

YELLOWKNIFE CURLING CLUB BYLAWS

June 3, 2024



1. DEFINITIONS:

1.1. The Yellowknife Curling Club will herein be referred to as the YKCC.

2. PROMOTING FRIENDLY RELATIONS:

2.1. All Members are obliged to observe the YKCC Bylaws, policies, regulations, and principles of fair play, as well as the principles of loyalty, integrity, and sportsmanship.

2.2. The YKCC shall provide the necessary institutional means to resolve any internal dispute that may arise between its Members.

3. FISCAL YEAR:

3.1. For the purpose of the YKCC, the financial year shall be from the 1st day of May in one year to the last day of April the following year.

3.2. The annual consolidated accounts of the YKCC, as of April 30th, shall be presented to the membership at the Annual General Meeting.

4. CATEGORIES OF MEMBERSHIP:

4.1. The YKCC shall be composed of the following categories of Members:

a) Ordinary Members: individuals who are accepted as Members of the YKCC.

b) Associate Members: individuals who support the objectives of the YKCC and who are accepted as Associate Members of the YKCC.

c) Honorary Life Members: Ordinary Members who have provided outstanding service to the YKCC.

5. REQUEST AND PROCEDURE FOR APPLICATION:

5.1. Any person wishing to become an Ordinary Member of the YKCC shall apply for Ordinary membership in a manner prescribed by the Board.

5.2. Any person wishing to become an Associate Member of the YKCC shall apply for Associate membership in a manner prescribed by the Board.

5.3. The new Member or Associate Member shall acquire membership rights and duties as soon as it has been admitted. Its delegates are eligible to vote and be elected with immediate effect.

6. MEMBERS' RIGHTS:

- 6.1. Only a Member in good standing may exercise Member rights as established in the Bylaws, policies, and regulations of the YKCC.
- 6.2. To be in good standing, a Member must be in compliance with the Bylaws, policies, and regulations of the YKCC.
- 6.3. A Member of the YKCC has the following rights:
 - a) To take part in all general meetings of the YKCC, to know the agenda within the prescribed time, and to exercise voting rights in accordance with Article 16.1;
 - b) To submit proposals for inclusion on the agenda of all general meetings of the YKCC;
 - c) To nominate candidates for the Board of Directors of the YKCC;
 - d) To exercise all other rights arising from these Bylaws, policies, and regulations of the YKCC.
- 6.4. An Associate Member of the YKCC does not have access to any of the activities that take place on the curling ice.
- 6.5. Ordinary and Associate Members in good standing can exercise their rights for the period of October 1st to September 30th of the following year.
- 6.6. Honorary Life Members can exercise their rights in perpetuity.
- 6.7. The exercise of these rights is subject to other provisions in these Bylaws and the applicable YKCC policies and regulations.

7. MEMBERS' OBLIGATIONS:

- 7.1. A Member of the YKCC has the following obligations:
 - a) To respect the Bylaws, policies, regulations, directives, and decisions of the YKCC at all times;
 - b) To ensure the election of its decision-making body;
 - c) To meet all of its financial obligations to the YKCC;
 - d) To observe the principles of loyalty, integrity, respect, and sportsmanship;

e) To comply fully with all other duties arising from these Bylaws and other policies, and regulations of the YKCC.

7.2. Violation of the above-mentioned obligations by any Member may lead to sanctions provided for in these Bylaws.

8. FEES

8.1. The fee for each category of membership shall be proposed by the Board of Directors for the upcoming season.

8.2. Membership fees shall be due and payable at the time of registration.

8.3. The Board of Directors shall establish other fees as necessary to operate the Society.

9. SUSPENSION AND REINSTATEMENT:

9.1. The Board of Directors may suspend a Member that seriously or repeatedly violates its obligations as a Member with immediate effect. The suspension shall continue until set aside by the Board of Directors or a vote to be held at a general meeting of the membership.

9.2. The suspension shall be lifted once any requirement(s) imposed by the Membership, or the Board of Directors has been fulfilled.

9.3. A suspended Member shall lose its Member rights. A disciplinary committee may impose further sanctions.

10. EXPULSION:

10.1. The Membership at a general meeting may expel a Member if:

a) It fails to fulfill its financial obligations to the YKCC;

b) It seriously or repeatedly violates the Bylaws, policies, or regulations of the YKCC;

10.2. 75% of Members present and entitled to vote at a general meeting is necessary for an expulsion to be valid.

11. RESIGNATION:

- 11.1. Any Members may resign from the YKCC by delivering its written resignation to the Secretary.
- 11.2. Resignation from the position of Director shall be in writing and delivered to the Secretary.
- 11.3. Resignation shall take effect once accepted by the Board of Directors.

