

CONSOLIDATED GENERAL BY-LAW OF THE MANOTICK CURLING CENTER

5519 South River Drive
Manotick, Ontario
K4M 1J3

The Manotick Curling Center (MCC), hereinafter called “the Club”, is a corporation without share capital incorporated in the Province of Ontario.

1. OBJECTIVE

- 1.1. The Club exists to promote and organize recreational and competitive curling on behalf of its members.

2. MEMBERSHIP

- 2.1. Membership in the Club is open to anyone.
- 2.2. A member of the Club in good standing is one who has registered and fully paid his/her dues (received by the Treasurer) as a member for the current curling season (valid 15 October to 14 October of the following year) or for the upcoming curling season (valid 1 May to 14 October).
- 2.3. The Board of Directors (BoD) shall establish categories of membership (active, youth, social, etc.) and set annual fees for each category.
- 2.4. By majority vote, the BoD shall have the power to refuse or revoke membership of any member, provided that a reasonable portion of the membership fee is refunded. The BoD shall be the final arbiter of refunds. The BoD shall have the power to limit the number of members permitted in each category of membership.

3. GOVERNANCE

- 3.1. The affairs of the Club shall be managed by a BoD consisting of the following positions:
 - President
 - Vice-President
 - Treasurer
 - Secretary/Club Historian
 - Director of Membership
 - Director of Special Events
 - Director of Bar Operations
 - Director of Communications
 - Director of Facilities
 - Director of Curling Operations

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- 3.2. The President, Treasurer and Secretary shall be the Officers of the Club.
- 3.3. Members of the BoD are elected by the membership at the Annual General Meeting (AGM) of the Club. Nominations are called for and votes taken for the specific positions of President, Treasurer, and Secretary, as well as for an additional number of members to fill the complement of BoD positions that are vacant or for which the incumbents' terms of office are ending. A member who has completed his or her term on the BoD may be elected for a new term. Assignments of elected members to the positions of Vice-President and Director portfolios shall be decided by decision of the BoD.
- 3.4. The Vice-President will be automatically nominated as a candidate for the position of President after serving one year as Vice-President. The President, Vice-President, and Secretary shall constitute a nominating committee to fill any position on the BoD. Members of the Club shall have the right to nominate persons to the BoD at any AGM or Special Meeting called for that purpose. Where a vote to fill a vacancy is necessary, it shall be by secret ballot, under the supervision of the Secretary.
- 3.5. All Directors and officers shall have terms of two years. Terms of office shall commence and expire on the dates of the AGM.
- 3.6. Should a vacancy occur during a term, the BoD shall have the power to appoint an interim Director until the next AGM, at which time an election to fill the vacancy shall take place. If the position of President becomes vacant for any reason, the Vice-President shall assume the Presidency.
- 3.7. No person shall be elected, be appointed or continue to serve as a member of the BoD unless he or she is a member in good standing of the Club.
- 3.8. The Directors and Officers of the Club and every of them and every of their heirs, executors and administrators, shall be indemnified and saved harmless out of the assets and profits of the Club from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively.
- 3.9. A Director or Officer of the club who has an interest, or who may be perceived to have an interest, in a contract or transaction with the club shall disclose fully and promptly the nature and extent of such interest to the BoD and shall refrain from influencing decisions, voting, or speaking in debate on such contract or transaction. No employee or contractor of the club shall sit on the BoD.
- 3.10. Members of the BoD shall have the power to delegate duties and direct the activities of such volunteers and committees as required within their respective portfolios. They will be authorized to propose such volunteers and committee members, including committee chairs, subject to BoD approval.
- 3.11. Members of the BoD shall receive no remuneration for their efforts, but may be reimbursed for reasonable out-of-pocket expenses, upon approval by the Board.

4. MEETINGS OF THE BOARD OF DIRECTORS

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- 4.1. A quorum of 51% of the members of the BoD shall be present before any meeting shall be opened.
- 4.2. The BoD will normally meet on a monthly basis during curling season, and as required at other times of the year, at a place, date and time determined by the BoD. The President shall act as Chair of all meetings, or in his or her absence, the Vice-President shall chair the meeting. Should both be absent, the BoD members in attendance at the start of the meeting shall name a chair for the meeting.
- 4.3. A majority of members of the BoD shall have the power to call a Special or Emergency Meeting of the BoD. Such a Special Meeting shall be held within 10 days of a majority of the BoD petitioning for it.
- 4.4. Meetings of the BoD shall be open to members of the club as observers with prior notice, except when property, personnel, or legal issues are being discussed.
- 4.5. Questions before the BoD shall normally be decided by a show of hands. The majority shall rule. The Chair shall not vote unless there is a tie. The BoD shall hold a recorded vote or vote by secret ballot upon request of any member of the BoD.
- 4.6. Minutes of all meetings of the BoD shall be made available to the membership within 60 days, both in hard copy posted at the Club and electronically posted on the Club website.

5. REMOVAL FROM THE BOARD OF DIRECTORS

- 5.1. A member of the BoD may be removed from office by a vote of censure passed by two thirds majority of the entire BoD. No member who is absent from three consecutive monthly meetings of the BoD shall continue to hold office on the BoD unless granted a temporary leave of absence by the BoD.

