



Capital Wheelchair Curling

By-Laws

These By-Law relate to the governance of the
Capital Wheelchair Curling Club (“CWCC”)

The members of the CWCC (usually referred to in the present By-Laws as the “Club”) agree that there should be rules governing the relationships between the various instances of authority, which make up the organization and, in particular, resolve to conduct the affairs of the Club according to the following rules.

Article I - Interpretation

1. In all By-Laws, resolutions and minutes of proceedings, when the context so requires,
 - 1.01 The singular includes the plural and vice versa;
 - 1.02 The term “person” refers to individuals as well as companies, corporations, partnerships and associations:
 - 1.03 Any reference to an individual shall be deemed to be gender-free;
 - 1.04 Any reference to “Act” is to be construed as a reference to Part II of the Canada Corporations Act or any other Act or statute amending same, or any Act or statute substituted therefore;
 - 1.05 The term “appoint” has the same meaning as the term “elect”;
 - 1.06 The term “board” refers to the Board of Directors of the corporation;
 - 1.07 The expression “By-Laws” refers to the present By-Laws or as may be amended from time to time;
 - 1.08 The term “member” refers to any individual curler and/or volunteer;

- 1.09 The term “disability” means any functional limitation within the individual caused by any type of impairment, visible or invisible, as claimed by the individual or medically documented;
- 1.10 The term “prescribed” means as provided by the present By-Laws or as determined by the Board of Directors;
- 1.11 The expression “special resolution” refers to a resolution that is accepted by two-thirds of the members present and voting; and
- 1.12 The abbreviated acronym “AGM” refers to the Annual General Meeting.

Article II - Basic Objectives

2. The Club is dedicated to the development and promotion of wheelchair curling in the National Capital region providing recreational and competitive wheelchair curling to persons with disabilities and the community. As a result, the Club pursues the following objectives:
 - 2.01 **Member Control** - this objective requires the Club’s services and managerial structure to be determined by the Board of Directors, two-thirds of which are members with disabilities.
 - 2.02 **Membership Participation** - this objective encourages the full participation of the membership in the planning and establishment of program activities.
 - 2.03 **Cross-Disability Constituency** - the Club must represent all members and respond to their needs regardless of the nature of their disability.
 - 2.04 **Community Involvement** - this objective calls for on-going consultation with a broad range of community groups. Such consultation will enable the Club to have an appropriate level of service standards in the development and delivery of its program activities.

- 2.05 **Flexibility** - the Club will attempt to adapt its program activities to ever-changing needs of members.

Integration - this objective envisages the Club as encouraging cooperation between local community agencies by sharing with them information regarding program activities and resources and by referring members to other community agencies when appropriate. No personal membership information will be shared with other organizations or community members.

Article II - Membership

3. **Individual Member** - Any individual may become a member provided such individual is at least sixteen years old, unless accompanied by a parent or guardian applies for membership, and supports the objectives of the CWCC. Only individual members may be elected to the CWCC Board of Directors.

Term and Membership Dues - The Board of Directors will determine the level of annual dues payable by members and association members. If an individual is unable to pay the fees set by the Board of Directors, the executive committee will resolve the situation with the best interest of the participant in mind.

- 3.01 Completed and signed Membership Application Forms and Liability Waiver Forms are to be received from each member by October 31, or in the case of new members, upon becoming members.
- 3.02 Any member may withdraw from the CWCC by informing the Secretary in writing of the withdrawal but no membership dues shall be refunded, if applicable.
- 3.03 The board may terminate the membership of any member of the Club who is not a member in good standing.
- 3.04 Any member who displays unacceptable behavior or causes a disturbance may have his/her membership suspended and/or revoked at the discretion of the Board of Directors with a 70%

majority vote within 30 days of the incident.

Article IV - Equipment

4. The Club's equipment may be used by a member for an event or function outside of the Club's regular facility as agreed and controlled by the Board of Directors.

Article V - Board of Directors

5. The affairs of the Club shall be managed by a Board of Directors in which vests the authority to do all such acts and things necessary in furtherance of the CWCC's objectives, which are not otherwise specifically assigned by the present By-Laws, special resolution of the members or by statute. The Board of Directors shall consist of the: (i) President; (ii) Vice President; (iii) Secretary; (iv) Treasurer and (v) up to six other directors appointed by the members.
 - 5.01 **Composition** - The Board of Directors shall have between five and nine directors with two-thirds of the seats reserved for members with disabilities in accordance with subsection 2.01.
 - 5.02 **Qualifications** - To qualify for a CWCC directorship, an individual member must be a member in good standing of the Club.
 - 5.03 **Election of Directors and Term of Office** - At the first AGM of the Club, the members entitled to vote shall, elect one-half of the directors for a one year term and one-half of the directors for a two year term. A director's term of office shall be for the term for which such director was elected and each director may be re-elected provided such director continues to qualify in other respects. Except for those members already serving as Directors of the CWCC at the time of approval of the present By-Laws, henceforth no director shall be related by blood or marriage to any other Director or officer of the CWCC.
 - 5.04 **Termination of Directorship** - Any CWCC directorship shall be considered vacant where its holder

