

EAST ST. PAUL CURLING CLUB

CONSTITUTION AND GENERAL BY-LAWS

Adopted	Dec 14,	1957
Amended	June 21,	1966
Amended	June 17,	1968
Amended	June 05,	1977
Amended	Mar 25,	1989
Amended	Nov 02,	1998
Amended	Oct 15,	2001

SCHEDULE "A" MEMORANDUM OF AGREEMENT (CONSTITUTION)

We, the undersigned, do hereby severally covenant and agree each with the other and each of them to become incorporated under the provisions of Part V of The Companies Act, 1954, R.S.M. Chapter 43 as a corporation without share capital under the name of "East St. Paul Curling Club" or such other name as appears to the Provincial Secretary of the Province of Manitoba, without pecuniary gain to its members the aims and objectives set out herein.

The aims and objectives of the East St. Paul Curling Club are:

"To carry on without pecuniary gain objects of a national, patriotic, religious philanthropic, charitable, scientific, artistic, social, professional or sporting character or the like."

We, the undersigned, do further severally covenant and agree each with the other and each of them that the corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions of the corporation shall be used in promoting its aims and objects.

The subscribers hereto shall be the first members of the corporation and the corporation shall consist of the subscribers and of those who shall hereafter duly become members of the corporation in accordance with the by-laws from time to time in force.

The first directors of the corporation shall be as set out in the application herein.

The following shall be the bylaws of the corporation:

1. MEMBERSHIP

The club shall consist of life members, honorary members, associate members and ordinary members.

The rights and privileges of every member shall not be transferable or transmittable by his own act or by operation of law, and no honorary member, life member, associate member or ordinary member shall by reason of being such a member of the Club be entitled to any privileges other than those which by the By-laws attach specifically to that class of members.

2. CLASSIFICATION**a) Life Members**

Life Members shall be members who have rendered unusual service to the Club. Life members shall be elected by the Board of Directors and every such election shall be announced at the next subsequent meeting of the Club. Life members shall enjoy the same privileges as ordinary members including the right to attend meetings and vote thereat.

b) Honorary Members

An Honorary Member shall be a distinguished person intimately connected with the Club whom the Board of Directors desire to honour for services in connection therewith. Honorary members shall be elected by the Board of Directors and every such election shall be announced at the next subsequent meeting of the Club. Honorary Members shall have the privilege of attending all meetings and use all facilities of the Club but shall not have the right to vote at meetings.

c) Ordinary Members

An Ordinary Member shall be any curler, or parent or guardian of a curler (if curler is under 18 years of age), who curls under the auspices of the East St. Paul Curling Club. Upon payment of his annual fees, prescribed by the Board of Directors he shall be entitled to full use of the clubs facilities and entitled to attend all meetings of the Club and to vote thereat.

d) Associate Members

An Associate Member shall be anyone who curls in a league other than those under the auspices of the East St. Paul Curling Club and who pays the annual fees prescribed by the Board of Directors. An Associate member shall pay only the annual fees prescribed by the Board of Directors and shall be entitled to full use of the club facilities and may attend all meetings of the Club but shall not have the right to vote at meetings.

3. TERMINATION OF MEMBERSHIP

Any member, life, honorary, ordinary or associate, may retire by sending a resignation in writing to the Secretary.

4. MEETINGS

(a) The Annual General Meeting of the Club shall be held at least once each year at such time and place as may be appointed by the Board of Directors.

(b) At the Annual General Meeting of the Club the reports of the directors and officers for the preceding year shall be received and dealt with, the Directors for the ensuing year shall be elected and such other business as shall be presented to such meeting shall be disposed of.

(c) Special general meetings of the Club may be called at any time by the President or on the requisition of five members of the Club.

(d) The quorum necessary at all meetings shall be fifty percent (50%) of the Board members of the Club represented in person.

(e) The Chairman may, with the consent of the meeting, adjourn the same from time to time and from place to place, but every adjourned meeting shall be treated as a prolongation only of the original meeting and shall only be competent to transact business, which might properly have been transacted at the original meeting.

