

CARLETON CURLING CLUB LIMITED

CONSTITUTION AND BY-LAWS

PREAMBLE

*As approved at the Semi-Annual General Meeting held on October 16th, 2001
As amended at the Annual General Meeting held on April 15, 2014
As further amended and restated at the Annual General Meeting held on April 20, 2021*

- (a) The letters patent incorporating the Carleton Curling Club, Limited shall form part of the Constitution and By-Laws.

- (b) Whereas the letters Patent incorporating the Carleton Curling Club, Limited (the “Club”) constitutes the parties petitioning for incorporation, and all others who may become shareholders in the Club, a body Corporate, and whereas the letters Patent state “There shall be no capital stock of the said Company, nor are there any share certificates to be issued”, it is agreed and understood that every Honorary Member and Active Member of the Club in good standing, with all dues paid in full, and every new Active member admitted is a shareholder in the Club and entitled to one vote.

BY-LAWS

CARLETON CURLING CLUB LIMITED

ARTICLE 1

NAME AND PURPOSE

Section 1

This Club shall be known as the CARLETON CURLING CLUB, LIMITED of Saint John N.B.

Section 2

It shall have for its object the fostering and playing of the game of curling.

ARTICLE 2

MEMBERSHIP

Section 1

There shall be four (4) classes of membership: Honorary, Active, Social, and Junior.

- 1) Honorary Members shall be elected from those who have been Active members and who because of long membership or meritorious service to the Club are entitled to that honour. They may be proposed to any Annual General or Semi-Annual General Meeting of the Club. A two-thirds majority of those votes cast are necessary for election. Honorary Members are exempt from the payment of dues.
- 2) Active Members shall be any person having attained the age of eighteen (18) and not in attendance at a senior high school. An Active Member must complete a membership application form with the required deposit and submit same to Membership Chairperson. Applicants shall become Active Members on payment of their dues and other fees for the current year.
- 3) Social Members shall be approved or revoked in the same manner as Active Members. They shall pay such dues as are decided upon at the Annual General Meeting.
 - (1) Social Members shall enjoy all the social privileges of the Club.
 - (2) Social Members do not have voting rights and are not eligible to hold office.
 - (3) Social Members do not have the right to curl.
- 4) Junior Members are persons twenty (20) years of age. Their dues shall be set by the Board. Junior members of high school age may play on team entries or to spare in evening leagues in regular Club play. They shall have curling privileges only. Junior members do not have voting rights and are not eligible to hold office.

Section 2

No person who is now, or who later becomes, a member of the Club shall be personally liable to its creditors for any indebtedness or liability and all creditors of the Club shall look only to the assets of the Club for payment.

ARTICLE 3

BOARD OF DIRECTORS

Section 1

- (a) The affairs of the Club shall be conducted by the Board of Directors (the “Board”) composed of a minimum of six (6) and a maximum of thirteen (13) Directors, each of whom will be elected or appointed in accordance with these Bylaws. No person shall be eligible for election as a Director unless that person is an Active Member in good standing of the Club. An individual Director may be elected to hold one or more Committee Chairperson positions set out in subsection (c)b.
- (b) The Board shall consist of the following mandatory Directors, who form the Executive Committee:
 - i. President
 - ii. 1st Vice President
 - iii. 2nd Vice Presidents
 - iv. Secretary
 - v. Treasurer, and
 - vi. the President in the preceding year (the “Past President”),
- (c) In addition to those mandatory Directors set out in subsection (b) up to an additional seven (7) Directors may be nominated and elected to the Board of Directors by the Active members for the following positions:
 - a. up to two (2) at-large directors; and
 - b. the following Committee Chairpersons:
 - i. Match Committee,
 - ii. Membership Committee,
 - iii. House Committee,
 - iv. Junior Committee, and
 - v. Women’s Association Representative & Ladies Committee.

Section 2

The Board shall have full authority and power to borrow money upon credit of the Club, in such amounts and for such purpose as authorized by the members of the Club.

Section 3

Should any vacancy occur in the Board during the year for any cause, the remaining members of the Board shall, by majority vote, have power to fill such vacancy until the next Annual General Meeting (AGM), when the vacancy shall be filled by ballot.

Section 4

If a Director misses three or more consecutive meetings without good and sufficient reason, the Director in question may be removed from the Board.

Section 5

Fifty percent (50%) plus one (1) of the Board members shall form a quorum for the transaction of business.

Section 6

Meetings of the Board may be held at any time with formal notice.