- 5.04.1 becomes bankrupt or insolvent under the terms of the *Bankruptcy and Insolvency Act*;
 - 5.04.2 Is found to be legally incompetent;
 - 5.04.3 informs the Secretary in writing that he/she no longer wishes to hold such office;
 - 5.04.4 Deceases;
 - 5.04.5 Is expelled by the members at a special meeting of the members on approval of a special resolution to that effect;
 - 5.04.6 Fails, without valid reason, to attend two consecutive Board meetings. In such case, the Board of Directors may, by special resolution, request the defaulting director to resign. Similarly, if, without valid reason, a member of a committee fails to attend two of its consecutive meetings, the chairperson of such committee may request the absentee member of the committee to resign.
- 5.05 **Vacancy in Director's Office** - Provided the remaining directors constitute a quorum, the directors may, at any time, from among members of the CWCC, fill a vacancy that occurs on the board regardless of the motive of this vacancy; in the event of failure to find a replacement for the vacated directorship in a timely manner, the vacancy shall be filled at the subsequent AGM. In the absence of a quorum among the remaining directors, they shall forthwith call a special meeting of the members to fill the vacancy or vacancies, until the board meets the prescribed number of directors.
- 5.06 **Remuneration of Directors** - No director, including any serving on the Executive Committee, may, directly or indirectly, receive any remuneration in respect of such service but any director may be reimbursed reasonable expenses incurred in the performance of the director's duties.

- 5.07 **Executive Committee** - The Executive Committee of the Board of Directors shall consist of the: (i) President; (ii) Vice President; (iii) Secretary; (iv) Treasurer and (v) one other director appointed by the board.
- 5.07.1 Members with disabilities must hold three of the five Executive Committee positions and the Executive Committee shall carry out such duties that the Board of Directors may assign from time to time.
- 5.07.2 Any Executive Committee member may, for cause be removed by a special resolution of the Board of Directors. The executive Committee may meet anywhere and requires prior notification of only two hours.
- 5.07.3 Four voting members of the Executive Committee shall constitute a quorum. But in no case shall a decision taken at any meeting of the Executive Committee be invalidated for failure to give or receive proper notice. Any Executive Committee member may, at any time, waive notice of any such meeting and ratify, approve and confirm any decision taken there at.
- 5.08 **Other Committees** - The Board of Directors may, from time to time and having regard to the tasks and responsibilities necessary, set up committees consisting of one or several directors. Any committee so appointed may meet and conduct its business as appropriate. Unless otherwise determined by the Board of Directors, two members of an “other committee” shall constitute a quorum. Questions arising at any committee meeting shall be decided by a majority of votes and the chairperson of the committee shall have a deciding vote in case of an equality of votes.
- 5.09 **Nominating Committee** - No less than thirty (30) days before the AGM, the Board of Directors shall appoint a Nominating Committee composed of three individual members, one of which

shall be a director who shall be the Chair of the Nomination Committee.

At least fifteen days prior to the AGM, the Nominating Committee shall present to the membership a list of potential nominees for the position of director. Nominees must be members in good standing.

5.10. **Meetings of the Board** - the Board of Directors shall meet at least once a month during a regular season or as often as necessary but no less than twice each fiscal year.

5.10.01 **Notice** - The Board of Directors may decide to meet on a set day of the month in which case no notice of the meeting need be given. Any other meeting of the board should be preceded by a notice given at least one week before any such meeting of the Board. A director may waive notice of any meeting with appropriate notice.

5.10.02 **Quorum and Chairperson** - A quorum at a meeting of the Board of Directors shall consist of one-half plus one of the directors in office, a majority of which must be members. The President of the CWCC shall chair meetings of the Board. In the President's absence, the Vice President chairs the meeting and, in the latter's absence, the Treasurer chairs the meeting.

5.10.03 **Voting** - Questions arising at any meeting of directors shall be decided by a majority vote. In cases of equality of votes, the Chair has a deciding vote.

5.10.04 **Alternate Meetings** - A director may, with other directors' consent, participate in a meeting of the board or of any of its committees by telephone or other communication facility as will permit every participant to communicate with each other, and any director participating in such a meeting by such means is deemed to be present at the meeting.

Article VI -LIABILITY OF DIRECTORS

6. No director or officer of the Club or any other individual who, on behalf of the Club, undertakes any duties and no successor to such director or officer shall incur any liability as a result of any action or inaction in the performance of such duties, unless such action or inaction resulted from some willful act or omission.

Article VII - ANNUAL GENERAL MEETING (AGM)

7. The AGM of the Club shall be held at a time and place chosen by the Board of Directors, but must be held at least once in a 12-month period. Each Member whose membership is in good standing is entitled to vote at the AGM.

