

**BYLAWS OF THE  
SASKATCHEWAN CURLING ASSOCIATION (1997) Inc.  
Operating as CURLSASK**

**1. AUTHORITY**

The Saskatchewan Curling Association (1997) Inc., (the “Association”) is incorporated and operates pursuant to *The Non-Profit Corporations Act, 1995*, (the “Act”) as amended or replaced from time to time, and in the case of such amendment, any references in these Bylaws shall be read as referring to the amended provisions.

**2. OBJECTIVES**

The Objects of the Association are to:

- 2.1 promote and develop the game of Curling as a recreational and competitive sport in the Province of Saskatchewan (“Saskatchewan” or the “Province”);
- 2.2 unite the curling community, foster good relations with other curling associations and maintain affiliation with the Canadian Curling Association; and,
- 2.3 arrange and conduct Association competitions, including the Provincial Playdowns for the purpose of determining Provincial Championship teams.

**3. MEMBERSHIP**

Membership of the Association consists of:

**3.1 Voting Members (“Voting Members”)**

**3.1.1 Affiliated Club Member (“Affiliate Member”)**

- a. Any curling club or other curling establishment located in Saskatchewan may become an Affiliate Member. Affiliate Membership is subject to application to and approval by the Board and payment of the prescribed annual Affiliate Member Fee in article 4.
- b. An Affiliate Member is entitled to all privileges of membership, including the right to receive notice of, attend and vote at meetings of Members as provided in these Bylaws.
- c. An Affiliate Member will submit to the Association, no later than December 15 annually, a Member Registry (a list of all members of the Affiliate Member).

**3.1.2 Associate Members (“Associate Member”)**

- a. Associate Membership may be granted by the Board to a group or organization, other than a curling club or other curling establishment involved in the sport of curling, upon application to and approval by the Board and payment of the prescribed annual Associate Member Fee in article 4.

- b. An Associate Member is entitled to all privileges of membership, including the right to receive notice of, attend and vote at meetings of Members.
- c. An Associate Member will submit to the Association, no later than December 15 annually, a Member Registry (a list of all members of the Associate Member).

### **3.2 Non-Voting Members**

#### **3.2.1 Player Members (“Player Member”)**

- a. Player Members are all persons listed on a Member Registry of an Affiliate Member or Associate Member.
- b. A Player Member is entitled to all privileges and rights of membership, except the right to receive notice of and to vote at meetings of Members.

#### **3.2.2 Honorary Life/Honorary Members (“Honorary Members”)**

- a. Honorary Life Member is a current or former Member of the Association appointed by the Board in recognition of the Member’s or former Member’s outstanding contribution(s) to the Association or sport of curling.
- b. Not more than two Honorary Life Members may be appointed annually by the Board.
- c. An Honorary Member is a person appointed by the Board from outside the Association in recognition of an outstanding contribution(s) to the sport of curling.
- d. An Honorary Life Member/Honorary Member will pay no dues and is entitled to all privileges and rights of membership, except the right to receive notice of and vote at meetings of Members.

## **4. ANNUAL FEES & MEMBER REGISTRIES**

### **4.1 Affiliate Member Fee**

The annual Affiliate Member Fee is the amount determined by Voting Members at the Annual Meeting (“AGM”).

### **4.2 Associate Member Fee**

The annual Associate Member Fee is the amount determined by Voting Members at the AGM.

### **4.3 Payment of Fees**

- 4.3.1 All Fees listed above are due and payable annually by January 15<sup>th</sup>.
- 4.3.2 If the prescribed Fee is not paid annually by January 15<sup>th</sup>, the Affiliate or Associate, as the case may be, is deemed “not in good standing”.

- 4.3.3 An Affiliate Member, Associate Member “not in good standing” and any Player Member of an Affiliate Member or Associate Member “not in good standing” is not allowed to participate in any meetings, activities or affairs of the Association, including but not limited to Association competitions.

## **5. REGIONS**

- 5.1 The Province shall be divided into regions (“Regions”) as defined by the Board and subject to change from time to time. For the purpose of clarity, the Board shall determine the number and geographic location of all Regions.
- 5.2 Each Affiliate Member and Associate Member within a Region may name not more than two representatives to attend any Regional meetings.
- 5.3 Each Region must elect or appoint one Player Member from the Region to act as Regional Coordinator. A Regional Coordinator must be a Player Member and in good standing with their Affiliate or Associate Member.
- 5.4 Each Regional Coordinator will liaise with the Executive Director regarding operations and activities of the Association.

