and the Immediate Past President. If the Board has a number of duly elected Directors above a total of ten (10), the existing Directors will continue to serve their terms until expired and the Number of Directors reaches ten (10).

Section (2)

The subscribers to this Constitution and By-Laws shall be the first Directors of the Society and shall hold office until the first General meeting. Thereafter the Board of Directors shall be elected at the General meeting of the Society by the vote of its members, as follow:

- a. The Candidates who come first, second, third, fourth and fifth in the number of votes received shall be elected for a period of three (3) years.
- b. The Candidates who come sixth, seventh, eight, ninth and tenth in the number of votes received shall be elected for a period of two (2) years.
- c. The Candidates who come eleventh, twelfth, thirteenth, fourteenth and fifteenth in the number of votes received shall be elected for a period of one (1) year.
- d. In each year thereafter five Directors will be elected for a period of two years.
- e. The Board of Directors may appoint a Member to serve in any vacant Board of Directors seat, until the next General meeting, at which time the vacancy shall be filled by the election.
- f. The Candidate must confirm their consent to act as a Director by being present at the meeting where elected or by signing the "Consent to Act".

Section (3)

At a General meeting, the five nominees who receive the highest number of votes shall be elected for the term of two years. Other vacancies on the Board of Directors shall be filled by the nominee or nominees receiving the next highest number of votes as the case may be.

Section (4)

Only a voting member in good standing may be nominated and elected a Director thereof.

Section (5)

A Director may be removed from office by an Extraordinary Resolution of the Society. No explanation or reason for such removal need be given.

- a. A Director shall be deemed to have resigned from office, where the Director has missed three consecutive Directors meetings or adjournments thereof, without cause to the satisfaction of the Directors present.

Section (6)

The Directors shall have power to enter into, on behalf of, and to bind the Society in respect of any contract, agreement, or arrangement made with any person or body that they deem advisable, in the conduct of the affairs of the Society and in the furtherance of its aims and objectives.

Section (7)

Meetings of the Directors may be held at any time upon reasonable notice and at the call of the President. Forty-five percent (45%) of elected Directors personally present shall constitute a quorum. Each Director shall have one (1) vote upon any question considered by the Board.

Section (8)

All questions shall be determined by a majority vote, and in the event of a deadlock, the President shall decide the issue.

Section (9)

A resolution submitted electronically or in writing signed by all the Directors of the Society shall have the same force and effect and shall be as valid as a resolution passed in a duly called meeting of the Board of Directors.

Section (10)

Directors with direct or indirect material interest in a contract or transaction with the Society, or a matter for consideration by the Board, must fully disclose the nature and extent of the interest and abstain from voting on or influencing resolution. Directors should leave board meeting when vote occurs or during discussion, unless asked to provide information.

ARTICLE VI – EXECUTIVE

Section (1)

The Directors shall elect an Executive committee consisting of a President, Vice-President, a Secretary and a Treasurer from among their number and may delegate all or any of their powers and duties to that Executive Committee.

Section (2)

The Executive shall carry on the day-to-day business of the Society, including its banking business, subject to any limitation placed thereon, by the Directors.

Section (3)

The Executive shall meet from time to time at the call of the President.

ARTICLE VII – DUTIES AND POWERS OF OFFICERS**Section (1) – The President**

The President shall preside at and shall act as Chair at all meetings of the Society and of the board of Directors and of the Executive. In the event of a tie vote at any meeting, whether a meeting of the Society, or of the Directors, or of the Executive, the President’s vote shall decide the issue and the President shall be the official who enforces the decisions of the Directors.

Section (2) – The Vice-President

The Vice-President shall assist the President and act for the President in the President’s absence.

Section (3) – The Secretary

The Secretary shall maintain a register of the members of the Society and shall record and keep Minutes of all meetings of the Society, of the Directors and of the Executive. The Secretary shall retain all correspondence received by the Society and shall perform such other duties as may be determined by the President or the Executive.

Section (4) – The Treasurer

The Treasurer is responsible for making the necessary arrangements for the revenues and expenditures of the Society and reports to the Executive when required by the Executive to do so.

ARTICLE VIII – BORROWING POWERS

The borrowing powers of the Society shall be in accordance with, and shall be carried out pursuant to the provisions of the current “Societies Act” of British Columbia.

ARTICLE IX – CUSTODY AND USE OF THE SEAL OF SOCIETY**Section (1)**

The seal of the Society shall contain the words “Marpole Curling Club” and shall be in such form as is approved of by the Directors.

Section (2)

The seal shall remain in the custody of the Secretary or in the custody of the Solicitors for the Society as may be determined by the board of Directors.

Section (3)

The seal shall not be affixed to any instrument except by authority of a resolution of the Board of Directors or of the Society and shall be affixed in the presence of such officers as are prescribed by the Resolutions or (if no officers are prescribed by the Resolution) in the presence of any two Directors, and in all cases the Directors so authorized shall sign every instrument to which the seal of the Society is affixed.

ARTICLE X – AUDIT OF ACCOUNTS

Section (1)

The first auditor or auditors of the Society shall be appointed by the Directors not less than one month before the date of the first General meeting and any auditor or auditors so appointed shall hold office until the first General meeting; and the Society shall at each General meeting appoint an auditor or auditors to hold office until the next General meeting.