7.01 **Quorum** - A quorum at the AGM shall consist of seven (7) members. In the event that less than seven members are present after one (1) hour following the time set in the notice of the meeting, the members present are not empowered to conduct any business but have the authority to adjourn the meeting to some other date and time that appears convenient within one month from the aborted meeting. At any such adjourned meeting where there is a quorum, any business not previously dealt with may validly be conducted in accordance with the notice for the original meeting.

7.02 **Notice** - A written notice of the AGM stating the day, month, year, hour and place of the meeting, the right to vote by proxy and the general nature of the business to be transacted is to be communicated by any means, whether electronic or conventional, at least ten (10) days before the date of the AGM, to all members on record of the Club. Any voting member may waive notice of any meeting or any irregularity in the holding of the meeting or in its notice. An omission to give notice of the AGM or the non-receipt of its notice by any member does not invalidate any resolution passed or any proceedings taken at such meeting.

7.03 **Proxy** - Every member entitled to vote in person at the AGM may also vote as proxy for no more than three (3) other members, provided that the prescribed proxy form is received before such meeting.

7.04 **Election of Directors** - Directors are elected at the AGM from among the list of nominees.

Article VIII - SPECIAL GENERAL MEETINGS

8. Where the Board of Directors so resolves or upon a written request signed by ten members, a special general meeting of the CWCC members is to be held at the time and place set in the resolution or request. Such request or resolution must indicate the reason for the meeting. Upon receipt of such resolution or request, the Secretary convenes a general meeting of the members and makes the arrangements necessary for its holding. The notice of the meeting, which shall be sent no less than ten days before the date of the meeting, shall contain information sufficient to enable the members to make a decision regarding the issues. Any special general Meeting may be held at any time without formal notice provided all the members entitled to vote are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Any member may waive notice of any meeting or any irregularity in any meeting or in the notice for such meeting.

Article IX - OFFICERS OF THE CWCC

9. The officers of the CWCC shall be the holders of the following positions:

9.01 **President:** the President shall chair meetings of the Board of Directors as well as all general meetings of the members. As Chief Executive Officer of the CWCC, the President shall exercise general supervision over the affairs of the Club. The President can hold no other Officer position on the Board of Directors.

9.02 **Secretary**; the holder of this office is primarily responsible for recording the minutes of the proceedings of the Board of Directors and general meetings of the members, for notifying the interested parties of any such meeting and for any other duty that the Board of Directors may assign to the Secretary. The Secretary of the CWCC shall also be responsible for maintaining the register of the Club's members. The President is entitled at any time to consult the records maintained by the Secretary.

9.03 **Treasurer**; the treasurer is responsible for collecting all monies payable to the Club and for disbursing all monies payable by the Club. The Treasurer is also responsible for maintaining accurate financial records and shall make an annual financial report on the finances of the CWCC to the members at their AGM. Such records are to be kept up to date and ready to be inspected at any time by the auditor or any member of the board.

9.04 Upon any vacancy occurring before the end of the term of any office, the directors may appoint any other individual for the remainder of the term. The Board of Directors also has the authority to remove any officer for cause.

9.05 Board members duties as reviewed annually.

Article X - CUSTODY OF SECURITIES

10. With the exception of a petty cash consisting of an amount of cash that the Treasurer determines as reasonable, all moneys and all intangible assets belonging to the Club shall be kept in the Club's name with a chartered bank or any other financial institution whose deposits are insured with the Canada Deposit Insurance Corporation.

Article XI - EXECUTION OF INSTRUMENTS

11. Contacts, documents or any instrument in writing requiring the signature of the Club may be signed by two individuals in the

following positions; President, Secretary, Treasurer or others as designated by the Board. The expressions “contracts, documents and instruments in writing” used in the present By-Law include cheques, drafts orders for the payment of money, deeds, mortgages, charges, conveyances, transfers and assignments of real or personal property, movable or immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

Article XII - FISCAL YEAR

12. The fiscal year of the Club runs from May 1st of any year and terminates on the 30th day of April of the following year or on such date as the Directors shall by resolution from time to time determine.

Article XIII - AUDITORS

13. The Club shall have an auditor or a firm of auditors appointed at the Annual General Meeting by the members and such auditor or firm of auditors shall continue in office until a successor is appointed. The auditor shall bi-annually examine the books and the accounts of the Club and complete a report containing a balance sheet and detailed accounts of the revenue and expenses.

Article XIV - AMENDMENTS TO BY-LAWS OR CONSTITUTION

14. Any proposed amendment to this by-law is first submitted to the Board of Directors and, once it is approved by the directors, it is then submitted to a meeting of the members for their approval by special resolution.

And we affirm and declare collectively that the present By-Law has been approved by special resolution of the members at a meeting held on the day of _____, 2009 in the City of Ottawa.

**CAPITAL WHEELCHAIR
CURLING CLUB**

President

Secretary