## **6. THE BOARD OF DIRECTORS (“Board”)**

### **6.1 Authority of the Board**

- 6.1.1 The Directors shall manage all activities and affairs of the Association in accordance with the Act and these Bylaws, including but not limited to:
- a. making policies, procedures, rules and regulations for managing and operating the affairs and activities of the Association;
  - b. making policies, procedures and regulations relating to the discipline of members and disciplining Members accordingly;
  - c. making policies, procedures and regulations relating to the management of disputes within the Association and resolving all disputes accordingly;
  - d. establishing committees to assist in performing the work of the Association; and,
  - e. employing such persons, as it deems necessary to carry out the work of the Association.
- 6.1.2 The Board is a continuing entity and its decisions shall remain in force until they are rescinded.

### **6.2 Composition of the Board**

- 6.2.1 The Board consists of a President, Vice-President, Secretary/Treasurer (“Finance Officer”) and minimum four to maximum of six Members-at-large.
- 6.2.2 Directors shall be elected by Voting Members at the AGM by a majority

of 50% plus one. Elections shall be held for the following positions as they may become vacant:

- a. Vice President/President (first year as Vice-President and second year as President);
- b. Finance Officer; and
- c. Minimum Four Members-at-Large, Maximum Six Members-at-Large.

6.2.3 Nominations for Directors must be made in accordance with the Board approved "Director Nomination Policy".

6.2.4 The term of office of a Director shall be 2 years, except as follows:

- a. In the event the Vice-President/President position becomes vacant in the first year of the two year term, an election shall be held at the AGM to elect a President for a one year term and a Vice-President/President for a two year term (first year as Vice-President and second year as President).
- b. In the event a Member-at-Large position becomes vacant in the first year of the two year term, an election shall be held at the AGM for that Member-at-Large position for a one year term.

6.2.5 Notwithstanding article 5.2.4, Directors hold office until the conclusion of the meeting at which their successors are elected.

6.2.6 Voting Members may, by resolution of 50% plus one, at a meeting called for that purpose, remove any Director(s) from office.

6.2.7 Where there is a vacancy on the Board prior to the AGM and:

- a. where there remains a quorum of Directors, the remaining Directors;
  - i. may exercise all the powers of the Directors; or
  - ii. may fill the vacancy until the next AGM;
- b. where there is not a quorum of remaining Directors, the remaining Directors shall call a meeting of Members for the purpose of electing a Director(s) to fill any vacancies.

6.2.8 Any remuneration paid to Directors must be approved by Voting Members at the AGM.

### **6.3 Meetings of Directors**

6.3.1 The Board of Directors shall meet at the call of the President, but in all instances shall meet no less than one time per year.

6.3.2 The President shall chair the meeting (the "Chair"), and in his/her absence the Vice President or Finance Officer in order. In the absence of

all three, the members of the Board present at the meeting shall elect from among them a Chair.

- 6.3.3 In the event of a tie, the Chair shall cast the deciding vote.
- 6.3.4 Every Director shall be given, by letter, telephone, email or otherwise, at least three days' notice of every meeting of Directors ("Board Meeting").
- 6.3.5 Directors may attend a Board Meeting in person, by telephone/conference call, or other telephonic, electronic or communication facilities that permit all persons participating in the meeting to hear each other.
- 6.3.6 Attendance of a Director at a Board Meeting is deemed to be a waiver of notice of the meeting, unless the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that proper notice was not given.
- 6.3.7 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors. A copy of every such resolution shall be kept with the minutes of the meeting of the Directors.
- 6.3.8 A special meeting of the Board shall be called at the written request of a majority of the Board. Notice of a special meeting shall be in accordance with article 5.3.4.
- 6.3.9 The quorum at a Board Meeting is a majority of the Board.

#### **6.4 Officers**

- 6.4.1 The Board shall at its first meeting following the AGM:
  - a. confirm the President, Vice-President and Finance Officer as elected by Voting Members;
  - b. designate other Officers of the Association as may be required in the discretion of the Board; and,
  - c. specify the duties and delegate powers to manage the business affairs of the Association to the President, Vice-President, Finance Officer and other Officers, if any.
- 6.4.2 Any vacancy in the President or Officers shall be filled by the Board within 30 days of the vacancy.