12. EXPULSIONS AND RESIGNATIONS:

- 12.1. Membership is terminated by resignation or expulsion. Loss of membership does not relieve the Member from its financial obligations towards the YKCC but results in a cancellation of all rights in relation to the YKCC.

13. MEETINGS:

- 13.1. The YKCC shall hold an Annual General Meeting each year and may choose to hold a Special General Meeting as well. Both types of meeting are herein referred to as general meetings.
- 13.2. The general meetings of the YKCC shall be held within 180 days after the end of the fiscal year at a place and date to be determined by the Board of Directors.
- 13.3. All Members shall receive at least fifteen (15) days' notice of a general meeting by email and will include the following written materials: President's activity report, agenda, financial reports, reports from the auditor, and any other relevant materials no later than seven (7) days before the meeting.
- 13.4. The President shall prepare the agenda based on submissions from the Board of Directors and the Members. Any submission that a Member wishes to forward to the Annual General Meeting shall be sent to the President in writing, with a brief explanation, at least ten (10) days before the date of the Annual General Meeting.
- 13.5. The business at the Annual General Meeting shall include, but not be limited to:
 - a) Call to Order
 - b) Roll Call
 - c) Approval of the Agenda

- d) Adoption of Minutes from the previous general meeting
 - e) President or Manager's Report
 - f) Finance Report and Presentation of Compilation Engagement
 - g) Approval of the Compilation Engagement
 - h) Appointment of Qualified Professional Accountant (as per Article 31.1)
 - i) Approval of the Membership Fees (as per Article 9.1)
 - j) Committee Reports
 - k) Amendments to Bylaws
 - l) Election of Directors (as per Articles 26 and 27)
 - m) New Business
 - n) Next Annual General Meeting
 - o) Adjournment
- 13.6. At a general meeting of the YKCC, twenty (20) Ordinary and/or Associate Members must be represented to constitute a quorum.
- 13.7. At a general meeting of the YKCC, a minimum of 50%+1 of Members present and entitled to vote is required for a vote to be valid.

14. SPECIAL GENERAL MEETING:

- 14.1. The Board of Directors may convene a Special General Meeting at any time.
- 14.2. The Board of Directors must convene a Special General Meeting if a majority (50% +1) of Members (Ordinary and Associate) of the YKCC make such a request in writing. The request shall specify the issue for discussion for the agenda. A Special General Meeting shall be held within one month of receipt of the request.
- 14.3. Fifteen (15) days' notice shall be given of any Special General Meeting by email and the Board of Directors, and all Members shall receive all relevant meeting materials no later than ten (10) days before the meeting. Meeting materials are to

be circulated at least seven (7) days in advance of the meeting.

- 14.4. When a Special General Meeting is convened on the initiative of the Board of Directors, it must draw up the agenda. When a Special General Meeting is convened upon the request of Members, the agenda must deal only with the issue raised by the Members.
- 14.5. The agenda of a Special General Meeting may not be altered.

15. DECISIONS OF THE MEMBERSHIP:

- 15.1. Unless otherwise stipulated in these Bylaws, a majority of the votes eligible to be cast is sufficient for a vote to be valid.
- 15.2. A decision that requires a vote shall be reached by a show of hands.
- 15.3. A secret ballot or roll call will only be held if supported by 20% of the Members eligible to vote at the general meeting.

16. VOTES AND DELEGATES:

- 16.1. Associate Members, as well as Directors and Officers, shall have a voice but no vote at all general meetings of the YKCC.
- 16.2. The President of the YKCC shall only have a deciding vote at all general meetings of the YKCC.
- 16.3. All Ordinary Members have one vote at general meetings of the YKCC.

17. MINUTES:

- 17.1. The Secretary shall be responsible for recording the minutes of general meetings of the YKCC.

18. EFFECTIVE DATES OF DECISIONS:

- 18.1. Decisions passed at general meetings of the YKCC shall come into effect the day after the close of the meeting unless the YKCC fixes another date for a decision to come into effect.

19. BODIES:

- 19.1. The Membership is the supreme authority of the YKCC.

19.2. The Board of Directors is the governing body.

19.3. The YKCC staff is the operational body.

20. BOARD OF DIRECTORS:

20.1. The business of the YKCC shall be conducted by a Board of Directors, which shall be comprised of Directors, four (4) of which are Officers.

20.2. There shall be four (4) Officers which have signing authority:

a) President

b) Vice President

c) Secretary

d) Treasurer

20.3. There shall be up to six (6) additional Directors.

20.4. The President and up to nine Directors shall be elected at the Annual General Meeting. Remaining Officers shall be appointed from among the elected Directors at the first meeting of the Board of Directors following the Annual General Meeting.

