

BY-LAWS
THE FORT WILLIAM CURLING AND ATHLETIC CLUB

- HEAD OFFICE** 1. The Head Office of the Corporation shall be in the City of Thunder Bay and District of Thunder Bay and Province of Ontario, and at such place therein as the Directors may from time to time determine.
- SEAL** 2. The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Corporation.
- BOARD OF DIRECTORS** 3. The affairs of the Corporation shall be managed by a Board of eleven (11) Directors, each of whom at the time of their election and throughout their term of office shall be a member of the Corporation.
Notwithstanding the above, the Board, at its discretion, may choose to continue the term of a duly elected Board member, who is unable, for good cause, to be an active member, upon payment of a House membership fee. In no case shall this provision extend beyond one year. Directors shall be elected to hold office for a period of two years. Five or six of the eleven board members shall be retired, but subject to re-election, in alternate years, i.e. – at the Annual Meeting either five or six members shall be elected to the Board.
PROVIDED ALWAYS that any Director or Directors may at any time be removed from office and another or others appointed in their stead by resolution passed at a special meeting of members called for the purpose and passed by the votes of those present or represented by proxy thereat and representing sixty percent (60%) of the members of the Corporation having voting rights; the person or persons so appointed to hold office until the next annual election of Directors.
- VACANCIES, BOARD OF DIRECTORS** 4. 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 shall 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. If the number of Directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled by the manner above provided.
- QUORUM AND MEETINGS, BOARD OF DIRECTORS** 5. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to

the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President, or the by the Secretary on direction of two Directors. Notice of such meetings shall be delivered, telephoned or emailed to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than two days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual general meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

ERRORS IN NOTICE, BOARD OF DIRECTORS 6. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had 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 taken or had thereat.

VOTING, BOARD OF DIRECTORS 7. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to his or her 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 by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. In the absence of the President, the duties of the President may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

POWERS 8. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and save as hereinafter provided, generally, may exercise all such powers and all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do, and may create such committees as may be deemed necessary and appoint members thereto.

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/or other property moveable or immoveable, 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.

**REMUNERATION
OF DIRECTORS**

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

**OFFICERS OF
CORPORATION**

10. There shall be a President, a 1st Vice-President, a 2nd Vice-President, a Secretary, and a Treasurer, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the offices of President, 1st Vice-President and 2nd Vice-President. The President and Vice-Presidents shall be elected by the Board of Directors from amongst their number at the first meeting of the Board after the annual election of such Board of Directors, 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 from time to time by the Board.

**DUTIES OF
PRESIDENT
AND VICE-
PRESIDENTS**

11. The President shall, when present, preside at all meetings of the members of the Corporation, and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all By-laws and membership certificates. During the absence or inability of the President, those duties and powers may be exercised by the 1st Vice-President, or in their absence by the 2nd Vice-President, and if either Vice-President or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

**DUTIES OF
SECRETARY**

12. The Secretary shall be ex officio clerk of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to members and to Directors. The Secretary 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 or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and the

Secretary shall perform other such duties as may from time to time be determined by the Board of Directors.

**DUTIES OF
TREASURER**

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other available effects in the name and to the credit of the Corporation in such bank or banks as may be from time to time be designated by the Board or Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him or her, an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

**DUTIES OF
OTHER OFFICERS**

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for, or the Board of Directors requires of them.

**EXECUTION OF
DOCUMENTS**

15. Deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation shall be signed by either the President, 1st Vice-President or 2nd Vice-President, and by the Secretary, and the Secretary shall affix the Seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, 1st Vice-President, 2nd Vice-President, Treasurer, or by any person authorized by the Board.

The President, 1st Vice-President, 2nd Vice-President, the Directors, Secretary or Treasurer, or any two of them, or any persons from time to time designated by the Board of Directors may transfer any and all shares of stock, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares of stock, bonds, or other securities from time to time transferred to the Corporation, and may affix the Corporate Seal to any such transfers or acceptances of transfers, and may make, execute, and deliver under the Corporate Seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares of stocks, bonds, or other securities on the books of any Company or Corporation.

