

BY-LAW NO. 7

A by-law relating generally to the transaction of the business and affairs of **BRAMPTON CURLING CLUB** (hereinafter sometimes referred to as "The Corporation" or "BCC"). By-laws 1,3,4,5 and 6 are hereby repealed.

BE IT ENACTED as a by-law of **BRAMPTON CURLING CLUB** as follows:

HEAD OFFICE

The Head Office of the Corporation shall be in the City of Brampton, in the Regional Municipality of Peel, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

DEFINITIONS

In this by-law, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the Board of Directors of the Corporation;
3. "By-laws" means this by-law (including the schedule(s) to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
4. "Chairperson" means the Chair of the Board;
5. "Corporation" means the Brampton Curling Club, also referred to as BCC or Club;
6. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
7. "Member" means a member of the Corporation;
8. "Members" means the collective membership of the Corporation;
9. "Officer" means an Officer of the Corporation;
10. The "Executive" means the Committee elected by the Board of Directors among them;
11. "Electronic Mail" means the transmission and distribution of messages, information, facsimiles of documents, etc., from one computer terminal to another, and can be referred to as e-mail, email, E-mail;
12. "League" means a BCC curling-based group having a distinctive name, rules, schedules and operations as approved by the Board.
13. "Convenor" is the person who organizes all aspects of the league they convene and serves on the Games Committee.
14. "Legacy Fund" contains the monies transferred to the BCC by the City of Brampton when assets of the BCC were transferred to the City in September 2010.

¹ BCC By-Law 7, April, 2016

INTERPRETATIONS

Terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of up to twelve (12) Directors, each of whom at the time of their nomination and throughout their term of office shall be an active Adult Member of the Corporation. The Convenor for each adult league at the Club that will not be represented by a Director for the upcoming season shall nominate a league Member to be a Director at the semi-annual meeting of the membership. This individual shall not be the league Convenor. Should a Director play in more than one league, he/she shall declare which league he/she will be representing. The Board has the right to inform a league they do not require a league Member to be nominated to the Board for the upcoming season. A Director's term shall be a two (2) year term unless he/she has been elected to the Executive, which would then be a four (4) year term. The exception is the Treasurer and/or Secretary on the Executive as these roles have a one (1) year term and must be elected to the Executive annually by the Board at the first Board meeting held after the Semi Annual meeting. The Past-President shall sit as a Director and the term shall only be for one (1) year.

All Directors must be of the age of majority and must be an active Member of the Corporation.

Each Director shall be eligible to be re-nominated if such Director continues to be an active Adult Member. The re-nomination shall be approved by a show of hands indicating support of 50% + 1 at a meeting of the Membership.

If any Director or Member of the Board is absent for three (3) consecutive meetings, his/ her position shall be declared vacant, unless he/she is excused by the Board, and the decision to excuse is noted in the minutes of the Board.

The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of said Director's term of office, and may, by a majority of the votes cast at that meeting, nominate any qualified member as a replacement for the remainder of the removed Director's term.

VACANCIES, BOARD OF DIRECTORS

A vacancy on the Board of Directors, however caused, may, so long as a quorum of Directors is maintained, be left vacant until the next semi-annual general meeting. Should a quorum on the Board no longer exist, the league Convenor for the league(s) not represented on the Board shall nominate a league Member to fill the role of Director for the balance of that term. In the absence of the President, the duties of the President may be performed by a Vice-President, the Past-President or such other Director as the Board may from time to time appoint for the purpose.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

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 a Vice-President or by the Secretary or Treasurer on direction of the President or a Vice-President, or by the Secretary or Treasurer on direction in writing of two Directors. Notice of such meetings shall be delivered to each Director not less than four days before the meeting is to take place. The statement of the Secretary or Treasurer 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 for such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual or semi-annual meeting of the Corporation.

ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting provided that such error or omission is subsequently ratified by all Directors not present at such meeting, and any Director may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of any tie of votes, the Chairperson, in addition to their original vote shall only have a second or casting vote in the election of officers. A tied vote on any other matter is defeated. 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 favour of or against such resolution.

POWERS

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 other powers and all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

The Board of Directors shall have the power to make rules and regulations governing the use of the Corporation's premises and facilities, rented or owned, and the conduct of all persons thereon. Without limiting the generality of the foregoing, such power shall include the right to

suspend or expel any member whose conduct is deemed by the Board to be detrimental to the Corporation. Further, the Board of Directors shall have the power to delegate to any Committees or individuals its power for making rules and regulations hereunder together with any rules or procedures for an appeal of such decisions

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 lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable. Further, the Directors, from time to time, will review, amend, and post Club rules.

Save and except any Corporate employment contracts the Directors shall not enter into any contract involving capital receipts or expenditures in excess of \$20,000.00 (inclusive of taxes, delivery and installation) except with approval of the majority of the members present at either an annual, semi-annual or special meeting.