21. PRESIDENT:

21.1. The President represents the YKCC legally.

21.2. The President is primarily responsible for:

a) Ensuring the implementation of decisions of the Board of Directors through the Club staff and other contractors;

b) Relations between the YKCC, its Members, partners and other government bodies;

c) The President shall be an ex-officio member of all committees.

21.3. The President shall preside over the Board and other Committees of which the President has been appointed Chair.

- 21.4. If the President is absent or unavailable, the Vice President will serve in the President's place.
- 21.5. The President, along with the Vice President, appoints the Chairs of the Board's Standing Committees.
- 21.6. In the event the President becomes indefinitely incapacitated and is unable to chair meetings of the YKCC, the Vice President will act in the capacity as Chair and President until the next Annual General Meeting.

22. TREASURER:

- 22.1. The Treasurer shall be accountable for the fiscal affairs of the YKCC and shall have other such duties as prescribed.

23. PROCEDURE FOR ELECTION OF OFFICERS AND DIRECTORS:

- 23.1. To be elected as an Officer or as a Director, a candidate must be an Ordinary or Associate Member of the YKCC in good standing.
- 23.2. No paid employee of the YKCC shall sit as a Director or Officer of the Board.
- 23.3. An Officer desirous of accepting nomination to a different office of the YKCC shall first resign from their current position prior to the election process.
- 23.4. To be elected as an Officer or as a Director, a candidate must have received a majority of the eligible and valid votes cast at the Annual General Meeting.
- 23.5. Where two or more candidates are running for a single position, voting shall be by secret ballot.
- 23.6. For each of the available Director positions on the Board, that same number of individuals who receive the highest number of votes shall serve on the Board.
- 23.7. If more than three persons are contesting a position, the candidate receiving the least number of votes in any ballot is omitted from the next ballot.
- 23.8. Where there is a tie between two or more candidates with the least number of votes, the general meeting shall break the tie by ballot.

24. TENURE AND ELECTION:

- 24.1. Officers and Directors shall be elected each for a one (1) or two (2) year term with efforts made to retain 50% of the outgoing Board.

25. MEETINGS OF THE BOARD OF DIRECTORS:

- 25.1. The Board of Directors shall meet at least eight (8) times per year.
- 25.2. The President shall convene meetings of the Board of Directors. If 50% of the Directors request a meeting, the President shall convene it within seven (7) days.
- 25.3. At all Board meetings a majority (50% +1) of Officers and Directors shall form a quorum.
- 25.4. The President shall compile the agenda of meetings of the Board of Directors. Each Officer and Director shall be entitled to propose items for inclusion in the agenda. Officers and Directors shall submit the items they wish to be included on the agenda to the President at least seven (7) days before the meeting. The agenda and all relevant material must be sent out to the Board at least five (5) days before the meeting.
- 25.5. The meetings of the Board of Directors may be attended by a Member of the YKCC. The Board may also invite third parties to attend. Only Directors have voting rights at meetings of the Board of Directors. Meetings shall be called for via email or posted on the Club's website.
- 25.6. Meetings of the Board of Directors may be conducted by telephone conference call, or by other means of electronic communication. An Officer or Director participating in such a meeting shall be taken to be present at the meeting.

26. POWER OF THE BOARD OF DIRECTORS:

- 26.1. The Powers of the Board of Directors are as follows:
 - a) The Board of Directors is legally accountable for all decisions made by, and on behalf of the YKCC;
 - b) Shall prepare and convene all general meetings of the YKCC;
 - c) Shall approve regulations or policies that stipulate how the YKCC shall be organized internally;

- d) Shall define and approve the terms of reference for the organization of Standing, Operational and Special committees;
 - e) May decide to set up Special committees at any time;
 - f) Shall approve the annual budget of the YKCC;
 - g) May suspend or expel a Member of the YKCC provisionally until the next Annual General Meeting;
 - h) May delegate tasks arising out of its area of authority to other bodies of the YKCC or third parties;
 - i) May delegate to such Officers, Directors or Club staff any or all of the foregoing powers to such extent and in such a manner as the Board may determine.
- 26.2. If the position of an Officer or Director becomes vacant during the individual's term, the Board may appoint a new Officer or Director in the individual's stead.
- 26.3. Those persons named or appointed to fill vacant positions on the Board of Directors shall serve until the YKCC's next Annual General Meeting.
- 26.4. Contracts, documents, or any instruments in writing requiring the signature of the YKCC shall be signed by the President and one other Officer; all contracts, documents and instruments so signed shall be binding upon the YKCC without any further authorization or formality.
- 26.5. The YKCC may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 26.6. The YKCC may borrow funds upon such terms and conditions as the Board may determine.
- 26.7. Any act of the Board of Directors, whether within the jurisdiction of the Board of Directors or not, which is sanctioned either expressly or implied at a subsequent Annual General Meeting of the YKCC, shall be deemed to be an act of the YKCC and may not afterwards be impeached by any Member of the YKCC on any ground whatsoever.
- 26.8. Officers, Directors, or Committee members shall not receive any remuneration for their services, but those attending any general, Board or committee meetings called in pursuance of these Bylaws shall be entitled to be paid out-of-pocket

expenses from the funds of the YKCC as the Directors may decide to be reasonable and as the funds of the YKCC permit.