Section 7

Special meetings of the Board may be called:

- 1) by the President at any time.
- 2) by any two Board members, the President first being notified and such meetings to be held at such place and time as the President or the Board members may direct.

Section 8

A notice of such meetings shall be made by the Secretary to each Board member at least two (2) days before such meeting, outlining the reasons for the meeting.

Section 9

No Director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Club.

Section 10

The Board of Directors may approve an honorarium for specified positions and services required by the Club.

ARTICLE 4

COMMITTEES

Section 1

- 1) The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice President, Treasurer and Secretary whose duties shall be to oversee day-to-day operations between Board meetings. The Past President shall be an ex-officio member.
- 2) The Match Committee shall consist of a Chairperson who shall be elected at the Annual General Meeting as a Director and a committee whose members shall be appointed by the Chairperson, including representatives from Ladies', Men's, Mixed, Daytime, Senior Men, and Sturling (stick curling) leagues. It shall have full power and be responsible for all Club competitions and all inter-Club activities. It shall be responsible for the following: appointing members for match duty, trophies, members board, and keeping a record of matches and scores.
- 3) The Membership Committee shall consist of a Chairperson, elected at the Annual General Meeting as a Director and a Committee whose members shall be appointed by the Chairperson. It shall have the following responsibilities: administer a survey of members returning to the Club as requested by the Board, it shall have control over the distribution and collection of applications forms for members; it shall keep an up-to-date set of books with regard to each member, (the "Membership List") including the name of the member, civic address, contact information, the number of years curled and the date of payment of dues. It shall be responsible for reporting to the Board, the membership standing at all times and shall prepare a membership status report for the Annual General and Semi-Annual General Meetings or any special meeting of the Members
- 4) The Ice Committee shall consist of a Chairperson appointed by the Board of Directors and such other members as appointed by the Chairperson, it shall be responsible for the portion of the building from the glass in the Head House to Winslow Street, including buildings, ice making equipment and machinery, the ice and rocks. It shall have supervision over the ice-making plant, the making, flooding, cleaning and preparing of the ice surface for curling. This Committee shall report to the President of the Club.
- 5) The Social Committee shall consist of a Chairperson appointed by the Board of Directors and such other members as appointed by the Chairperson. It shall organize special events, mixed curling events, and see that suitable entertainment, lunches, dinners or other refreshments are provided as required for the occasion. It shall work with the Membership, Marketing and Match Committee to promote

curling amongst members and guests of the Club. This Committee shall report to the President of the Club.

- 6) The Marketing Committee shall consist of a Chairperson appointed by the Board of Directors and such other members as appointed by the Chairperson. It shall be responsible for advertising the Club, assisting the Membership and Social Committees with promoting recruitment of new members and Club events. It will maintain the Club's social media accounts and arrange for marketing and promotional materials when requested by the Board. This Committee shall report to the President of the Club. At least two promotional events per year shall be conducted to promote curling in the Club.
- 7) The House Committee shall consist of a Chairperson elected at the Annual General Meeting and such other members as appointed by the Chairperson. It shall be responsible for the general maintenance and cleaning of the Head House and other parts of the Club building within their responsibility which includes kitchen, lounge and dining room, and the building exterior, parking lots and landscaping.
- 8) The Bar Committee shall consist of the 2nd Vice President as Chairperson and such other members as appointed by the Chairperson. It shall be responsible to assist and advise in the day-to-day operations of the Bar regarding inventory, scheduling and other related duties with the bar operation. It shall work with the Rental and Social Committees to coordinate events for the Club when bar is required.
- 9) The Long Range and Planning Committee shall consist of the 1st Vice President as Chairperson along with four members consisting of the Treasurer, House Chairperson, Ice Chairperson and Marketing Chairperson, with power to add others, and shall be responsible for advising the Board as to the status of all buildings and equipment and the development of a five (5) year plan, in writing, which shall be up-dated yearly.
- 10) The Finance Committee shall consist of the following five (5) members: President, 1st Vice President, 2nd Vice President, Treasurer acting as Chairperson and the Past President as an ex-officio member. The terms of reference of the Finance Committee are as follows:
 - (1) Responsibility for forming a budget for the year.
 - (2) Responsibility for reporting to the Board and General meetings on the financial condition of the Club
 - (3) Responsibility for recommending feasibility of major financial transactions of the Club
 - (4) Responsibility for recommending all capital expenditures and investments
 - (5) Responsibility for review of all wages annually as soon as possible prior to the beginning of the Club season and make the appropriate recommendations to the Board.

