

# Northern Ontario Curling Association Constitution and Bylaws

## I. CONSTITUTION

### 1. NAME

The name of the Corporation is “Northern Ontario Curling Association”, referred to in this document as the Association, and registered as a non-profit organization.

### 2. OBJECTIVES

- a. Transfer members affiliated with the NWOCA, NOCA, T&NOCA and NOLCA to the new Association, Northern Ontario Curling Association (NOCA) and to approach all other curling facilities in Northern Ontario of seek their affiliation with the Association.
- b. Maintain the Association affiliation with the CCA and to engender good relationships with other curling organizing bodies.
- c. Provide assistance and support to affiliated facilities and clubs with the maintenance of world-class levels of achievement by ice technicians, coaches, officials, curling athletes, etc.
- d. Reinvest any revenues realized from Canadian and World’s Mens and Womens Championships held in Northern Ontario in the development of curling in Northern Ontario.
- e. Assist affiliated members and facilities in providing quality services and programs.
- f. Assist affiliated facilities to increase local awareness about curling opportunities.
- g. Establish the rules and regulations of curling competitions for Northern Ontario.
- h. Organize and conduct sanctioned competition playdowns and championships consistent with established rules and regulations.
- i. Assist in running recreational curling champions consistent with established rules and regulations.
- j. Ensure that all curlers are aware of their responsibilities when playing the game

## II. BYLAWS

### 1. GENERAL

- 1.1. These Bylaws relate to the general conduct of the affairs of the Northern Ontario Curling Association, a Association incorporated under the Ontario Associations Act, R.S.O. 1990, c.38, and referred to as the “Association” in these Bylaws.
- 1.2. The following terms have these meanings in these Bylaws:
- a) *Act* – the Ontario Corporations Act.
  - b) *Delegate* - a person appointed by a member facility or member club in accordance with these bylaws, to attend general meetings of the Association.
  - c) *Facility* - the entire community within one (1) physical facility, which operates and participates in curling activities.
  - d) *Member* - Any individual having paid membership dues directly or indirectly via a member facility to the Association, or any individual recognized as a life member by the following founding Associations of the NOCA; NOCA, NOLCA, NWOCA & TNOCA.
  - e) *Member Club* - any person or group who operates, or operates within a facility, or part of a facility, properly equipped and maintained for curling.
  - f) *Member facility or member club in good standing* - any facility that has paid its current annual membership fee, or any other subscription or debt due and owing by the facility to the organization.
  - g) *Regions* - those six (6) geographical areas, as indicated on the map, attached as Schedule A, from which regional champions will be declared as defined by the organization’s board of directors from time to time. The Regions are numbered 1 through 6.
  - h) *Registered Address* – the most recent address of record in the register of Members.
  - i) *Rental League* – Any organized group renting ice from a facility on a regular weekly or bi-weekly basis for the purpose of curling
  - j) *Service Areas* - those geographical areas as defined by directors from time to time, from within which the organization delivers services to its members.
- 1.3. The head office of the Association will be located within the Township of Atikokan, Ontario and may be changed by resolution of the Directors.
- 1.4. The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
- 1.5. In these Bylaws, words stating the male gender will include the female gender as well as corporate bodies (i.e. clubs), and words stating the singular will include the plural and vice-versa.
- 1.6. Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

- 1.7. The Association will prepare and maintain at its registered office the articles of incorporation, by-laws, minutes of meetings, resolutions of members and a register of directors all of which will be available for review by Members of the Association.
- 1.8. Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.9. These definitions become effective on the date these bylaws are approved.

## **2. MEMBERSHIP**

### **Categories of Membership**

- 2.1. Membership in the Association shall be divided into 4 (four) classes, namely:
  - a) Individual Members
  - b) Member facilities
  - c) Member clubs
  - d) Honorary life members.

