

Canadian Stick Curling Association
By-Laws
(hereinafter referred to as CSCA)



1) Definitions:

In this by-law and all other by-laws of the Canadian Stick Curling Association (CSCA), unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the CSCA;

"**by-law**" means this by-law and any other by-law of the CSCA as amended and which are, from time to time, in force and effect;

"**board**" means the Board of Directors of the CSCA and "**director**" means a member of the Board; The CSCA Board consists of the five voting officers / executive members plus one voting representative from each of the provincial / territorial stick curling association. Each province or territory may also appoint one additional non-voting board representative.

"**officer / executive**" – a provincial or territorial representative elected by the CSCA Board to one of the five CSCA leadership positions of Chair, Vice-Chair, Secretary, Education Director or Rules and Events Director

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**member**" – a provincial or territorial association that promotes the sport of two-person stick curling

"**representative**" – a representative is a person designated by a member to represent that province's or territory's interest at CSCA meetings

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the CSCA that meets the requirements of section 163 (Member Proposals) of the Act;

"**regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2) Interpretation:

- i) In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- ii) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.
- iii) The words "in writing" applies to both paper and electronic form.
- iv) Headings used in the by-laws are for convenience of reference only and shall not affect the interpretation of the by-laws.
- v) The Board may make regulations and policies with regard to any matter related to the governance of stick curling in Canada provided, however, that such regulations and policies shall not be contrary to the provisions of the *Act* or of the by-laws.
- vi) In the event of any dispute as to the intent or meaning of the CSCA Code of Conduct or any by-law, regulation, or policy of CSCA adopted or established by the Board, the interpretation by a majority of the Board shall be final and conclusive.

3) Affiliation:

The CSCA shall maintain an affiliation with the Canadian Curling Association (Curling Canada) and be responsible for keeping the CSCA affiliation in good standing.

4) Membership:

- i) Subject to the articles, there shall be one class of members in the CSCA. Membership in the CSCA shall be available to organizations interested in furthering the CSCA's purposes and who have applied for and been accepted into membership in the CSCA by resolution of the Board or in such other manner as

may be determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the CSCA.

- ii) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).
- iii) A membership may only be transferred to the CSCA. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.
- iv) Membership in the CSCA is open to a provincial or territorial curling association or body that promotes the sport of two person stick curling and that wishes to appoint an individual to serve as a voting representative on the Board. Each association may appoint one additional alternate non-voting representative to attend meetings.
- v) New members must apply to the CSCA Board for ratification.
- vi) Each province or territory is limited to one member association
- vii) The provincial or territorial associations will use their own processes to determine their CSCA representatives.
- viii) There shall be no dues payable by members for membership in the CSCA.
- ix) A membership in the CSCA is terminated when:
 - a. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
 - or
 - b. the CSCA is liquidated and dissolved under the Act.
- x) Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the CSCA, automatically cease to exist.

5) Basic Discipline Powers of Board and Procedure:

- i) The Board shall have authority to suspend or expel any member from the CSCA for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the CSCA;
 - b. carrying out any conduct which may be detrimental to the CSCA as determined by the Board in its sole discretion;
 - c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the CSCA.
- ii) In the event that the Board determines that a member should be expelled or suspended from membership in the CSCA, the chair or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chair, the chair or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the CSCA. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

6) Corporate Seal Adopted by the Board of Directors:

The CSCA may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the CSCA shall be the custodian of the corporate seal.

7) Execution of Documents:

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the CSCA may be signed by any two (2) of its officers or directors as appointed by resolution of the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the CSCA to be a true copy thereof.

8) Fiscal Matters:

- i) The CSCA is responsible for managing its financial affairs and will meet all of its financial obligations.
- ii) The Vice-Chair shall provide an update on the financial status of the CSCA at the annual general meeting.
- iii) The Executive, committee members and provincial or territorial representatives shall not be entitled to receive any compensation or honorarium for services rendered while carrying out their duties.

9) Financial Year End:

- i) The financial year end of the CSCA shall be June 30.
- ii) Financial statements will be prepared in accordance with generally accepted accounting principles as set out by CPA Canada.