Notwithstanding any provisions to the contrary contained in the By-laws 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 may or shall be executed.

BOOKS AND RECORDS

16. 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.

MEMBERSHIP

17. The membership shall consist of the applicants for the incorporation of the Corporation and of all such other individuals as are admitted as members by the Board of Directors.

Applicants for membership shall sign such application form as is approved of by the Board of Directors and accompany their application with payment of the annual dues payable by members of the Corporation.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

In case of resignation, members shall remain liable for the payment of any assessment or other sum levied or which become payable by them to the Corporation prior to acceptance of their resignation.

Membership in the Corporation may be terminated by failure to pay dues, as set out in By-law No. 18, or for violation of the approved Rules and Regulations of the Corporation by unanimous vote of the Board of Directors.

Each eligible member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

DUES

18. The annual dues or fees payable by members shall from time to time be fixed by a majority vote of the Board of Directors, which vote shall become effective only when confirmed by vote of the members at an annual or special general meeting.

Dues shall be payable in full prior to the beginning of the membership year, If, for good cause, a member is unable to pay in full at that time, arrangements must be made with the Membership Chair for scheduled partial payments to reach full payment in a reasonable time. No member will be permitted to play unless in compliance.

Only members in good standing with the Club will be confirmed with NOCA for competition in curling events subject to NOCA or any other jurisdiction.

CLASSES OF

19. There shall be four classes of membership in the Corporation, namely:

MEMBERSHIP

honorary membership, life membership, house membership, and active membership.

- a) **Honorary members** shall not be entitled to vote at, but shall be entitled to notice of, meetings of the Corporation; they shall be entitled to use of the facilities of the club except that they shall not be allowed to curl unless they shall also become active members by the payment of the required dues and fees; if honorary members choose not to be active members they shall not be required to pay any membership fees or dues. Persons may be elected to honorary membership status by a majority of the Board of Directors. All Past-Presidents shall automatically become honorary members, but will retain the right to vote at all general and special meetings.
- b) **Life members** shall enjoy all the privileges afforded to active members but shall not be required to pay any membership fees or dues. Election to life membership status will be by nomination of the Directors, and a confirming majority vote at a general meeting of the Corporation.
- c) **House members** shall not be entitled to vote at, but shall be entitled to notice of, meetings of the Corporation; they shall have the use of all non-curling facilities of the club; house membership shall continue on an annual basis subject to payment of the required membership fees and dues and acceptance of application by the Board of Directors.
- d) **Active members** shall be entitled to one vote per member at all meetings of the Corporation; they shall pay annual membership dues and fees in accordance with the provisions of the By-laws of the Corporation in that behalf from time to time in force. Active members also include those in leagues operating independently of the Open League, such as Ladies, Business Ladies, or others as approved from time to time by the Board that are required to submit NOCA dues.

ANNUAL AND SPECIAL MEETINGS OF MEMBERS

20. An Annual and a Semi-annual meeting shall be held each year. The Annual meeting shall be held in the spring and the Semi-annual meeting in the fall of each year.

At every **Annual** meeting, in addition to any other business that may be transacted, the reports of the Directors, and a Balance Sheet along with a Statement of Income and Expenditure for the financial period ending upon the date of such balance sheet shall be presented.

At every **Semi-Annual** meeting, in addition to any other business that may be transacted, the reports of the Directors and the audited statements

and auditor's report shall be presented. Auditors for the next financial year will be named. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors, or the President or Vice-Presidents, or a request in writing and signed by 150 voting members, shall have power to call at any time a special meeting of the members of the Corporation. No public notice nor advertisement of members' meetings - annual, semi-annual, or special - shall be required, but notice of time and place of every such meeting shall be mailed or emailed to each member, or advertised in the newspaper, at least three days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or special meetings may transact.