### **Admission for membership**

- 2.2. Any curling facility or curling club within the geographical boundaries of the Association may be eligible for membership, providing it fulfills the following conditions:
  - a) It offers regularly organized curling activities within a building properly equipped and maintained for curling.
  - b) It allows for identical memberships for both genders and equal participation in decision-making by adults of both genders.
  - c) It operates its curling activities under the guidance of an executive, board of directors, curling committee, or any other body empowered to manage the sport of curling in a facility.
- 2.3. A curling facility may apply to the Board of Directors of the Association for membership in the Association, and on acceptance by the directors, is a member facility within the region where it is geographically located.
- 2.4. Any former member facility or member club whose membership has lapsed may apply for reinstatement in the Association.
- 2.5. Honorary Life Memberships shall be bestowed on any person so recommended for recognition of special services to the Association (or a predecessor thereof) and to the game of curling. Honorary Life members shall be entitled to all the privileges of membership in the Association, save and except voting, and shall be excluded from the number of curlers upon which a member facility's annual dues may be calculated.

- 2.6. Individuals holding life memberships of NWOCA, NWOLCA, NOCA, NOLCA, and T&NOCA on the date of the amalgamation to create the Association shall be entitled to life members in the Association.

### **Terms of Membership**

- 2.7. Every member must uphold the constitution and comply with these bylaws.

### **Membership Dues and Register**

- 2.8. The directors shall determine the amount, as well as time and method of payment of annual membership dues.
- 2.9. Each member facility and member club shall annually submit to the Association a list of all curlers participating in a league that is supported by the member facility and member clubs.
- 2.10. The Association will keep a register of its Members together with address, date admitted to membership and date of termination of membership.

### **Withdrawal or Termination of Membership**

- 2.11. A member facility or member club ceases to be a member of the Association:
- a) Upon delivery of its resignation in writing to the Secretary Treasurer of the Association or by mailing or delivering to the address of the Association and such delivery or mailing shall be a forfeiture by the member facility of all right and claim upon the Association.
  - b) On being expelled
  - c) At the discretion of the directors;
    - i) On not having paid its annual dues within the time as established by the directors; or
    - ii) As a result of conduct tending to bring the Association and/or the sport of curling into disrepute; or
    - iii) Upon the member facility no longer being eligible for membership pursuant to section 2.3 of these bylaws.
- 2.12. A member facility or member club may be expelled by a special resolution of the members passed at a general meeting, provided:
- a) The notice of special resolution for expulsion is accompanied by a brief statement of the reasons for the proposed expulsion: and
  - b) A representative of the facility subject to the proposed resolution for expulsion is given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## **Good Standing**

- 2.13. A Member of the Association will be in good standing provided that the Member:
- a) Owes no outstanding membership dues or other debts to the Association;
  - b) Has not ceased to be a Member;
  - c) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - d) Has complied with the Constitution, Bylaws, policies and rules of the Association; and
  - e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- 2.14. Members who cease to be in good standing will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

## **3. MEETINGS OF MEMBERS**

### **Annual General and Special Meetings**

- 3.1. The annual general meeting of the Association shall rotate from region to region. The directors will designate the time and place.
- 3.2. The directors may, when they deem necessary, convene an extraordinary general meeting.
- 3.3. Notice of general meetings shall be delivered 21 days prior to the meeting to each member club and their representative delegates as detailed in these bylaws, and shall specify the time, date and location of the meeting, and in case of special business, the general nature of that business.
- 3.4. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the member facility and member club entitled to receive notice, does not invalidate proceedings at that meeting.
- 3.5. The first annual general meeting of the Northern Ontario Curling Association must be held not more than 12 months after the amalgamation of NWOCA and NOCA, NOLCA, T&NO, and after that, an annual general meeting must be held at least once in every calendar year.
- 3.6. Special business is:
- a) Business conducted at an extraordinary meeting excluding business conducted at an annual general meeting.