10) Banking Arrangements:

The banking business of the CSCA shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the CSCA and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

11) Borrowing Powers:

- i) Directors need authorization by the majority of members to borrow money
- ii) If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the CSCA may from time to time borrow money on the credit of the CSCA;
- iii) Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the CSCA to such extent and in such manner as may be set out in the by-law.

12) Annual Financial Statements:

The CSCA shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the CSCA reproducing the information contained in the documents. Instead of sending the documents, the CSCA may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The CSCA is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

13) Make, Amend or Repeal any By-Laws:

- i) Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the CSCA. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.
- ii) This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

14) Invalid Provision:

- i) The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.
- ii) All acts performed or decisions made at any meeting of the Board or a committee of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a Director or a committee member or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified.

15) Board of Representatives and Executive:

- i) The CSCA Board shall consist of a five person executive and one representative of each of the provincial or territorial stick curling association as defined in Section 1 - above. Each of these Board representatives will have one vote at all CSCA meetings.
- ii) The Board may also include one or more positions for Emeritus Board representatives as conferred by the Board based on long and dedicated service by a former executive officer. The Emeritus positions are non-voting but will be considered as positions of honor to allow for attendance and input to the Board. Emeritus members will receive minutes from all Board meetings. Emeritus members have no term limits but may be removed from their position under provisions from Section 20.
- iii) The CSCA executive shall consist of the five duly elected officers of the CSCA. The officers of CSCA shall include Chair, Vice-Chair (Treasurer), Secretary, Rules and Event Director and Education and Promotion Director. An individual may hold only one position as a CSCA Officer. Officers shall have voting privileges at all CSCA meetings.
- iv) The Chair shall cast a vote only in the event of a tie vote between all eligible voting executive officers, voting member representatives attending the meeting and eligible proxy votes.
- v) Youth directors at large:
 - a) Two additional directors of the Board, who meet Curling Canada U20 criteria, may be appointed to be youth directors at large of this association. These appointments may be made, as determined appropriate and desirable, at the annual general meeting.
 - b) These positions will only be filled when required and brought forward by the nomination committee for the annual general meeting.

16) Elections:

- i) The CSCA shall arrange for elections to fill the executive positions. The CSCA Secretary is responsible for assembling a list of candidates for all CSCA executive positions. Voting will take place during the CSCA Annual General Meeting and is open to all representative members. Proxy votes will be allowed for executive position elections.
- ii) All officers shall be elected at the Annual General Meeting and shall serve for a term of two years commencing May 1. For the first year of the organization

three officers with the largest number of votes shall have a two-year term and the other two officers will have one-year terms. The Chair may only serve two consecutive terms of two years.

- iii) After the election has been completed, the executive committee will determine which position each officer will hold.

17) **Officers:**

- i) The **Chair** shall be the chief executive officer of the CSCA and shall exercise general supervision over the business and affairs of the association. The Chair shall preside at all meetings and is responsible for creating and distributing an Agenda for all meetings. The Chair shall be responsible for the committee updating the hosting bid package. The Chair shall bring forward the recommendation of the host bid committee for the site of future Canadian Championship events. The Chair shall provide authorization for use of the CSCA logo.
- ii) The **Vice-Chair** shall be vested with all the powers, and shall perform all the duties, of the Chair in his/her absence. The Vice-Chair shall keep proper accounting records and be responsible for providing information related to the receipt and disbursement of funds.
- iii) The **Secretary** shall issue or cause to be issued, notice of all meetings of the Executive of the CSCA and shall be custodian of all non-financial records and documents belonging to the CSCA. He/she shall cause minutes to be kept and published for all Executive and Annual General Meetings. The Secretary shall be responsible for arranging for a slate of Officers to be presented for election at the CSCA Annual General Meeting.
- iv) The **Education Director** is responsible for the dispersal of information related to using a delivery stick, hosting clinics, starting 2-person stick leagues and information on hosting bonspiels. A key responsibility of the education director will be coordinating the maintenance of the CSCA website.
- v) The **Rules and Event Director** shall be responsible for developing/recommending appropriate draw formats, competition rules, and the Guidelines for hosting CSCA championship events. The Rules and Event Director shall interface with Curling Canada and the World Curling Federation to ensure all rules are consistent. The Rules and Event Director will assist the host committee in hosting the CSCA national stick curling championship. They shall provide all awards/crests to the host committee and also provide a national championship banner to the clubs of the Canadian champions.