- (6) Responsibility for conducting or engaging/appointing qualified person(s) to conduct annual financial review.
- (7) Responsible to pay staff, suppliers, government as directed by the Board.
- 11) The Nomination Committee shall consist of the Past President as Chairperson who shall appoint three other members with representation of Men's and Women's groups. It shall be responsible to bring in the slate of nominations for Officers, Directors and Chairpersons of the various Committees for the ensuing year. The nominations will be posted in the Club rooms three weeks before the Annual General Meeting. Nominations from the floor will also be in order at the meeting.
- 12) The Rentals Committee shall consist of a Chairperson appointed by the Board of Directors and such other members as appointed by the Chairperson and shall be responsible for ice rentals, lounge rentals, bookings for all Club events requiring the use of the lounge areas and coordinating with the Bar, House and Ice Committees, as required for any rentals. This Committee shall report to the President of the Club.
- 13) The Junior Committee shall consist of a Chairperson elected at the Annual General meeting and such other members as appointed by the Chairperson and shall be responsible for the development and implementation of the Junior and Little Rocks programs.
- 14) The Senior Men and Daytime Committee shall consist of a Chairperson appointed by the Board of Directors and such other members as appointed by the Chairperson and shall be responsible for the development and promotion of Senior Men curling and day duty throughout the curling season. This Committee shall report to the Match Chair.
- 15) The Ladies' Committee shall consist of a Chairperson, elected as a Director at the Annual General Meeting (based on recommendation for nomination as a representative of the Women's group), and such other members as selected by the Chairperson(s) from the women who are Active members of the Club, regardless of which league they participate in. The purpose of this Committee is to advance women's equal participation in Club activities and shall be responsible for the promotion and development of women's curling at the Club.
- 16) The Fund Raising and Volunteer Committee shall consist of the 1st Vice President and such other members as appointed by Executive Committee and shall be responsible for: planning and implementing fund raising activities; establishing and maintaining a list of Club volunteers; working with other committees to ensure that their volunteer requirements are met; and undertaking activities to provide volunteer recognition.

Section 2

All authority vested in Committees under this article shall be specifically subject to the authority and approval of the Board.

Section 3

All Committees must name members of their Committee by the Semi-Annual General Meeting in October.

Section 4

Business transactions entered into with Club members must have prior approval by the Board.

ARTICLE 5

DUES

Section 1

Dues are payable on or before December 1st each year. In the event all or a portion of the dues remain unpaid after December 15th, or if satisfactory arrangements are not made with the Treasurer, the Club shall provide written notice of such default to the member and if the dues remain outstanding by January 15, or if satisfactory arrangements are still not made with the Treasurer, all such members whose dues remain unpaid shall be struck from the roll of members and those cease to be members of the Club without further notice or action.

Section 2

In addition to membership dues, the Club may also charge other fees where deemed necessary, the amount of which shall be approved by a majority vote of Members present at the meeting voting on the question.

Section 3

Every member except Honorary Members, shall pay an annual fee, the amount of which shall be determined by a majority vote of the members present at the Annual General Meeting in the spring of each year.

Section 4

At the discretion of the Executive special rates or rebate decisions may apply due to extenuating circumstances.

ARTICLE 6

OFFICERS/EXECUTIVE COMMITTEE

Section 1

The Office bearers of the Club shall consist of the President, 1st and 2nd Vice Presidents, Secretary and Treasurer and shall be known as the Executive Committee (the “Executive”). The Past President shall sit as an ex-officio member.

Section 2

The President shall normally preside at all meetings. The President has no voting privileges, but in the event of a tie, the President shall cast the deciding vote. The President shall see that the Rules of Order as provided for in these by-laws are strictly adhered to. The President shall be an ex-officio member of all Committees.

Section 3

The 1st Vice President shall perform all duties as prescribed by the President and shall assume the duties of the President in his/her absence.

Section 4

The 2nd Vice President shall perform all duties as prescribed by the President and shall assume the duties of the President in their absence provided the 1st Vice President is not available

Section 5

The Secretary shall attend and take minutes of all meetings and see that the minute books are kept up-to-date. The Secretary shall send out correspondence required by the Board. The Secretary shall be responsible for notification of Annual and Semi-Annual General Meetings. The Secretary, or their delegate, shall be responsible to maintain and regularly check the Club’s postal box.