(f) At every meeting, unless a poll is demanded, as hereinafter provided, every resolution shall be decided by a show of hands and in case there shall be an equality of votes the Chairman shall be entitled to a second or casting vote. A declaration of the Chairman that a resolution has been carried, or carried by a sufficient majority, or lost, as the case may be, and an entry to that effect in the minute book of the Club shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against such a resolution.

(g) If at any meeting a poll is demanded by five members present and entitled to vote, a poll shall be taken at such times and in such manner as the Chairman may direct and in such case every member present at the taking of the poll shall have one vote, and in case at any poll there shall be an equality of votes, the Chairman of the meeting at which such poll shall be taken shall be entitled to the casting of a vote in addition to the vote to which he may be entitled to as a member.

- (h) Ten days notice exclusive of the day of giving shall be given of all general meetings. Notice to be posted within the Curling Club.
- (i) The accidental omission to give notice of a meeting to any member shall not invalidate the meeting.
- (j) Every member of the Club in good standing shall be entitled to one vote.

5. BOARD OF DIRECTORS

(a) The Board of Directors shall consist of: Past President, President, 1st Vice President and 2nd Vice President, which shall hold each office for (1) one year, and the President position shall move up in rotation annually; Secretary and Treasurer who will hold office for (2) two years; not more than (12) twelve Directors at large who will hold office for (2) two years.

(b) Except as hereinafter provided, the officers of the Club shall be elected by the members of the Club at the Annual General Meeting of the Club. The board members shall hold office for their designated terms or until their respective successors are elected, unless a vacancy is created through resignation or death. All members running for election as officers of the Club must have served a minimum of (1) one full term of office as a Director at large, within the preceding (4) four years.

If the positions of Secretary or 2nd Vice President cannot be filled from members who have served on the Board of Directors within the preceding (4) four years, nominations for these positions will be accepted from the members at large.

The Directors at large shall be elected at the Annual General Meeting and shall hold office for (2) two years. The 2nd Vice President's position shall be elected annually.

(c) The Board of Directors shall meet on demand of the President or Vice President or any two directors, and meetings shall be held at such time and place as the Board of Directors may from time to time determine, and at every meeting of the Board of Directors, a majority of the members of the Board shall constitute a quorum.

(d) Questions arising at the meetings of the Directors shall be decided by a majority of votes of those present, and upon demand of any Director, voting shall be by ballot and in the event of an equality of votes, the Chairman shall have a second or casting vote.

(e) Notice of meetings of the Board of Directors shall be given by the Secretary or, in default thereof, by such a person entitled to demand such meeting and shall be given by telephone to each Director, or posted in the

Curling Club, not less than (10) ten days preceding the date of such meeting.

(f) A Director may at any time give to the Club (1) one month's notice in writing of his desire to resign and at the expiration of such notice his office shall be vacated, and the remaining Directors may appoint some other qualified person to fill the vacancy so created, subject to the approval of the General Meeting.

(g) The Club may by resolution at any meeting remove any Director from office for cause before the expiration of his or her term of Office, and may by resolution appoint any other member a Director to fill such vacancy so created, and the person appointed to fill such vacancy shall be subject to retirement at the same time as the person in whose place he was appointed Director.

(h) Should any Director cease to be a member of the East St. Paul Curling Club, or die, he shall thereby ipso facto cease to hold office as a Director.

6. DUTIES AND POWERS OF OFFICERS

President – The President shall preside at all meetings and in his absence the Vice President or next senior office shall preside. It shall be the duty of the President to conduct all meetings in accordance with the By-laws of the Club and he shall be ex officio member of any committees.

1st Vice President – The 1st Vice President shall, in the absence of the President, perform all the duties of the President and shall assist the President in every way.

2nd Vice President – The 2nd Vice President shall, in the absence of the 1st Vice President, perform all the duties of the 1st Vice President and shall assist the President in every way.

Secretary – The Secretary shall attend to all notices of annual or special meetings, receive and answer all correspondence, and keep minutes of all meetings.

Treasurer – The Treasurer shall receive all monies and keep records of all financial transactions, issue cheques, etc. Immediately after the first day of July, it shall be his duty to turn over all records to an accredited accountant and submit a financial statement at the Annual General Meeting.