18) Term Limits:

- i) No CSCA executive officer may serve in any one executive position for more than two two-year terms (4 total years). No executive may serve on the Board for more than a combined total of eight years. An executive member who has served a combined total of eight consecutive years (regardless of which positions occupied) must resign from the Board. They may not serve again on the Board for a minimum of two years. After that two-year period, they may become a CSCA Board member again.
- ii) CSCA Board members, whether holding an executive position or not during that time, may not serve more than eight consecutive years as a Board member. If there is not natural Board turnover; the CSCA executive will institute staggered term limits commencing after year five from the constitution adoption. This will ensure that there is adequate Board turnover in years six to eight to ensure continuity of institutional knowledge and an orderly transition of Board positions over an extended period of three years. Any Board member serving eight consecutive years or transitioned off the Board under this provision shall not be eligible to serve on the Board again for a minimum of two years.
- iii) There are no term limits for Emeritus Board members

19) Vacancy on the Board:

A Director shall be considered to have vacated that position if:

- i) the Director resigns from office;
- ii) the Board passes a special resolution that the Director failed to comply with the *Act*, the By-Laws, or policies of CSCA, including those policies governing attendance at meetings, or that the Director's conduct, in the opinion of the Board, has brought the reputation of CSCA into disrepute;
- iii) a court or physician makes a determination of mental incapacity or incompetence regarding the Director;
- iv) the Director dies.

20) Removal of Board Members:

- i) An Officer may be asked to resign or be removed from the CSCA Executive prior to the conclusion of his/her elected term for reasons not limited to, but including:
 - a) failing to attend three (3) consecutive meetings without notification of the Board,
 - b) failing to perform the duties of the position
 - c) behavior unbecoming of a CSCA Officer or actions that could damage the reputation of the CSCA including but not limited to items set out in the Representatives' Code of Ethics
 - d) inability to perform duties due to physical or mental incapacity
- ii) The removal process requires a simple majority vote of the CSCA Board and can be initiated at any Board meeting.
- iii) In the event that an Officer resigns or is removed from his/her position prior to the conclusion of the elected term, the CSCA Executive may appoint an interim Officer to complete the remaining term. The interim Officer will have all the privileges of an elected Officer.
- iv) A Board representative, or Emeritus Board representative, may be asked to resign or be removed from the CSCA Board at any time for reasons not limited to, but including:
 - a) failing to attend three (3) consecutive Board meetings,
 - b) failing to perform duties designated by the Board
 - c) behavior unbecoming of a CSCA Board representative or actions that could damage the reputation of CSCA including but not limited to items set out in the CSCA Code of Ethics
 - d) inability to perform Board duties due to physical or mental incapacity
- v) The removal process requires a simple majority vote of the CSCA Board and can be initiated at any Board or special meeting.
- vi) In the event that a Board representative resigns or is removed from his/her position, the CSCA Board will request the provincial / territorial association appoint an interim Board representative. The appointed Board representative will have all the privileges of a CSCA Board representative.

21) Committees:

- i) CSCA shall from time to time establish committees to deal with CSCA related business.
 - a) Rules Committee: There shall be a Rules Committee with the Rules and Event Director acting as chair. The committee has the responsibility to review all "General Playing Rules" and "Competition Rules" and present any proposed amendments in a timely fashion for consideration at the AGM meeting.
 - b) Education Committee: There shall be an Education Committee with the Education Director acting as chair. This committee will be responsible for updating any education and training materials for the CSCA. They will also oversee maintenance of the organization's website.
 - c) Championship Committee: The "Championship Committee" will solicit national championship locations and bring forward recommendations to the Board on the location for the national championship. The committee will prepare, and update, a championship hosting package setting out minimum requirements and conditions to host the national stick curling championship. The Rules and Event Director will be a member of this committee.
 - d) Governance Committee: The "Governance Committee" will bring forward recommendations to the Board on matters related to overall governance of the organization, changes to the constitution, amendments to the Representatives' Code of Ethics and other matters related to the overall effective and efficient operation of the organization
 - e) Communications / Branding Committee: The "Communications / Branding Committee" will develop national, or assess provincial organization initiated, communications and branding strategies to bring to the Board for approval. They will implement policies and initiatives approved by the Board. They will oversee maintenance of the contact databases.
- ii) Special Committees may be established from time to time as deemed necessary to deal with specific issues. The Board may appoint one or more other special committees, and delegate to any such committee any of the powers of the Board. Any committee so formed shall, in the exercise of the powers so delegated, conform with any requirements that may be imposed by the Board.