#### **6.5 Executive Committee**

- 6.5.1 The Board shall, at its first meeting following the AGM, create an Executive Committee comprised of the President, Vice President and Finance Officer.
- 6.5.2 The Board shall delegate to the Executive Committee all responsibility for managing, conducting and overseeing the day to day operations and activities of the Association.

#### **6.6 Executive Director**

- 6.6.1 The Board shall hire an Executive Director to assist the Executive Committee in conducting the day to day affairs and activities of the Association.
- 6.6.2 The Executive Director will conduct the affairs and activities of the Association in accordance with the Bylaws, policies, procedures, rules and regulations established by the Board and as may otherwise be directed by the Executive Committee from time to time.
- 6.6.3 The Executive Director shall be appointed by the Board to Chair the Competition Committee.

#### **6.7 Appointments**

- 6.7.1 Canadian Curling Association Delegate(s) – appointed each year by and from the Board.
- 6.7.2 The Board shall appoint other representatives to act on its behalf on bodies whose activities are related to those of the Association. Insofar as possible such appointees shall be from the Board.

#### **6.8 Honorary Officers**

- 6.8.1 The Board may annually appoint up to four Patrons/Patronesses (the Lieutenant Governor and the Premier of the Province of Saskatchewan, and one male and one female). Honorary Officers have no authority or capacity in the activities or affairs of the Association.
- 6.8.2 Honorary Officers may be nominated by the Board, a Committee of the Board, Members or from the public.
- 6.8.3 A mid-year vacancy in an Honorary Office may be filled by appointment by the Board or may remain vacant at the discretion of the Board.

### **7. STANDING COMMITTEES**

- 7.1 The Board shall annually, at the first meeting of the Board immediately following the AGM, create and appoint Directors and the Executive Director as the case may be, to the following Standing Committees:

- 7.1.1 Finance and Audit Committee, which shall be responsible for the financial affairs of the Association, including but not limited to ensuring that all financial audit and reporting functions required by the Act or these Bylaws are fulfilled. The Board shall appoint the Finance Officer to Chair the Finance and Audit Committee.
  - 7.1.2 Competition Committee, which shall be responsible for arranging and conducting all competitions the Association sanctions. The Board shall appoint the Executive Director to Chair the Competition Committee. In addition, the Board shall appoint at least one Director to this Committee.
  - 7.1.3 Governance and Policy Committee, which shall be responsible for any matters relating to governance of the Association, including interpreting or amending policies of the Association.
  - 7.1.4 Strategic Planning Committee, which shall be responsible for advancing the goals and objectives of the Association and the sport of curling generally.
  - 7.1.5 Participation Development Committee, which shall be responsible for developing and assisting the organization and its members to deliver participation/recreation based programs.
  - 7.1.6 Volunteer Screening Committee, which shall be responsible for recommending policy and overseeing the areas of volunteer screening requirements.
- 7.2 At least one Director shall be appointed to each Standing Committee. Except as noted in article 6.1.1 and 6.1.2, an appointed Director(s) may, but is not required to Chair the Standing Committee. Additional members of the Standing Committee may be appointed by the Board from among Members or the general public as the Board may determine is required to best meet the responsibilities of a given Standing Committee.
- 7.3 In the event the Board cannot agree on the Director(s) to be appointed to each Standing Committee, the President shall appoint Directors to one or more Standing Committees.
- 7.4 The Board may create Committees, other than Standing Committees, as may be required. Any other Committee created by the Board shall be created for a specified term and purpose and shall include in its membership at least one Director.

## **8. MEMBER MEETINGS**

- 8.1 Notice of Meetings
  - 8.1.1 Notice of time and place of a Members' meeting shall be given to Voting Members in such a manner as may be reasonably directed by the Board

not less than thirty days or more than fifty days before the date of the meeting.

8.1.2 All business transacted at a special meeting of members or at an AGM, other than consideration of financial statements and an auditor's report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.

8.1.3 No special business may be transacted at a meeting of members unless the notice of meeting sent to Voting Members stated the nature of the business in sufficient detail to permit members to reasonably consider and vote on the special business.