Section 6

The Treasurer shall see that all dues and other amounts due to the Club are collected. The Treasurer shall keep a correct amount of receipts and disbursements on account of the Club and shall make reports as are required to the Board. The Board may appoint an accountant to prepare a final Financial Review statement that shall be presented at the Semi-Annual General Meeting. The Treasurer shall be responsible for all accounting in relation thereto; if the Board deems in special circumstances that there shall be a special bank account, separate from the Club’s regular account, the Treasurer shall oversee such account in conjunction with a member of the Board responsible for such account.

ARTICLE 7

MEETINGS

Section 1

The Annual General Meeting of the Club shall be held at the Club or by electronic method at a time specified, within four weeks immediately following the official closing date of the Club; to receive the reports of Officers and Committees, the transaction of other business and for the election of Officers and Committee Chairpersons for the coming year.

Section 2

A Semi-Annual General Meeting of the Club shall be held prior to the opening of the Club for curling to adopt a budget and to complete any unfinished business and to deal with new business. The Financial Statements of the past season shall be presented at the Semi-Annual General meeting.

Section 3

- 1) Special meetings may be called at any time by order of the President.
- 2) It shall be the duty of the President to call a meeting at any time upon receipt of a requisition signed by not less than ten (10) Active paid-up members and at least forty-eight (48) hours' notice given to the members.

Section 4

A quorum consists of those Active paid-up members present at the Annual General Meeting, the Semi-Annual General Meeting, or Special Meeting.

Section 5

The Secretary shall make notice to All Active members of the Club regarding the Annual General, Semi-Annual General, and Special Meetings, giving the date, time and place of meeting. The slate of Officers and Committees to be proposed by a Nominating Committee shall be included in the notice of the Annual General Meeting, if available.

Section 6

Special meetings must be held within ten (10) days of the request and notification shall be posted at least forty-eight (48) hours before such meeting.

Section 7

During the Annual General, Semi-Annual General and Special Meetings of the Club the bar of the Club shall be closed until after such meeting.

Section 8

Annual General, Semi-Annual General and Special Meetings of the Club may be conducted by electronic means only in circumstances where such a meeting in person is impossible or impractical and shall be conducted by one or more means of remote communication through which all the Active Members may participate with each other during the meeting, if the number of Active Members participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 9

The order of business of the Annual General and Semi-Annual General Meetings is as follows:

- 1) Reading of Minutes
- 2) Reading of Correspondence
- 3) Reports of Committees
- 4) Unfinished Business
- 5) Proposal & Election of Directors (Annual General Meeting only)
- 6) Board's appointment of Committee Chairpersons (non-director positions)
- 7) New Business
- 8) Adjournment

ARTICLE 8

DISCIPLINE

Section 1: Suspensions

That the Board has the authority, under the conditions listed below after a proper complaint and hearing to suspend members of the Club for a period not greater than six (6) months.

Such suspensions may be:

- 1) Suspension of bar privileges only
- 2) Suspension of all privileges within the Club bar, social and curling.
- 3) Suspension of all privileges including the right to enter the Club for any purpose.
- 4) Further, if a member is suspended and this member is an elected Officer of the Club, such suspension will include the forfeiture of all offices held within the Club.

Before the Board may proceed with any suspension against a member, the following conditions must be fulfilled:

- 1) A written complaint must be presented against the member or members duly signed by a member of the Club. Such complaint must be presented to the President or Secretary within fifteen (15) days of the incident or circumstance which forms the basis of the complaint.
- 2) The complaint must be acknowledged by the receiver of the complaint.
- 3) The member complained against must be notified of the complaint and receive a copy of same.
- 4) The complaint must be heard by the Board not later than 15 days after the complaint has been received. This may be a regular or special meeting of the Board.
- 5) The member complained against must be notified of the date of the hearing of the complaint by registered mail at least five (5) full days before the complaint is heard and the said member must be advised of their right to be heard and that they may present witnesses at the hearing.
- 6) If the member complained against does not appear at the date and place of the hearing, the Board may proceed in his/her absence.

- 7) The member must be notified of the decision of the Board by registered mail at his/her last known place of residence no later than five (5) days after the hearing.