iii) APPOINTMENT OF COMMITTEE MEMBERS AND VACANCY

- a) The Board shall appoint persons to serve on each committee in accordance with the *Act*, and the By- Laws and may appoint persons who are not provincial / territorial representatives to any committee.
- b) The Chair shall present a proposal to the Board with respect to the composition of each Board committee, for the Board's approval.
- c) Except as otherwise expressly provided in the *Act* or the By-Laws, the Board may from time to time appoint representatives in good standing to any committee.
- d) The Board may appoint public representatives to committees and prior to doing so shall make a Board approved application form available to persons interested in appointment as a public representative and shall consider all submitted applications and may conduct an interview process to appoint potential public representatives to committees.
- e) The Board shall ensure that each person appointed as a public representative meets all criteria required by the Board.
- f) The Board may rescind the appointment of any individual to any committee if the individual fails to meet or fails to continue to meet the requirements set out by the Board.
- g) Subject to the provisions of the By-Laws and except as otherwise expressly provided in the *Act* or the By-Laws, a committee member shall hold office for a term as prescribed by the Board at the time of appointment. Committee members are eligible for reappointment by the Board.
- h) A member of a committee may at any time give notice in writing to the chair of the committee that the member wishes to resign.
- i) A committee member's office shall automatically become vacant on:
 - i) the acceptance of the committee member's resignation by the chair;
 - ii) the Board passing a resolution that the committee member be removed from the committee because the committee member has failed to comply with the *Act*, the By-Laws, or policies of CSCA, including those policies governing attendance at meetings, or that the member's conduct, in the opinion of the Board, has brought the reputation of CSCA into disrepute;

iii) the determination by a court or a physician that the committee member is incompetent;

iv) the death of the committee member.

j) No vacancy on a committee impairs the right of the remaining committee members to act.

iv) COMMITTEE MEETINGS AND VOTING

a) A committee of the Board shall meet as required, but at least one (1) time per year.

b) Except where otherwise expressly provided in the *Act* or the By-Laws, meetings of committees shall be held, on reasonable notice, at such times and places as the chair of the committee shall from time to time determine, including by means of such telephone, electronic or other communication facilities that will permit all persons participating in the meeting to communicate with each other.

c) Except where otherwise expressly provided in the *Act* or the By-Laws, the accidental omission to give notice of a meeting to any committee member, or the failure of any committee member to receive such notice, shall not invalidate any decision made by the committee at any such meeting.

d) Unless otherwise determined by the Board, a Board committee shall have the power to fix its quorum at not less than a majority of its members and to determine and regulate its standard operating procedure.

e) No business shall be conducted at any committee meeting unless a quorum is present. When a quorum is not present, the committee meeting shall be adjourned to a time and place as may be decided by the committee's chair.

f) Except where otherwise expressly provided in the *Act* or the By-Laws, a meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authority, powers and discretions vested in, or exercisable by, the committee generally.

g) Every committee member present at a meeting shall be entitled to one (1) vote.

h) Decisions shall be made on the basis of a simple majority vote of the members present at the meeting.

i) Minutes shall be kept of all committee meetings and shall be provided to the Secretary or to such other person as the Secretary may direct. The minutes

shall indicate, without limitation, the names of the persons present at the meeting, a list of all proposed resolutions and the result of the proposed resolutions.

v) **REPORTING TO THE BOARD**

The chair of each committee shall submit a report in writing to the Board at least once a year, or such other times as the Board may require, on its activities and whether the committee has conducted business.

vi) **ASSISTANCE TO COMMITTEES**

The Chair or their delegate or delegates shall provide support to the committees and may attend meetings of all committees but shall not have a vote on matters addressed by the committees.

vii) **CONFLICT OF INTEREST**

Notwithstanding that a person may have been appointed by the Board to be a member of a committee, where that person has a conflict of interest or is not available to participate in the committee's decision's related to a matter before the committee, that person shall not be considered a member of the committee for the purposes of the committee's decisions related to that matter.