- 3.7. Business conducted at an annual general meeting, includes, but not limited to, the following:
- a) The adoption of rules of order.
  - b) The consideration of the financial statements.
  - c) The reports of directors.
  - d) The report of the auditor, if any.
  - e) The appointment of the auditor, if required; directors may pass a resolution to waive an audit and conduct an accounting review.
  - f) Such other business that, under these bylaws, may be conducted at an annual general meeting or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 3.8. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 3.9. Subject to section 3.10., the president of the Association, or in the absence of the president, the vice president or, if in the absence of both, one of the other directors present must preside as chair of a general meeting.
- 3.10. If at a general meeting either of the following occur, the members present must choose one of their number to be the chair:
- a) There is no president, vice-president or any other director present within 15 minutes after the time appointed for holding the meeting, or:
  - b) The president and all the other directors present are unwilling to act as the chair

### **Quorum at Annual General or Special Meetings**

- 3.11. Seven (7) directors shall constitute a quorum at a general meeting.
- 3.12. If within one hour after the time appointed for a general meeting, a quorum is not yet present; the meeting shall stand adjourned to such a date, time and place as determined by the directors. Not less than fourteen (14) days notice of such date, time and place shall be given to the directors and member clubs, and if, at the adjourned meeting, a quorum is not present within one (1) hour after the time appointed for the meeting, directors present constitute a quorum if they represent  $\frac{2}{5}$ <sup>th</sup>s of the Board.

### **Voting at Annual General or Special Meetings**

- 3.13. Voting shall be by show of hands or secret ballot.
- 3.14. Only directors in attendance at general meetings in person, via conference telephone call, or other electronic methods authorized by the executive of the Association, shall be entitled to vote. Proxy voting is not permitted.
- 3.15. Each Director shall be entitled to one vote.

- 3.16. Unless a poll is requested, a declaration by the chair that a resolution has been carried and an entry to that effect in the minutes of the proceedings of the meeting shall be sufficient evidence of the fact without proof of the numbers or proportion of the votes recorded in favour or against a resolution.
- 3.17. If a poll is requested, the same shall be taken in such a manner, as the chair shall direct.
- 3.18. Unless specified otherwise, questions at meetings which require a decision will be decided by majority vote. In the case of a tie, the President shall cast the tiebreaking vote. An abstention from voting will not be counted as a vote.
- 3.19. Matters required to be determined by Special Resolution will be passed by a majority of not less than two-thirds of votes cast by voting members at a General or Special Meeting for which proper notice has been given.
- 3.20. At the beginning of each meeting, the Board may appoint one or more scrutinizers who will be responsible for ensuring that votes are properly cast, counted, and destroyed.

### **Regional Meetings**

- 3.21. Each member facility and member club in good standing shall appoint one (1) voting delegate to attend and represent the facility and club at regional meetings or extraordinary meetings of the Association. Each member facility and member club shall inform the regional directors of the Association, in writing, the name and address of its delegate prior to the commencement of any meeting.
- 3.22. Regional meetings shall be convened by the Regional Directors:
  - a) Such meetings shall take place within the prescribed region or by electronic means as provided for in these bylaws no later than 2 weeks prior to the Association's annual general meeting.
  - b) Approval of business at regional meetings requires a simple majority of voting delegates in attendance.
  - c) The purposes of the regional meetings are:
    - i) The election of directors, one (1) male and one (1) female, from each region, for a total of twelve (12).
    - ii) To plan regional competitions.
    - iii) To deal with any recommendations, concerns and/or requests from member facilities and member clubs.
- 3.23. Minutes shall be forwarded to the Executive Director no later than two (2) weeks prior to the AGM.

## **4. GOVERNANCE**

### **Composition of the Board**

- 4.1. The board of directors shall govern the affairs of the Association.
- 4.2. The board of directors shall consist of twelve (12) directors, one (1) male and one (1) female from each region elected prior to the annual meeting by the delegates at their regional meetings.