**ERROR OR
OMISSION
IN NOTICE**

21. No error or omission in giving notice of any annual, semi-annual, or special general meeting - or any adjournment thereof, whether annual, semi-annual, or special - of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any such 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 service of notice to any member, director, or officer for any meeting or otherwise, the address of any member, director, or officer shall be their last address as recorded in the books of the Corporation.

ADJOURNMENTS

22. Any meeting of the Corporation or of the Directors may be adjourned at any time, and from time to time any such business may be transacted at such adjourned 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. Such adjournment may be made notwithstanding that no quorum is present.

**QUORUM OF
MEMBERS**

23. A quorum for the transaction of business at any meeting of members shall consist of not less than twenty-five (25) members present in person or represented by proxy; provided that in no case can any meeting be held unless there are ten (10) members present in person.

**VOTING OF
MEMBERS**

24. Each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy must themselves be a member and before voting must produce and deposit with the Secretary a sufficient appointment in writing from their constituent. No member may vote more than one proxy at any meeting. No member shall be entitled either in person or by proxy to vote at any meeting of the Corporation unless they have paid all dues or fees, if any, then payable by them.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights present in person, shall have one vote, and unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Corporation, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favor of, or against, such resolution – and on a show of hands members represented by proxy shall have no vote. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct, and the result of said poll shall be deemed the decision of the Corporation in general meeting upon the question. In case of equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a casting vote.

ELECTION OF DIRECTORS

25. The nomination committee will be chaired by the immediate Past President, and include two other club members elected at the semi-annual meeting each year.

The nomination committee shall present a slate of members who have signified in writing their willingness to stand for election. Members may also nominate any member by presentation of properly completed nominating papers, available from the office and returnable to the office.

Nominations will close and the report of the nomination committee shall be due in the office no later than April 1 of each year, or ten days before the annual meeting, whichever shall come first. The list of nominations will on that day be posted in the club room.

If there shall not be a total of at least fifteen (15) members nominated at this time, such nominations as have been received shall be brought to the annual meeting, and nominations shall be opened thereat and election then held

If a minimum of fifteen nominations have been received in the regular nominating process, then the election shall be held in the club room throughout the day of the annual meeting commencing at 12:00 noon and running until 8:00 p.m.

AUDITORS

26. One or more auditors shall be appointed at each annual meeting of the members of the Corporation. The auditors of the Corporation when appointed shall hold office until the next annual meeting after their being appointed, or until their successors are appointed, unless previously removed by resolution of the members in general meeting or by the Board of Directors. If the remuneration of the auditor, or auditors, is not fixed by the members at the annual meeting, then the remuneration of the auditor, or auditors, shall be fixed by the Directors of the Corporation.

The auditors shall be supplied with a copy of the Balance Sheet, and it shall be their duty to examine the same with the accounts and vouchers relating thereto. The auditors shall have a list delivered to them of all books kept by the Corporation, and shall at all reasonable times have access to the books and accounts of the Corporation.

The auditors shall make an annual report to the members upon the Balance Sheet and every such report shall state whether in their opinion the Balance Sheet is a full and fair Balance Sheet properly drawn up so as to exhibit a true and correct view of the state of the Corporation's affairs.

FINANCIAL YEAR

27. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the thirtieth (30th) day of April in each year.

CHEQUES, ETC.

28. All cheques, bills of exchange, or other orders for the payment of money, note, or other evidences 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 of such 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 may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation's bankers, and may receive all paid cheques and vouchers, and sign all the bank's forms of settlement of balances, and release of verification slips.

DEPOSIT OF SECURITIES FOR SAFE-KEEPING

29. The 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 by 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 withdrawn from deposit, or the proceeds thereof.

NOTICE

30. Whenever under the provisions of the By-laws of the Corporation, notice is required to be given, such notice may be given either personally, or emailed, or mailed via Canada Post A notice or other document so served by post shall be held to be served at the time when the same was deposited in a post office or public letterbox as aforesaid, or if emailed shall be held to be served when the same was sent from the sending computer. For the purpose of service of any notice the address of any member, Director, or officer, shall be their last address as recorded in the books of the Corporation.