22) Ordinary communication of notices:

- i) Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
 - a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
 - b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

- ii) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the CSCA to any notice or other document to be given by the CSCA may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

23) Meetings:

- i) Provincial representatives and executive officers of the CSCA are entitled to be present at a meeting of members. However, only those persons entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting. Other persons may be invited to attend meetings at the invitation of the chair.
- ii) In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- iii) Minutes shall be kept of all meetings of the Board. The minutes shall indicate, without limitation, the names of the persons present at the meeting, a list of all proposed resolutions and the result of the proposed resolutions.
- iv) Any question of procedure at any meeting of the Board, shall be determined by the chair of the meeting in accordance with “Robert’s Rules of Order”, most recent edition.

Annual General Meeting:

- v) The Annual General Meeting (AGM) of the CSCA shall coincide with the annual Canadian Two-Person Stick Curling Championship. The AGM will be open to executive officers and representatives of the provincial or territorial associations as defined in Section 1. Each voting representative will have one vote on any issue. Each executive officer will also have one vote.

- vi) At each annual general meeting of members, the following items of business shall be dealt with:
 - a) Minutes of the preceding general meeting;
 - b) Consideration of the annual reports of the Directors and Officers;
 - c) Consideration of the reports of committees;
 - d) Consideration of the annual financial statements;
 - e) Consideration of the budget for the ensuing year;
 - f) Report on the election of Directors for the ensuing year;
 - g) Any other business provided that notice thereof was included in the notice to members issued pursuant to Section 133; and
 - h) Appointment of auditors or passing of a resolution waiving the appointment of auditors

- vii) Notice of the time and place for the holding of a meeting of the board shall be given to every director of the CSCA not less than 30 days before the time when the meeting is to be held by one of the following methods:
 - a. delivered personally to the latest address as shown in the last notice that was sent by the CSCA in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
 - b. mailed by prepaid ordinary mail to the director's address as set out in (a);
 - c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
 - d. by an electronic document in accordance with Part 17 of the Act.

- viii) Quorum for any meeting of members is a simple majority (50% + 1) of voting members in good standing. Members may participate in discussions electronically. If quorum is not met within one (1) hour of the time scheduled for the commencement of the meeting, then, in the case of the annual general meeting, the meeting is adjourned to the date, time and location fixed by the majority of members in good standing, present, at which rescheduled meeting a quorum of 50% +1 members in good standing is required.

- ix) The CSCA Executive is responsible for creating and distributing an Agenda for the AGM at least 10 business days in advance of the AGM. The Agenda shall include but is not limited to minutes of the preceding annual general meeting, consideration of the annual reports by officers and committees, consideration of annual financial update, new business provided notice thereof was provided prior to the meeting, nominations/elections of officers, issues arising from old business, rule changes and location of future CSCA Canadian championships.

- x) A meeting of representatives may be held at the close of every annual general meeting, without notice.

Board Meetings:

- xi) Meetings of the Board may be held in person, or by means of such telephone, electronic or other communications facilities that will permit all persons participating in the meeting to communicate with each other.
- xii) Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.
- xiii) Notice of any meeting of the Board shall be given to all Board members prior to the meeting.
- xiv) The accidental omission to give notice to any Board member, or the failure of any Board member to receive such notice shall not invalidate any decision made or resolution passed at any such meeting.
- xv) A majority (50% + 1) of the elected or appointed Board members constitutes a quorum. No business shall be conducted at any meeting of the Board unless a quorum is present to open the meeting and, upon request, before a vote.
- xvi) No business shall be conducted at any meeting of the Board unless a quorum is present. When a quorum is not present, the meeting of the Board shall be adjourned to a time and place as may be decided by the Chair.
- xvii) A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authority, powers, and discretions vested in or exercisable by the Board generally.
- xviii) Such other person as the Board requests may attend each Board meeting in an *ex officio* capacity, with no right to vote.
- xix) The Chair may at any time require a meeting, or a portion of a meeting, to be held *in camera*, and require that any non-Board members attending the meeting withdraw from any *in camera* sessions of the Board.
- xx) The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

Special Meetings:

- xxi) The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
- xxii) A special meeting of the Board may be called at any time by the Chair.
- xxiii) No business other than that specified in the notice shall be brought before a special meeting.
- xxiv) The notices shall be in writing and shall state the day, hour and place of the meeting as well as the general nature of the business to be transacted.
- xxv) Failure to receive such notice, for any reason whatsoever, including accidental omission to send such notice to any members entitled to such notice, shall not invalidate the notice nor invalidate the meeting or make void any proceedings taken at the meeting.
- xxvi) Quorum for any special meeting of the Board is a simple majority (50% + 1) of Board members in good standing. If quorum is not met within one (1) hour of the time scheduled for the commencement of the meeting, then the meeting is dissolved.

24) Voting:

At each annual general meeting, Board meeting or special meeting:

- i) Each provincial/territorial voting representative will have one vote on any issue. Each executive officer will also have one vote. Only members in good standing may have a representative vote. Proxy votes are permitted except for votes related to a change in the CSCA constitution.
- ii) If the CSCA chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that

meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the CSCA has made available for that purpose.

- iii) A resolution put to a vote is determined by a simple majority of cast votes.
- iv) If the directors or members of the CSCA call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- v) Upon agreement by the majority of officers and provincial representatives, motions and voting may be made outside the scheduled meetings via electronic communication.
- vi) Notice of a vote outside of a scheduled meeting shall be sent to each representative in good standing, by ordinary mail, e-mail, facsimile or any other medium of communication approved by the Board, to the representative's contact information as registered with CSCA, at least (10) ten days prior to the date of such vote.
- vii) At least 50% + 1 of the CSCA executive and the voting provincial/territorial representatives shall constitute a quorum. In the absence of a quorum of votes; the resolution shall be considered defeated.

Proxy Votes:

- viii) Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - b. a member may revoke a proxy in writing before the start of the meeting
 - c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
 - d. a proxy notification shall
 - i) be in writing
 - ii) specify the meeting to which the proxy applies

- iii) identify the proxy holder to attend and act on the behalf of the voting member
- ix) Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to the articles or by-laws of the CSCA to change this method of voting by members not in attendance at a meeting of members.

25) Dissolution:

In the event that the CSCA files for dissolution, all remaining funds will be distributed by the Board in priority based on the following guidance:

- a) to cover any outstanding invoices or expenses of the CSCA.
- b) all funds received from grants with specific requirements for dispersal or refund at the dissolution or wind-up of the recipient organization will be dispersed or refunded per the requirements of the grant.
- c) to fund a merged or newly created organization representing stick curling in Canada
- d) to fund an international 2-person stick curling governing body of which Canada is a member.
- e) to fund provincial stick curling associations if there is no national or international body representing Canada's interests.

26) Disputes to be Resolved by Mediation and Arbitration:

- i) Disputes or controversies among members, directors, officers, committee members, or volunteers of the CSCA are as much as possible to be resolved in private meetings between the parties. Unresolved issues are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.
- ii) In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the CSCA arising out of or related to the articles or by-laws, or out of any aspect of the operations of the CSCA is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the CSCA as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of

dispute resolution as follows:

- iii) The dispute or controversy shall first be submitted to a mediator agreed upon by the parties. If the parties fail to agree upon a mediator then the process proceeds directly to arbitration
- iv) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the CSCA is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- v) All costs of the mediator appointed in accordance with this section shall be borne by such parties as may be determined by the mediator. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

27) Indemnification

Every director, officer, employee and member of a committee of CSCA, their respective heirs, executors and administrators, estate and effects shall at all times be indemnified and saved harmless out of the funds of CSCA from and against all costs, charges and expenses whatsoever that are sustained or incurred in or about any action, suit or proceeding that is brought, commenced or prosecuted against that person in respect of any act, deed, matter, or thing whatsoever made, done or permitted by such person, in or about the execution of the duties of office or, in case of employees of CSCA, employment and from and against all other costs, charges and expenses that are sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that person's own willful neglect or willful default.

28) Effective Date:

Enacted this 21st day of APRIL, 2022.
CANADIAN STICK CURLING ASSOCIATION

By Randy Olson  _____ Chairperson;

And by Britta Spiring  _____ Vice Chairperson;