The use of funds from the base Legacy Fund can only be approved by a vote in favour by 2/3 of the members at either an annual, semi-annual or special meeting. The use of the interest accumulated in the Legacy Fund may be used by the Board with an approved motion at a Board meeting or by an electronic vote for any cause that enhances the sport of curling but not for general expenses.

If a Board member wishes to participate in a particular bid process pertaining to goods or services required by the Corporation, that member must excuse himself/herself from the complete process including the solicitation, reading, discussion, and awarding of the bid, and particularly must not be part of any committee involved with that bid process.

When expenditure exceeds \$3,500.00, including taxes, delivery and installation, at least two separate and sealed bids must be secured by the Board or its committees. The bids are to be opened at the same Board meeting for discussion and processing.

REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such.

OFFICERS OF CORPORATION – THE EXECUTIVE

The Board shall elect annually a President. The Board shall also elect a Secretary, Treasurer and one or more Vice-Presidents. The Officers so elected may not hold more than one officerial position. The Board may appoint an agent to fulfill the duties of any Officer if the Director elected for the position is deemed to not have the requisite skills to perform the duties of that office. Unless otherwise required, progression is automatic from year to year. That is, from 2nd Vice-President to 1st Vice-President to President to Past-President. Yearly elections are for 2nd Vice-President, Secretary and Treasurer.

Elected Officers and the Past-President shall form the Executive Committee, whose duties and powers will be determined by the President.

The Board of Directors shall elect the Corporation's Officers within 45 days of the Corporation's Semi-Annual Meeting. The immediate Past-President and those persons elected as President, First Vice-President and Second Vice-President shall fulfill their position for a one (1) year term and thereafter in consecutive terms until their Past Presidency is completed. Once these persons are determined by the Board of Directors such persons shall not require re-nomination by the membership. A retirement or termination of any Officers shall be addressed as prescribed herein under "Vacancies, Board of Directors."

DUTIES OF PRESIDENT AND VICE-PRESIDENTS

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 and the Secretary or Treasurer or other officer appointed by the Board for the purpose shall sign all by-laws and contracts entered on behalf of the Corporation with outside parties. During the absence or inability of the President, the duties and powers may be exercised by the Vice-Presidents. If the Vice-Presidents, 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

The Secretary shall be the clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and ensure all facts and minutes of all proceedings are recorded in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to Directors. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which the Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such a person or persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board of Directors. All Directors shall be entitled at all times to inspect the books, papers, records, correspondence, contracts and other documents belonging to the Corporation.

DUTIES OF TREASURER

The Treasurer shall ensure full and accurate accounts of all receipts and disbursements of the Corporation are recorded in proper books of account and shall be responsible for ensuring the depositing of all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall also be responsible for ensuring the disbursement of 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, an account of all transactions as Treasurer, and of the financial position of the Corporation.

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

DUTIES OF CLUB ADMINISTRATOR

The Board of Directors may from time to time hire one or more Club Administrators (herein after described as C/A) and may delegate to the C/A(s) such duties as determined by the Board. The C/A(s) shall conform to all lawful orders given to him/her by the Board of Directors of such matters and duties as by law, and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Corporation. The C/A(s) will report directly to the President of the Brampton Curling Club and will also report directly to the Treasurer of the Club for all financial matters.

DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-Presidents, Secretary or Treasurer or by any person authorized by the Board. They shall be signed by any two of the President, Vice Presidents, Secretary or Treasurer or by any person authorized by the Board.

BOOKS AND RECORDS

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.

PROTECTION OF DIRECTORS AND OFFICERS

No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the monies securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by his/her own wilful neglect or default; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the present legislation or from liability for any breach thereof.

Except as provided in the legislation, every Director and Officer of the Corporation, every former Director or officer of the Corporation and their heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and 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 such person is made a party by reason of being or having been a Director or officer of such corporation if,

- (a) such person acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that their conduct was lawful.

Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board of Directors may from time to time determine.

MEMBERSHIP

The membership shall consist of such individuals and such corporations, partnerships and other legal entities as are admitted into membership in the Corporation in accordance with the provisions of the by-laws and the rules for membership in the Corporation.

The Board of Directors, upon application by any member, may give relief against forfeiture of membership for failure to pay all fees and dues as prescribed by the Board of Directors.

The Board of Directors shall have the right to limit and define the privileges and obligations for and within every class of member, but the Board of Directors shall not have the power to limit the right of Active members to vote at a meeting of the Corporation. Members may resign in writing which shall be effective upon acceptance thereof by the Board of Directors. Reimbursement of any annual fees due to the resignation by a Member will be issued in accordance to the Club policy in effect at the time of the Member's resignation.