6. ROLES AND RESPONSIBILITIES OF DIRECTORS

- 6.1. President
 - has overall responsibility of ensuring the proper conduct of the business of the Club
 - chairs meetings of the BoD, the Annual General Meeting and any Special Meetings
 - represents the Club externally
- 6.2. Vice-President
 - assists the President
 - performs the President's duties when he or she is absent
- 6.3. Secretary/Club Historian
 - prepares agendas for meetings of the BoD and the AGM and Special Meetings
 - records meeting minutes and makes them available to the membership
 - receives and actions mail and correspondence pertaining to Club affairs
 - acts as club historian by researching, gathering, cataloguing and preserving club historical information
- 6.4. Treasurer
 - is responsible for all financial affairs of the Club

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- maintains bank accounts and an up-to-date set of books
- prepares financial statements and annual budgets

6.5. Director of Membership

- manages the registration process
- produces the membership directory and keeps contact information for club members up to date

6.6. Director of Curling Operations

- chairs a Committee of League Convenors to oversee the smooth operation of the various Club leagues
- maintains the rules for play, sparing, prizes, etc. of the leagues
- works with league convenors, coaches and player representatives to initiate and maintain programs for curling development including the introduction of new leagues and the re-alignment of leagues for optimum benefit of the Club

6.7. Director of Facilities

- has overall responsibility for the physical facilities of the Club
- manages contracts for ice-making and maintenance
- maintains the Club calendar
- manages Club rental contracts

6.8. Director of Special Events

- has overall responsibility for bonspiels and other special events in the Club
- maintains the calendar of events and organizes volunteers to plan and run events
- provides summary reports to the BoD on the finances and activities of each event

6.9. Director of Bar Operations

- has overall responsibility for the operation of the bar
- manages contracts for bar and cleaning services
- maintains financial and inventory records and remits bar proceeds to the Treasurer on a regular basis

6.10. Director of Communications

- keeps the Club membership informed, by appropriate means, of BoD activities, Club events, and other matters of interest to Club members
- delivers appropriate communications to the community regarding curling awareness and Club activities
- has overall responsibility for the Club's social media presence

7. FINANCIAL MANAGEMENT

7.1. The fiscal year of the Club shall end on April 30th and begin May 1st.

7.2. Payments by cheque shall bear the signature of any two Officers, and both Officers must have reviewed and approved the specific charge. Other financial instruments such as e-transfers and on-line bill payments may be used by the Treasurer provided that written approval of each specific charge is granted by at least one other Signing Officer. The Treasurer is authorized to pay non-discretionary expenses as detailed in Schedule A without the approval of another Officer.

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- 7.3. The financial statements for the previous year must be presented to the membership at the AGM annually. At any AGM or Special Meeting, by majority vote of those present (including any proxy votes), the membership may require a financial review or audit of the Club's financial statements.
- 7.4. All contracts of the Club must be signed by an Officer or other person authorized to do so by resolution of the Board.
- 7.5. The Club may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

8. ANNUAL GENERAL MEETING

- 8.1. The Annual General Meeting (AGM) shall be convened between May 1st and June 15th of each year. Members of the Club will be given a minimum of 21 days' notice of the time and place of such a meeting. The notice will include, at least, the agenda, financial statements for the previous fiscal year and proposed amendments to the By-Laws. The AGM will, as a minimum, approve financial statements for the previous fiscal year, approve operating and capital budgets for the ensuing year, elect members of the BoD, and deal with any other business raised by the BoD or the membership at large.
- 8.2. Any member of the Club in good standing and at least 18 years of age at the time of the AGM shall be eligible to vote. Each member present at the AGM is permitted one (1) proxy vote of an eligible voting member, in addition to their own vote, provided they register the proxy with the Secretary before the meeting is opened. Where an election is necessary, voting for the Directors of the Board of Directors shall be by written secret ballot, as arranged by the Secretary.
- 8.3. Quorum for the AGM and for any Special Meeting shall be 30 eligible voting members, including proxies. In the event a quorum is not present, the Chair shall set a new date that is not later than 21 days of the original date of said AGM or Special Meeting.
- 8.4. Any vote taken will pass by a majority of those present (including any proxy votes). The President/Chair will vote only to break a tie.
- 8.5. Any eligible voting member may propose a motion at the AGM or a Special Meeting by providing advance notice of such motion to the Secretary at least 28 days prior to the earliest meeting date.

Special conditions when in person meetings are not permitted by government order. All the conditions in 8.1-8.5 continue to apply with the following amendments for non-in person meetings

- 8.6. if an in-person meeting is not permitted by a government order the AGM can be held by video and teleconference. A commonly used technology platform will be utilized which has a voting/polling feature.
- 8.7. Each member who wishes to vote will need to log into the software individually. Voting will be performed using the software's polling feature and results will be displayed to those attending.
- 8.8. A Quorum will be confirmed by the secretary by counting the number of members who have logged into the call. If more than one member is logged into a single access the secretary will count each member for the purpose of reaching a quorum (30).

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8.9. Proxies votes will not be permitted for an on-line AGM due to software limitations.

9. SPECIAL MEETINGS



9.1. A Special Meeting of the membership may be called by a majority vote of the BoD (see 4.3) or by petition to the BoD by a minimum of 20 eligible voting members of the Club. Where the membership has petitioned to hold a Special Meeting, it shall be held within 28 days of receipt of the petition. Members of the Club shall be given a minimum of 14 days' notice of any Special Meeting, indicating the time, place and reason for the meeting.

10. AMENDMENT OF BY-LAWS AND COMING INTO FORCE

10.1. These By-Laws may be amended by an affirmative vote of eligible voting members present at any Annual General Meeting or Special Meeting. Written notice of motion, containing the proposed amendment(s), shall be in the hands of the Secretary at least 28 days before the earliest date of the meeting at which the proposed amendment(s) will be moved.

10.2. If it is proposed to amend the By-Laws of the Club at a meeting, the notice of such meeting shall include the text of the proposed amendment(s).

Approved this 30th day of June, 2021

President  Secretary 

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Schedule A: Non-Discretionary Expenses

These expenses may be paid by the treasurer without the approval of another Officer:

CRA HST payments

City of Ottawa property taxes

Hydro One

Enbridge Gas

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