

BARRINGTON REGIONAL CURLING CLUB

Incorporated under NSRJSC – Societies Act – July 6, 1999 – Registry ID# 3031427

Constitution and By-laws

(updated **October** 2020)

1. In this document:
 - a) Society means Barrington Regional Curling Club (BRCC);
 - b) Registrar means the Registrar of Joint Stock Companies appointed under the Nova Scotia Societies Act;
 - c) Special resolution means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting for which notices specifying the intention to propose the special resolution had been duly given within the BRCC;
 - d) BoD means Board of Directors.
2. The Barrington Regional Curling Club shall have the following classes of membership:
 - a) Full b) Junior c) Social d) Founding. Other classes of membership may be added by a decision of the general membership by special resolution. Any member shall be permitted to join any of the appropriate active leagues upon payment of prescribed dues and completion of the current application form.
3. Full members shall be entitled to curl in accordance with league categories and schedules to be determined before the commencement of each curling season. These members shall be permitted to curl in any club playdown leading to a spot in a provincial or regional championship.
4. A junior member is defined as one who is under the age of 18 and is a member of the BRCC junior curling program. Junior members shall be eligible to vote at any general meeting of the Society and shall be entitled to the same curling privileges as full members provided they are not precluded by other regulations (see clause 24 below).
5. A social member is defined as one who desires the privileges of the Society exclusive of curling. Social members shall be eligible to make motions and vote at any general meeting of the Society.
6. Founding members are those who became members at the original formation of the club as described in the founding member perspective. This membership class is no longer available to new members. Founding members shall be given first consideration to become full curling members for any curling season. A founding member shall receive 10% off current membership fees for life.
7. The number of members of the Society is unlimited.
8. Every member of the Society in good standing shall be entitled to attend any meeting, to vote at any general meeting and to hold any office, but there shall be no proxy voting.
9. Membership in the Society shall not be transferable.
10. The fiscal year of the Society shall be the period from July 1 to June 30.

11. The annual general meeting of the Society shall be held prior to the end of each fiscal year of the Society to ensure continuity for the summer months and proper preparation for the upcoming curling season. An extraordinary general meeting of the society:
 - a) may be called by the chair or the BoD at any time;
 - b) shall be called by the chair or the BoD if requested in writing by at least 25% of the members of the society.
12. Seven days notice specifying the place, date and hour of a general meeting, and in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing, by email, by social media, or by posting within the BRCC. Any notice shall be deemed to have been given by email when transmission has been confirmed. Non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
13. a) At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - i) minutes of preceding fall general meeting;
 - ii) consideration of the director reports;
 - iii) consideration of the current treasurer's report;
 - iv) election of directors for the ensuing year;
 - v) election of executive for the ensuing year.b) At each fall general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - i) appointment of auditors;
 - ii) minutes of preceding annual general meeting;
 - iii) consideration of the current treasurer's report;
 - iv) consideration of director reports.c) All other business transacted at a general meeting shall be deemed to be special business. All business shall be deemed special that is transacted at an extraordinary general meeting of the Society.
14. No business shall be transacted at any meeting of the Society unless a quorum is present at the commencement of such business consisting of:
 - a) 51% of current directors at a directors meeting;
 - b) 10% of current members at a general meeting.
15. If within one half hour of the time appointed for a meeting requisitioned by the members a quorum of members is not present the meeting shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members shall direct and, if at such rescheduled meeting a quorum is not present, it shall be adjourned and die.
16. The chairperson shall have a vote and, in the case of a tie, the chairperson shall cast an additional, deciding vote.
17. The chairperson may, with the consent of the members, adjourn any meeting, but no business shall be transacted at any rescheduled meeting other than the business left unfinished from the adjourned meeting, unless notice of new business is given to the members.
18. At any meeting, unless a poll is demanded by at least three members, a declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes of a meeting of the Society, shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

19. If a poll is demanded as described in clause 18, the same shall be held in such a manner as the chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in a general meeting.

20. With the exception of clause 16, every member shall have one vote and no more.

EXECUTIVE

21. The executive of the Society shall be a president, a vice-president, a treasurer, a secretary and the immediate past president. These positions shall form the executive component of the BoD. The positions of treasurer and secretary may be filled by one person.