7. BORROWING POWERS

The Directors may, and they are hereby empowered and authorized, from time to time to:

- (a) Borrow money upon the credit of the Club.
- (b) Limit or increase the amount to be borrowed.
- (c) Issue bonds, debentures, debenture stock or other security of the Club.
- (d) Pledge or sell such bonds, debentures, debenture stock or other securities for such sums at such prices as may be deemed expedient.
- (e) Mortgage, hypothecate, charge or pledge all or any of the real or personal property, undertaking the rights of the Club, to secure any such bonds, debentures, debenture stock or other securities, or any money borrowed or any other liability of the Club.

The Directors may from time to time by resolution, delegate to the President and the Secretary or to any two members of the Board of Directors, (including the President or Secretary) all or any of the powers conferred on the Directors by this paragraph of this By-law to the full extent thereof or such lesser extent as the Directors may in any such resolution provide.

8. AUDIT OF ACCOUNTS

The Annual General Meeting shall elect an accountant for the ensuing year and the accountant of the Club so elected shall have access at all reasonable times to the books of account, vouchers, minute books and documents of the Club and shall conduct a Financial Report of the affairs of the Club at least once yearly and shall prepare a report to which shall be attached a balance sheet income and expense statement and an accountant's certificate, which report shall be submitted to the Annual General Meeting. The accountant shall make inquiries, investigations, and perform such other duties as shall from time to time be required by the Board of Directors.

9. MEMBERSHIP FEE AND ANNUAL FEES

The amount of membership fees and annual fees payable by a member of the Club shall be fixed from time to time by the Board of Directors.

10. PROPERTY OF THE CLUB

The Club is hereby authorized from time to time to purchase, acquire, lease or hold for the annual use of the Club, property both real and personal with full power to sell, alienate, mortgage, lease, exchange or in any way dispose of same or any part thereof.

The acquisition by lease, mortgage, transfer or otherwise of property both real and personal shall be approved by the Board of Directors and ratified by the Annual General Meeting of the Club.

11. SEAL OF THE CLUB

The official seal of the Club shall be kept at the head office; the seal shall not be affixed to any deed, instrument or document of any description unless authorized by resolution of the Board of Directors and then only by an officer in the presence of one of the Directors and the Secretary or the President of the Club who shall respectively attest by their signatures that the seal has been so duly affixed.

12. ALTERATION OF BY-LAWS

The amendment or repeal of any of the By-laws of the Club can be affected only on the vote of at least two thirds of the members present at a Special General Meeting of the Club duly convened for the purpose of considering such amendment or repeal provided that any repeal, amendment or addition thereto shall not have effect and shall not be acted upon until approved by the Provincial Secretary of Manitoba and a certified copy filed with him.

13. CLUB RECORDS

a) Minutes shall be made and kept in books provided for such purpose of all appointments of officers made by the Directors and of all resolutions and proceedings at all meetings of the Club, and of the Directors, and such minutes of any meetings shall be signed by the Chairman and the Secretary of the meeting.

(b) The Secretary shall also be the custodian of all books, papers, records, belonging to the Club, which he shall deliver when authorized to do so by the Board of Directors to such person or persons as may be named in the resolution, but except such as are required by statute to be open for inspection shall not be open to inspection of members without the consent of the Directors or of a general meeting.

(c) All books, papers, records, documents, etc., of the Club shall be kept at the business office or at the head office of the Club or at a place designated from time to time by resolution of the Board of Directors.

14. FINANCES

All bank accounts of the Club must be held in a Canadian Chartered bank.

All investments of the Club must be made with institutions covered by the Canadian Depository Insurance Act.

15. EXPENDITURES

All expenditures, other than those deemed as standard reoccurring expenses, over the amount of (\$250.00) two hundred and fifty dollars, must be approved by the Board of Directors.

All capital expenditures over the amount of (\$1,000) one thousand dollars shall require at least (2) written estimates which shall be presented to the Board of Directors for approval.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 14th day of December A.D. 1957.

SIGNED SEALED AND DELIVERED)	
in the presence of:)	("WILLIAM STASYNEC")
)	
)	("STEPHEN KAMINSKI")
)	
("JASPER NIELSON"))	("W. PETERSON")
)	
)	("HOMER A. SELLAR")
)	
)	("J. LANGTON")