There shall be five classes of members, namely HONOURARY, ACTIVE, SOCIAL, YOUTH and OCA which are hereby defined as follows:

(i) Honourary Members

A Member who has been an Active Member in excess of twenty years and has performed exceptional and/or special services to the Club and whose application is presented to the Board by five active members may be nominated to become an Honourary Member. The application must be approved by a majority vote of the membership at either the annual or semi-annual meeting next following the submission of such application.

Upon approval by the membership the Honourary Membership shall be for life unless terminated by a majority vote of the Board of Directors together with a majority vote at a meeting of the voting members.

Each Honourary Member shall enjoy all the privileges of membership in the Brampton Curling Club without payment of membership fees for curling in club leagues from the time of their designation, for life. Each Honourary Member will also enjoy the same voting privileges as Active members for life.

The complete list of requirements for Honourary Membership is attached to this by-law as Schedule 1.

(ii) Active Members

An Active member is a person who is of the age of majority and has submitted an application in the prescribed form and has paid the fees prescribed by the Board of Directors. Each Active Member shall have all the privileges and use of the Club facilities from time to time prevailing as determined by the Board of Directors and shall receive notice of and be entitled to vote at all meetings of the membership.

(iii) Social Members

A Social Member is a person who is a former Active Member or a person of special qualifications or distinctions in the judgement of the Board of Directors and has completed an application and paid the requisite fee and whose application has been approved by the Board of Directors. Social Members shall have and enjoy all the privileges and use of the club facilities from time to time prevailing as well as notice of all appropriate social functions and notice of meetings, but not the right to vote at meetings of the Active membership. Social Members shall only be entitled to curl in open club bonspiels or in the situation where Active Members fail to fill the bonspiel sign-up sheet.

(iv) Youth Members

A person who is under the age of nineteen years as of the first day of July prior to the next curling season, who has completed an application accompanied by the requisite fee and who has had his application approved by a parent and/or guardian and by the Board of Directors.

The number of Youth members may be limited from time to time by the Board of Directors and if the number of applicants exceeds such limit a waiting list shall be maintained. All fees for Youth membership shall be fixed from time to time by the Board of Directors. Continuous payment of such fees by the prescribed date in each year shall continue Youth membership without further application.

Each Youth member shall have and enjoy privileges and use of the club facilities from time to time as prescribed by the Board of Directors, but not the right to vote at meetings of the Active membership.

(V) OCA Members

An OCA Member is a person who does not wish to participate in any club leagues or events, but wishes to use the Brampton Curling Club as their club of record for competitive curling. OCA Members are entitled to use practise ice available to the Brampton Curling Club, subject to the guidelines which shall, from time to time, be determined by a resolution of the Board of Directors. OCA Members are not entitled to vote, play in any Brampton Curling Club leagues or member only bonspiels, or attend general meetings.

FEES

The fees for all members of all classes shall be set annually by the Board of Directors.

The Treasurer shall notify the members of the fees payable by them and, if they are not paid within thirty days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation. However, any such members may on payment of all unpaid dues, fees, or other costs be reinstated by majority vote of the Board of Directors.

QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than fifteen percent (15%) of all Active members, and being personally present.

ANNUAL, SEMI-ANNUAL AND SPECIAL MEETINGS OF MEMBERS

The annual, semi-annual or any special meeting of the members shall be held at the head office of the Corporation or elsewhere in Brampton as the Board of Directors may determine and on such day as the said Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements, and the report of the auditors shall be presented. The auditors shall also be appointed for the ensuing year.

At every semi-annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the nominations of Directors shall be presented.

The members may consider and transact any business without notice thereof at any meeting of the members provided that no changes in the by-laws shall be considered unless notice of the same has been given at a previous special or general meeting or semi-annual meeting. The Board of Directors or the President or Vice-Presidents shall have power to call at any time a special meeting of the members of the Corporation.

Notice of the time and place of such meeting shall be given to each member by sending the notice by prepaid post, facsimile or electronic mail twenty-one (21) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any place

and at any time and place without such notice if at least 15% of all Members of the Corporation entitled to notice and are present thereat.

ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any special or general meeting of the members of the Corporation shall invalidate such meeting. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of any member, Director or officer shall be his last mailing or email address recorded on the books of the Corporation.

VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each Active and Honorary Member of the Corporation shall at all meetings of members be entitled to one vote.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person 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 is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote unless a poll is demanded. A declaration from 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 accorded in favour of or against such resolution. 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, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation. In case of a tie vote at a general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a casting vote. There shall be no voting by proxy.

FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the thirty-first day of May of each year.

CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes 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 sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSITS OF SECURITIES FOR SAFEKEEPING

Securities of the Corporation shall be deposited for safekeeping with one or more banks, 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.

ENACTED this day of , 2016

President, Ron Fay

Past-President, Ken B. Griffith