22. a) The members shall elect one of their number to be the president of the Society who shall:
- i) have general supervision of the activities and staff of the Society;
 - ii) act as chairperson at annual, special and director meetings;
 - iii) assign roles to directors;
 - iv) assign and/or assist in finding chairpersons for committees;
 - v) perform such duties (apart from those expressed herein) as may be assigned by the executive and/or BoD from time to time.
- b) The members shall elect one of their number to be the vice-president who shall:
- i) perform the duties of the president during an absence, illness or incapacity of the president or during such period of time the president may require the vice-president to do so;
 - ii) act as chair of the nominating committee for annual elections and run the elections at the annual general meeting;
 - iii) coordinate efforts with all other directors to ensure a harmonious working relationship;
 - iv) perform such duties as may be assigned by the president and/or the BoD from time to time.
- c) The members shall elect one of their number to be the secretary of the society who shall:
- i) issue and receive all official club correspondence with outside agencies;
 - ii) ensure all correspondence is signed by or on behalf of the president;
 - iii) maintain appropriate files on club functions and activities;
 - iv) coordinate administration of club meetings including preparing agendas as directed by the president and ensuring that notification of meetings is posted and disbursed;
 - v) record and reproduce minutes for approval;
 - vi) maintain an up-to-date copy of the constitution and by-laws;
 - vii) maintain an up-to-date copy of approved Policies and Procedures;
 - viii) post all general notices, invitations and info bulletins on the club notice boards;
 - ix) coordinate efforts with all other directors to ensure a harmonious working relationship;
 - x) perform such duties as may be assigned by the president and/or the BoD from time to time.
- d) The members shall elect one of their number to be the treasurer of the society who shall:
- i) initiate requests for the disbursement of club funds on the direction of the president and/or BoD;
 - ii) account for all incoming and outgoing funds according to current Policies and Procedures as approved by the BoD;
 - iii) advise the president and/or BoD on financial matters;
 - iv) prepare financial reports for board and general meetings or whenever directed by the president;

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- v) ensure all annual fees are forwarded to the appropriate agencies on behalf of BRCC;
- vi) ensure all monies are collected, accounted for and deposited in the BRCC bank account and recorded in the club's accounting software;
- vii) coordinate efforts with all other directors to ensure a harmonious working relationship;
- viii) perform such duties as may be assigned by the president and/or BoD from time to time.

DIRECTORS

23. Unless otherwise determined by a general meeting, the number of members on the BoD shall not be less than nine or more than fifteen. Directors shall:
- a) assist in decision making and setting of policies and procedures;
 - b) chair assigned committees as listed below and report to the president and BoD:
 - i) league director
 - ii) ice director
 - iii) bonspiel director
 - iv) special events director
 - v) house director
 - vi) fundraising director
 - vii) kitchen director
 - viii) bar director
 - c) coordinate efforts with all other directors to ensure a harmonious working relationship;
 - d) perform such duties as may be assigned by the president and/or BoD from time to time.
24. Any full, social or founding member of the Society shall be eligible to be elected an executive or director of the Society. Any junior member shall be eligible to be elected as a director of the Society.
25. The executives and directors shall be elected at an ordinary or annual general meeting of the Society. If a director resigns as a director or ceases to be a member of the Society, whereupon that directorship shall be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the BoD from among the members of the Society.
26. Directors and executives shall serve without remuneration and shall not receive any profit from their positions. However, a director or executive may be paid reasonable expenses incurred in the performance of his or her duties.
27. Directors who have, or could reasonably be seen to have, a conflict of interest, have a duty to declare this interest. The declaration should be made to the members upon nomination and, if serving as a director, when the possibility of a conflict is realized. A conflict of interest does not prevent a member from serving as a director provided he or she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.
28. The president of the Society shall preside as chairperson at every meeting of the Society. If at any meeting the president is not present at the time of the meeting, the vice-president shall preside as chairperson, or if at any meeting neither the president nor the vice-president is present at the time of the meeting, the members present shall choose someone of their number to be chairperson.
29. At every annual general meeting of the society, all the directors shall retire from office immediately prior to the time on the agenda when elections are held with the exception of the

presiding chairperson who shall retain the chair until completion of the elections. Upon completion of the elections, all newly elected representatives shall assume office and continue with the meeting, starting with addressing items of "New Business". Retiring executive and/or directors and the presiding chairperson of the meeting shall be eligible for re-election.

30. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person as a successor. The person so appointed shall hold office during such time only as the director in whose place the successor is appointed would have held office if the original director had not been removed.
31. Meetings of the BoD shall be held as often as the business of the Society may require and shall be called by the president. A meeting of the directors may be called by the president at the close of any general meeting of the membership of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given by the secretary either orally, in writing or by email to each director within a reasonable time before the meeting is to take place. Non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the BoD.

POWER OF BOARD OF DIRECTORS

32. The management of the activities of the Society shall be vested in the BoD who, in addition to the powers and authorities expressed by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in a general meeting. In particular, the directors shall have the power to engage appropriate staff and to determine duties, responsibilities and remuneration.
33. The directors may appoint a temporary substitute for the secretary who shall, for the purpose of this document, be deemed to be the secretary.