### **Election and Appointment of Directors**

- 4.3. Candidates may run in only (1) region.
- 4.4. Only individuals nominated by a member facility or member club in good standing are eligible for election as a director of the Association.
- 4.5. Election of male directors shall be:
  - a) In 2012 and every third year thereafter in Regions #1, 3 and 5
  - b) In 2013 and every third year thereafter in regions #2, 4 and 6
- 4.6. Election of female directors shall be:
  - a) In 2012 and every third year thereafter in regions #2, 4 and 6
  - b) In 2010 and every third year thereafter in regions #1, 3, and 5
- 4.7. Terms of office for all directors shall be three (3) years. Directors will serve for no more than two (2) consecutive terms. If no candidates run for election, the director (s) may serve an additional term.
- 4.8. The newly elected Directors' term of office shall begin June 1<sup>st</sup> of the election year.
- 4.9. The Executive Director will notify the Secretary-Treasurer of the Directors elected, no later than one (1) week post-election.
- 4.10. At the April meeting of the board of directors held after the election of new directors, the directors shall elect a president, a vice president, and a secretary-treasurer, who shall take office immediately and shall hold office until the election of their successors the following year.
- 4.11. The directors may at any time, appoint a person of the same gender who is eligible for election as a director, to fill the term, from that region missing a director, on the organization's board of directors. That person shall hold office only until the conclusion of the next annual meeting but is eligible for re-election.

### **Resignation and Removal**

- 4.12. A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.13. The office of any Director will be vacated automatically:
- a) If the Director is found by a court to be of unsound mind;
  - b) If the Director becomes an employee or contractor of the Association
  - c) If the Director, without reasonable excuse, fails to attend two consecutive meetings of the Board; or any four (4) meetings, including the Board of Directors and Executive Committee Meetings, if the Director is on the Executive, in any twelve month period; or
  - d) Upon the Director's death.
- 4.14. The member facilities and member clubs, may, by special resolution, at a regional meeting, remove a director, before the expiration of his or her term of office, and may, by ordinary resolution, elect a successor to complete the term of office provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

### **Conflict of Interest**

- 4.15. A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

### **Remuneration**

- 4.16. A director must not be remunerated for being or acting as a director but a director must be reimbursed by the organization for all receipted expenses for accommodation, travel on the basis of cents per kilometer or economy airfare, and a per diem for meals while engaged in the affairs of the Association. Rates of reimbursement will be determined by the board of directors.

## **Proceedings of Directors**

- 4.17. The Board of Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings.
- 4.18. The directors may employ an executive director to conduct the day-to-day business for organization.
- 4.19. The president may call a meeting of the Board of Directors at such time and place as he or she may determine. Upon the request of any five (5) directors, the president shall call a meeting of the board.
- 4.20. Seven (7) directors present together, in person via conference telephone call or other electronic method authorized by the executive, shall constitute a quorum for a meeting of the directors.
- 4.21. A committee, formed by the directors must conform to any rules imposed on it by the board of directors, and must report and be accountable to the board of directors.
- 4.22. Provincial event chairpersons shall be appointed to run all competitions sanctioned by the Association. Provincial event chairpersons shall report and be accountable to the Board of Directors.
- 4.23. Three (3) delegates, the president, the executive director, and a third delegate as appointed by the executive, shall attend the annual general meetings of the OCC and CCA.
- 4.24. Questions arising at a meeting of the Directors and Committees that require a decision must be decided by a majority of votes, pursuant to section 3.18.
- 4.25. A resolution in writing, signed by all the Directors and placed with the minutes of Directors, is as valid and effective as if regularly passed at a meeting of Directors.
- 4.26. At the end of the second year following acceptance of these bylaws, the organization shall conduct a review of the governance model provided for, to assess the effectiveness of the governance model in providing services to members.

## **Duties of Officers and Regional Directors**

- 4.27. The Officers of the Association are the President, the Vice-President and Secretary - Treasurer and such other officers as the Board of Directors may by resolution determine.
- 4.28. The President will be responsible for the general supervision of the affairs and operations of the Association. The President will preside at the Annual and General Meetings of the Association and at meetings of the Board and the Executive Committee and will perform such other duties as may from time to time be established by the Board.