27. DECISIONS OF THE BOARD OF DIRECTORS:

- 27.1. The Board of Directors shall reach decisions by a majority (50% + 1) of the Directors present. In the event of a tie vote, the President may cast the deciding vote. Voting by proxy or by letter is not permitted.
- 27.2. Any Director must withdraw from the debate and from taking a decision if there is a real or perceived conflict of interest.
- 27.3. The decisions rendered by the Board of Directors shall be recorded in the minutes.
- 27.4. The decisions taken by the Board of Directors shall come into effect immediately, unless the Board decides otherwise.
- 27.5. Decisions of the Board can be conducted by electronic means and require a unanimous vote.

28. INDEMNITY:

- 28.1. Every Officer, Director, or other servant of the YKCC shall be indemnified by the YKCC against all costs, losses and expenses incurred in or about the discharge of their respective duties, except such as happens from their own respective wilful neglects or defaults.

29. VACANCIES:

- 29.1. The position of Officer or Director shall be considered to be vacated if:
 - a) the Officer or Director is absent from three (3) meetings of the Board of Directors without special leave or reason satisfactory to the Board;
 - b) the Officer or Director be removed for misconduct for good and sufficient cause after provisional decision of the Board of Directors or by resolution at its Annual General Meeting.

30. AUDIT:

- 30.1. A qualified professional accountant will be appointed by the Board of Directors:
 - a) Conduct, at minimum, an annual compilation engagement; or

- b) Conduct a review or audit engagement when deemed necessary by the Board or as directed by resolution at the Annual General Meeting.
- 30.2. A qualified professional accountant shall hold either a Certified Professional Accounting designation, a Certified General Account designation, or a Chartered Accountant designation.
- 30.3. The engagement completed under Article 30.1 shall be approved by the Members at a general meeting of the Society.
- 30.4. The Treasurer shall, along with the engagement completed under Article 30.1, provide an update to the members at a general meeting of the Society regarding the status of the club's financial health and any other information deemed necessary to the membership.
- 30.5. The Board shall ensure that all books and records of the YKCC required to be kept by the *Northwest Territories Societies Act*, these Bylaws, or any other statute or law are regularly and properly kept. The Board may from time to time specify a time and place at which Members may view the books and records of the YKCC.

31. AMENDMENTS TO THE BYLAWS:

- 31.1. Voting Members and Members of the Board of Directors may propose changes to the Bylaws which shall only be amended at an Annual General Meeting, or a Special General Meeting called for that purpose, and provided that notice and all proposed amendments have been delivered to the Board at least thirty (30) days before the meeting. The President shall forward a copy of the proposed amendments to the Members at least seven (7) days before the date of the meeting.
- 31.2. Adoption of any proposed Bylaw amendments or revisions shall require one of the following:
 - a) A (66%) majority of the votes eligible to be cast by the Members present at an Annual General Meeting;
 - b) An Extraordinary Resolution passed by not less than three quarters of the Members present and eligible to vote at a general meeting for which notice of the intention to pass the resolution has been provided as set out in these Bylaws; or
 - c) A written unanimous resolution signed by all Members entitled to vote.

- 31.3. These Bylaws are ratified by Annual General Meeting of the Members of the YKCC entitled to vote on June 3, 2024.
- 31.4. In ratifying these Bylaws, the Members of the YKCC repeal all prior Bylaws of the YKCC provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.
- 31.5. These Bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar of Societies of the NWT.

32. RULES OF ORDER:

- 32.1. All meetings of the YKCC shall be conducted with Robert's Rules of Order insofar as they may apply.

33. UNFORESEEN CONTINGENCIES AND FORCE MAJEURE:

- 33.1. The Board of Directors shall have the final decision on any matters not provided for in these Bylaws or in cases of force majeure.

34. DISSOLUTION:

- 34.1. Any decision relating to the dissolution of the YKCC requires a two-thirds (66%) majority of all Members of the YKCC, which must be obtained at an Annual General Meeting or Special General Meeting specifically convened for this purpose.
- 34.2. Upon dissolution of the YKCC, any funds or assets remaining after paying all debts shall be distributed to one or more not-for-profit organization(s) incorporated under the *Northwest Territories Societies Act* which has objectives consistent with those of the YKCC, as determined by the Board of Directors.