AUDIT OF ACCOUNTS

34. The auditor of the Society shall be appointed annually by the members of the Society at an ordinary meeting or at an annual general meeting. On failure of the members to appoint an auditor, the BoD shall appoint an auditor.
35. The treasurer shall prepare and submit a written report to the members at the annual general meeting outlining the financial position of the society and containing a comparative balance sheet and a comparative income statement. The auditor shall prepare and submit to the society a written report on the year-end balance sheet and income statement. In every report, the auditor shall state whether, in the auditor's opinion, the balance sheet and income statement is a full and fair indication of the Society's financial status. The auditor's report shall be presented to the members at the fall general meeting. A copy of the year-end balance sheet showing the general particulars of liabilities and assets and a copy of the year-end income statement showing details of revenue and expenses, all for the preceding year and audited by the auditor, shall be filed with the Registrar each year as required by law.

DUES

36. The annual dues for all classes of membership shall be fixed annually by the BoD and presented at the annual general meeting for approval by the members. Dues shall be payable on or before the beginning of any league play unless alternate payment arrangements have been agreed to by the BoD.
37. Any member whose dues remain unpaid after the date agreed to by the BoD shall be notified. If such dues remain unpaid for a further period of 14 days, the member shall cease to be a member of the Society unless the executive otherwise determines.
38. Any member who has forfeited a membership through non-payment of dues and desires re-admission to the Society, shall be treated as a new applicant and shall not be re-admitted until any back dues owing the Society have been paid, unless the BoD, by a majority of votes, decides to waive the payment of such back dues for any year or years during which such ex-member did not partake in the privileges of the Society.
39. No member shall be eligible to represent the Society in any competition unless membership dues have been paid or unless the BoD has, by majority vote, agreed to waive this rule in support of alternate payment arrangements by the member.
40. Refunds of dues paid by members cannot be given unless deemed a special circumstance by the BoD such as a job relocation beyond the area serviced by BRCC or an injury or health reason preventing a member from curling for the season.
41. New or returning curlers wishing to join the Society mid-season, by reason of ill health at the beginning of the season or recent relocation to the area, for example, may be allowed to register and pay pro-rated membership dues based on the number of weeks in a normal full season (usually 23 weeks) and the number of weeks remaining in the current season, upon discussion and vote by the BoD. When, after the commencement of any curling season, a full member is then unable to curl by reason of ill health, transfer in the course of employment or such other reason the BoD shall consider unavoidable, the member may resign. Alternatively, the member may apply for social membership and the BoD may adjust the dues for the current curling season in proportion to the period of the season the member was able to participate as a full member.
42. A list of members shall be displayed at the club at all times.

MISCELLANEOUS

43. In addition to the auditor's report, the society shall file its annual statement with the registrar, including a list of its directors, their addresses, occupations and dates of appointment or election. The registrar shall be notified of any change in directors within 14 days.
44. The Society shall file with the registrar, a copy in duplicate of every special resolution within 14 days after the resolution has passed.

45. The seal of the Society shall be in the custody of the secretary and may be affixed to any document upon resolution of the BoD.
46. Preparation of minutes, custody of the books and records and custody of the minutes of all the meetings of the Society and of the BoD shall be the responsibility of the Society. **The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.**
47. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the following:
the president, the vice-president, the secretary or the treasurer or otherwise as prescribed by resolution of the BoD.
48. The borrowing powers of the Society may be exercised by special resolution of the members.
49. **(a) The BoD may repeal, amend or add to the by-laws. Changes must be posted in the BRCC for a minimum of 30 days for viewing by members prior to a general meeting and must be formally voted on and approved at a general meeting.**
(b) The members may repeal, amend or add to these by-laws by a special resolution.
(c) No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
50. A member may be suspended and denied the privileges of the Society for such period as may be decided upon by the BoD for conduct unbecoming a member by a two-thirds vote of the BoD.
51. A member may be expelled for conduct injurious to the character or welfare of the Society by a two-thirds vote of the members present at a special meeting called for that purpose. Notice of the charges and the date of the meeting must be served in writing on the member in question and a copy posted within the BRCC at least seven days before the date of the meeting.
52. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, the member resigns, or if the member ceases to qualify for membership in accordance with this document.
53. In addition to the roles and responsibilities of the positions listed in this document, a separate document shall be made available to the membership listing the roles and responsibilities of other positions to be filled as needed. These may include but are not limited to:
 - a) club manager
 - b) bar manager
 - c) kitchen manager
 - d) house committee chairperson
 - e) nominating committee chairperson
 - f) ice maker
 - g) league coordinator
 - h) junior program coordinator
 - i) webmaster/social media coordinator
 - j) social committee chairperson
 - k) bonspiel coordinator