Section (2)

A statement in the form of a balance sheet shall be completed and signed by the Society's accountant and a list of Directors shall be filed with the Registrar of companies in accordance with the Act. This statement shall either be audited or reviewed by the appointed auditor or accountant as determined by a vote prior to the General meeting and to be presented at the General meeting. In order for a review to be presented at the General meeting by the appointed accountant, a vote shall be required each year where not less than two thirds of such members entitled to vote as are present in person at a General meeting approve the acceptance of a review engagement. If no vote is completed, or less than two thirds of such members entitled to vote as are present in person at a General meeting approve the acceptance of a review engagement prior to the General meeting, an audit of the balance sheet shall be presented at the General meeting.

Section (3)

Financial Statements should include a note that records any remuneration paid to Directors, employees or contractors over \$75,000 but not identify payees by name. Report top 10 if more than 10 above \$75,000.

ARTICLE XI – MANNER OF ALTERING BY-LAWS

The Society may amend, alter, add to or repeal any of its By-Laws by an extraordinary resolution, this is to say, a resolution passed by a majority of not less than two thirds of such members entitled to vote as are present in person at a General meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

ARTICLE XII – BOOKS AND MINUTES

Section (1)

The Directors shall cause Minutes to be made in books provided for the purpose:

- a. Of the name of the Directors present at each meeting as Directors or committee;
- b. Of all the resolutions and proceedings at all meetings of the Society, and of the Directors and of the committees.

Section (2)

Every Director present at a meeting of Directors or Committee shall sign their name in a book kept for that purpose.

ARTICLE XIII – INSPECTION OF BOOKS

Section (1)

The books and records of the Society shall be kept at the registered office of the Society, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

Section (2)

The books and records of the Society shall be open to the inspection of members during business hours at the registered office of the Society, or any place or places where the same are kept.

ARTICLE XIV – FINANCE

The Society derives its revenue from the following sources:

- a. Entrance fees;
- b. Curler fees;
- c. Such further and other means as the Directors may from time to time deem fit.

ARTICLE XV - EXPENDITURES

Section (1)

Expenses incurred by the Directors of the Society in performance of their duties for the Society shall be reimbursed by the Society.

Section (2)

The Society does not permit the remuneration of the Directors.

ARTICLE XVI – ORDER OF BUSINESS

Section (1)

The order of business shall be as follows:

- a. Receiving the reports of the Directors;
- b. Consideration of the financial report;
- c. The appointment of Auditors;
- d. Such other business as may be properly brought before the meeting;
- e. The election of Directors.

ARTICLE XVII – RULES OF ORDER

Section (1)

When any member is about to speak, the member shall rise and address the Chair.

Section (2)

No motion or amendment shall be considered before the meeting unless seconded and restated by the Chair.

Section (3)

No member, save the mover of a resolution, who is entitled to reply, shall speak more than once on the same question, except on point of order, or in explanation, when the member shall not introduce new matter.

Section (4)

When a question is under consideration, no other motion shall be received, unless to adjourn, to lay on the table or to amend; and motions for these purposes shall have precedence in the order here named.

Section (5)

Motions to adjourn, or to lay on the table, shall be decided without debate.

Section (6)

When a motion is before the meeting, it shall not be withdrawn without the consent of the seconder and the Chair.

Section (7)

Each member shall have the right, except when a member is speaking, to require that the motion or amendment under discussion be read for the member's information.

Section (8)

A member called to order whilst speaking, shall sit down until the point of order has been settled.

Section (9)

All questions of order shall be decided by the Chair, subject to an appeal to the meeting, on the request of five (5) members.

Section (10)

When a proposed amendment to a motion is under consideration, a motion to amend the same may be made, but not after amendment to such second amendment shall be in order; yet a substitute to the whole matter may be proposed and received, provided it deals directly with the subject in hand.

Section (11)

All amendments to any question or amendment shall be decided before the question or motion on which they arise is put.

Section (12)

A question being once determined shall not again be brought into discussion in the same session without the special sanction of the Chair.

Section (13)

No rule of order shall be suspended except by two thirds vote of the meeting.

ARTICLE XVIII – DISSOLUTION OF SOCIETY

In the event of winding up or dissolution of the Society the funds and assets of the Society remaining after the satisfaction of its debtors and liabilities shall be given or transferred to an organization with similar purposes as may be determined by the members of the Society at the time of winding up or dissolution with approval by special resolution. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organization shall be a qualified one recognized by Canada Customs and Revenue Agency as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

DATED at Vancouver, in the Province of British Columbia, this 21st day of July, A.D. 1958.

Name of Subscribers	Addresses	Occupation
James Ellis Spry	6237 Marguerite St. Vancouver, B.C.	Public Account
Charles Frederick Long	7687 W. Boulevard Vancouver, B.C.	Solicitor
William Robert Ridley	1055 W. 50 th Ave. Vancouver, B.C.	Cold Storage
Merlin Robert Simpson	6878 Fremlin St. Vancouver, B.C.	Crematorium
James McGillivray	5991 Selkirk St. Vancouver, B.C.	Bank Manager

Witness as to Signatures of Subscribers

D.S.M. Magnuson	95 W. 46 th Ave. Vancouver, B.C.	Store Manager
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