## 8.2 Annual Meeting of the Association ("AGM")

8.2.1 The AGM shall be held alternating between the cities of Regina and Saskatoon, no later than four months following the fiscal year end, at a time and place designated by the President.

## 8.3 Special Meetings

8.3.1 The President may call a special meeting of Members at any time.

8.3.2 The President shall call a special meeting of Members upon the written request of a majority of the Board or at least 5% of Voting Members.

## 8.4 Attendance and Voting

8.4.1 All Members of the Association may attend and participate in discussion at a Members' Meeting, but voting on resolutions shall be limited to Voting Members.

8.4.2 Each Voting Member is entitled to one vote on any question or resolution.

8.4.3 Voting Members shall vote by a show of hands except where a written ballot is requested by a Voting Member before or after a show of hands.

8.4.4 The President shall chair all Member Meetings (the "Chair"), and in his/her absence the Vice President or Finance Officer in order. In the absence of all three, the members of the Board present at the meeting shall elect from among them a Chair. The conduct of the meeting shall be governed by the latest revised edition of Robert's Rules of Order.

8.4.5 In the event of a tie vote, the question or resolution is defeated.

8.4.6 The Voting Members represented in person at a meeting of Members shall constitute a quorum.

## 8.5 Financial Reporting To Members

8.5.1 The Directors shall place before the members at every AGM the financial statements for the year ended not more than four (4) months before the

AGM, the report of the auditor if any, and any further information respecting the financial affairs of the association.

8.5.2 The Directors shall approve the financial statements and shall evidence their approval by the signature of one or more Directors.

8.5.3 No financial statement shall be released or circulated unless it has approved by the Directors and is accompanied by the report of the auditor.

8.6.4 The Association shall, not less than 15 days before each AGM send a copy of its financial statements and report of the auditor to each member and to the Director, Corporations Branch, Saskatchewan Justice.

8.6 Record Keeping

8.6.1 All records shall be kept at the office of CURLSASK.

## **9. FISCAL PERIOD, AUDIT AND SIGNING OFFICERS**

9.1 The fiscal period of the Association shall be from April 1st to March 31<sup>st</sup>.

9.2 At each AGM and upon recommendation of the Finance Committee, Voting Members shall by resolution appoint an Auditor (the "Auditor") to audit the accounts of the Association. The Auditor may be removed in accordance with the Act. A vacancy in Auditor shall be filled by a Board appointment.

9.3 The signing officers of the Association are any two of; the Executive Director or any member on the Board of Directors.

## **10. BYLAW AMENDMENTS**

10.1 The Bylaws may be amended by a 50% plus one vote of Voting Members in attendance at the AGM.

10.2 To be considered at an AGM, a proposed amendment to the Bylaws must be made by a notice of motion from the Board or a Voting Member in good standing, submitted in writing to the Executive Director at least sixty (60) days preceding an AGM. Notice of the proposed amendment shall be included in the meeting notice of the AGM.

## **11. TRANSITION**

11.1 For purposes of electing Directors at the 2011 AGM only and:

11.1.1 notwithstanding article 6.2.2 certain articles of the previous Association Bylaws, as amended in April 2007, (the "2007 Bylaws") shall apply such that Directors at the 2011 AGM only are elected by:

a. Regional Delegates (elected under article 5.3 of the 2007 Bylaws) present at the 2011 AGM;

- b. Associate Member Delegates (appointed or elected under article 3.1.9 of the 2007 Bylaws) present at the 2011 AGM; and,
- c. by Directors elected at the 2010 AGM and present at the 2011 AGM.

11.1.2 notwithstanding articles 6.2.2, 6.2.3 and 6.2.4, the following Directors shall be elected:

- a. President – one year term
- b. Vice-President/President – two year term (Vice-President year one and President year two)
- c. Finance Officer – 1 year term
- d. Two Members-at-large – two year term
- e. Two Members-at-large – one year term

11.2 Upon approval of these Bylaws herein (the “2011 Bylaws”), 2007 Bylaws are repealed and shall be of no force and effect. For clarity, all elections, appointments and business conducted at the 2011 AGM shall be valid and enforceable notwithstanding the repeal of the 2007 Bylaws.

## **12. LIQUIDATION AND DISSOLUTION OF THE ASSOCIATION**

12.1 The remaining property of the Association shall, in the course of liquidation and dissolution, be transferred to current Affiliated Club Members.