Any member, officer, or Director may at any time waive any notice required to be given under the By-laws of the Corporation.

BORROWING

31. The Directors may, from time to time:

- a) Borrow money.
- b) Issue bonds, debentures, debenture stock, both perpetual and terminal, or other securities.
- c) Pledge or sell such bonds, debentures, or debenture stock, or other securities for such sums and at such prices as may be deemed expedient or necessary.
- d) Charge, hypothecate, mortgage, or pledge any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertaking, and franchises of the Corporation to secure any bonds, debentures, debenture stock, or other securities, or any 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 the moneys borrowed or to be borrowed as aforesaid; and as to the terms and conditions of the loan thereof; and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions; and to give such additional securities 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.

INTERPRETATION 32. In these By-laws and in all other By-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender, shall include the plural or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

BANKING BY-LAW

33. a) That the Directors of the Corporation be, and they are hereby, authorized to borrow moneys from time to time from a Bank, upon the credit of the Corporation, in such amounts as they deem proper, and by way of over-draft or otherwise.

b) That any promissory notes or other negotiable paper (including renewals thereof in whole or in part) signed on behalf of the Corporation by the officers of the Corporation authorized from time to time to sign negotiable instruments in its behalf, and granted to said Bank for the moneys so borrowed, and interest thereon as may be agreed upon, shall be binding upon the Corporation.

c) That the Directors may from time to time, if they see fit to do so, grant securities by way of mortgage, hypothecation, or pledge, covering all or any of the property and assets of the Corporation, as security for all or any moneys borrowed by the Corporation from the Bank, or any other liability of the Corporation to the Bank, and all such securities shall be valid and binding upon the Corporation if signed by any two of the officers authorized to sign negotiable instruments on the Corporation's behalf.

d) The Directors may from time to time authorize any officer or officers of the Corporation to make arrangements with said Bank with reference to the moneys from time to time to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof; and every such officer shall have authority from time to time to vary or modify such arrangements, terms, and conditions, and to give additional security for any moneys remaining due.

e) All contracts, deeds, grants, assurances, and documents reasonably required by said Bank or its Counsel for all or any of the purpose aforesaid, shall be executed and carried into effect by the proper officers of the Corporation, and when necessary the Seal of the Corporation shall be affixed thereto.

f) This By-law when sanctioned by the members shall be irrevocable until a By-law repealing the same shall have been confirmed or sanctioned by the members and a copy thereof duly certified under the Seal of the

Corporation delivered to the said Bank, and meanwhile all the powers and authorities hereby conferred shall continue in force.

ENACTED as the By-laws of the Corporation, this day of:

WITNESS the Corporate Seal of the Corporation,

President

Secretary

- Note 1:** This document was re-typed, with the changes to By-law 3 re **Board of Directors** (approved by the membership at the Annual Meeting April 29, 2004), by K.L. Luzzi, Secretary, as a Microsoft Word document. It has been saved on a diskette.
- Note 2:** This document was revised to show changes to By-Law 19 (d) approved by the members at the Semi-Annual Meeting held September 16, 2004.
- Note 3:** This document was revised to show changes to By-Laws 18, 19 (a), and 19 (d) – all as approved by the members at the Annual Meeting held April 28th, 2005.
- Note 4:** This document was revised December 2006 to show revisions to By-Laws 3 and 20 – as approved by the members at the Semi-Annual Meeting held September 14th, 2006.
- Note 5:** This document was revised August 2008 to show changes to By-Law 18 re Dues, as approved by the members at the Annual Meeting held April 24th, 2008.

Note 6: This document was revised April 2016 with changes relevant to making these Bylaws gender-neutral throughout; to update methods of communication for notifications, by adding email communication and deleting telegraph communication. (bylaws 5, 20 & 30); updated language to the definition of an Active Member (Bylaw 19 (d)); to allow partial payment of dues (Bylaw 18) and grammatical corrections (bylaws 24 and 33a), and approved by vote of members at the Annual Meeting held April 21st, 2016.