Section 2: Appeals

- 1) The decision of the Board may be appealed if the member makes his/her appeal within fifteen (15) days after the mailing of the decision of the Board.
- 2) Any such appeal must state the grounds for the appeal and the nature of any new evidence.
- 3) The date of the appeal hearing shall be at the discretion of the President, but no later than fifteen (15) days after receipt of the notice of appeal.
- 4) The appeal shall be heard by a Committee appointed by the President and consisting of the following: one (1) member of the Board and two (2) Members appointed from the Active members of the Club.
- 5) The Appeal Committee may uphold or decrease the penalty of the Board but not add to it. The decision of the Appeals Board is final.

Section 3: Temporary Suspensions

Where in the opinion of a majority of the Board, a member of any category commits damage or is guilty of behavior that is not in the best interest of Club, the Board may temporarily suspend any or all such person's privileges for such length of time as the Board feel is in the best interests of the Club, such temporary suspension is not to exceed a period of one (1) month.

Section 4: Permanent Expulsion

- 1) Any complaint against a member that the Board has decided is serious enough to warrant expulsion shall be brought before the membership at a special meeting called for that purpose.
- 2) A member may be expelled from the Club by secret ballot vote of the members present at the special meeting called for that purpose.
- 3) The charge or charges must have been dealt with by the Board pursuant to the provisions of Article 8.
- 4) The party so charged shall be given notice by registered mail of the Special Meeting called for the purpose of expulsion.
- 5) The party so charged has the right to present a defense against the charge at the Special Meeting.

- 6) If the party so charged does not appear at the Special Meeting the vote shall proceed as if the party were present.
- 7) One Negative vote, for every five members present and voting, shall expel the offending member.
- 8) A decision of the membership at a Special Meeting called for expulsion is not subject to further Appeal.

ARTICLE 9

ORDER OF BUSINESS

Section 1

Where the Secretary requests, all motions must be in writing, signed by the mover and seconder and must be read before any discussion thereon.

Section 2

Reports of Committees at the Annual General Meeting must be in writing and signed by the Chairperson of the Committee. A copy is to be given to the Secretary and the in-coming committee chairperson.

Section 3

The President shall appoint Scrutineers where a ballot is required.

Section 4

Before any motion to rescind or amend any motion, passed at a meeting of the Board or General Membership, the procedure must be followed:

- 1) A motion to rescind or amend must be given to the Secretary in writing. The Secretary shall communicate this to the Board. The motion to rescind or amend will be dealt with as a priority order of business at the next meeting of the Board. No greater period than fourteen (14) days shall elapse before dealing with the motion to amend or rescind.
- 2) A notice of motion to rescind or amend must be given to the Secretary in writing. The Secretary shall notify all Active members of the Club of the contents of the Notice of Motion, giving the date; time and place of the meeting at which such motion will be considered. In no case shall the notice to rescind or amend be dealt with until a minimum period of thirty (30) full days has elapsed.

Section 5

Subject to Board approval, the Women's group may conduct their own affairs. They shall supply a financial report as well as a report of their yearly activities to the Treasurer prior to the Annual General Meeting.

ARTICLE 10

RULES AND CODE OF CONDUCT

Section 1

In all matches the play shall be governed by the rules of Curling Canada unless otherwise stipulated by the Match Committee.

Section 2

All members are subject to the New Brunswick Curling Association (NBCA) Code of Conduct and Ethics Policy.

ARTICLE 11

CLUB ROOMS

Section 1

The Club rooms including the ice surface are provided for the use of all members entitled to use them. Members shall conduct themselves properly at all times. The Club rooms shall not be kept open unreasonably late. On special occasions the hours will be set by the Board.

Section 2

The playing of cards and other games or devices for money shall be under the control of the Board.

Section 3

Members shall not direct or use profanity and/ or derogatory remarks towards any other person(s) present or not.

ARTICLE 12

EMPLOYMENT OF STAFF

Section 1

The Board shall employ staff as may be required with authority to regulate their hours of employment, wages and working conditions. New employees, when hired, shall be required to indicate in writing their understanding and acceptance of job description provided to them, in writing by the Board. The President shall appoint a Committee Chair and/or Committee to interview applicants and make recommendations to the Board for their approval before hiring on a probation period. Such probationary period will be set out in the offer of employment and be for a period of no less than two (2) months and no more than six (6) months.

ARTICLE 13

AMENDMENTS

Section 1

No amendments shall be made to this Constitution and By-Laws except by a two-thirds vote of members present at the Annual General Meeting, Semi-Annual General Meeting or Special Meeting.

Section 2

Any Active member proposing an amendment shall give one month's written notice of the proposed amendment to the Secretary; the Secretary shall send such notice to every Active member of the Club, along with the notice calling the Meeting.