- 4.29. The Vice President will support and assist the President in all duties and in the absence of the President exercise the duties of the President and will perform such other duties as may from time to time be established by the Board;
- 4.30. The Secretary-Treasurer shall do the following, unless assigned to the Executive Director:
- a) Conduct the correspondence of the Association.
  - b) Issue notices of meetings of the Association and Directors.
  - c) Have custody of all records and documents of the Association.
  - d) Maintain the register of Members.
  - e) Prepare, and have custody of, minutes of meetings of the Association and the Directors.
    - i) In the absence of the Secretary-Treasurer from a meeting, the President shall appoint another person to act as Secretary at the meeting
  - f) Maintain and publish a list of certified coaches and officials.
  - g) Keep the financial records, including books of account.
  - h) Render financial statements to the Directors, member clubs and others when required.
- 4.31. The Regional Directors of the Association shall act as Committee Chairs, and under guidance from the Association, act in the interest of their region in the areas of programs, services, and playdowns, and shall act as conduits of communication between the Association and its member facilities and member clubs.

## **5. BOOKS AND BORROWING**

- 5.1. All receipts from competition fees, annual dues and any and all other income of the Association shall be deposited in a bank account in the name of the Association and all disbursements by the Association shall be made by cheque on such account. Financial policies such as signing authority and approval shall be determined by the Board of Directors.
- 5.2. For the purpose of carrying out the objectives of the Association, the Board of Directors may borrow or raise or secure the payment of money in such manner as they see fit. Debentures shall not be issued without the sanction of a special resolution.
- 5.3. Notwithstanding anything contained in these bylaws, borrowing in the excess of TEN THOUSAND DOLLARS (\$10,000) must first be approved by the members by ordinary resolution.

## **6. FISCAL YEAR**

- 6.1. The fiscal year of the Association shall be from May 1st to April 30th of the ensuing year.

## **7. AUDITOR**

- 7.1. The first auditor must be appointed or elected by the Directors.
- 7.2. At each annual general meeting, the Association must appoint an auditor to hold office until the auditor is re-appointed or a successor is elected at the next annual general meeting.
- 7.3. An auditor may be removed by ordinary resolution.
- 7.4. An auditor must be promptly informed in writing of the auditor's appointment, election, or removal.
- 7.5. A director or employee of the Association must not be its auditor.
- 7.6. The auditor may attend general meetings.

## **8. NOTICES TO MEMBERS**

- 8.1. A notice may be given to a member facility, member club, voting delegates, and directors, either personally, by facsimile, e-mail, or regular mail at his/her regular address, and shall be deemed to have been given on the second day following the day on which it was posted or otherwise sent.
- 8.2. Notice of general meetings shall be given to:
  - a) Every member facility, and member club delegate shown on the register of members on the day notice is given;
  - b) Every director shown on the register of directors on the day notice is given.
  - c) The auditor, if one has been elected or appointed.
- 8.3. No other person is entitled to receive a notice of a general meeting.

## **9. INDEMNIFICATION**

- 9.1. The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 9.2. The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 9.3. The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

## 10. DISSOLUTION

- 10.1. In the event of winding up of the affairs of the Northern Ontario Curling Association, all assets of the Association, after the payments of all outstanding accounts and other liabilities, shall be assigned, transferred and paid to any club, society or Association of similar objectives as determined by the Board of Directors prior to final dissolution.

## 11. CONSTITUTION AND BYLAWS

- 11.1. Upon being admitted to membership, each member facility and member club is entitled to, and the Association shall give it, without charge, a copy of the Association's constitution and bylaws.

### 11.2 Amendment of Bylaws:

- a) Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the Directors present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- b) Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to member facilities and member clubs thirty (30) days prior to the meeting at which it is to be considered.
- c) Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of 11. 2 (b) above may be waived by an affirmative vote of not less than three-fourths (3/4) of the Directors present.

### Notice Definitions:

Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked

Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.