



2016

# Garrison Curling Club By-Laws

Garrison Curling Club

June 23, 2016

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## **GARRISON CURLING CLUB (CALGARY) BYLAWS**

### **ARTICLE 1- PREAMBLE**

1. The Garrison Curling Club (Calgary) provides a six-sheet curling facility in the City of Calgary to promote the sport of curling.
2. These Bylaws are to regulate the policies and business of the Garrison Curling Club (Calgary).
3. Garrison Curling Club (Calgary) is registered under the Societies Act (Alberta).

### **ARTICLE 2- DEFINING AND INTERPRETING THE BYLAWS**

In these Bylaws:

- a) "Act" means the *Societies Act*, R.S.A 2000, Chapter S-14 as amended, or any statute substituted for it.
- b) "Annual General Meeting" or "AGM" means the meeting of the Membership convened in accordance with Article 4.
- c) "Board" or "Board Members" means the Board of Directors of the GARRISON CURLING CLUB (CALGARY) as described in Article 5.
- d) "Bylaws" means the Bylaws of the GARRISON CURLING CLUB (CALGARY).
- e) "Director" means any person elected or appointed to the Board. This includes the President and Past President.
- f) "GCC" and/or "Club" means the GARRISON CURLING CLUB (CALGARY).
- g) "Good Standing" means a Member or Officer or Director that has fulfilled all obligations to the GARRISON CURLING CLUB (CALGARY) in accordance with clause 3.5.
- h) "Member" means any Member of the GARRISON CURLING CLUB (CALGARY) as defined in Article 3.
- i) "Membership" means all GARRISON CURLING CLUB (CALGARY) Members as defined in Article 3.
- j) "Office" means the business office located at the GCC, 2288-47 Avenue S.W., Calgary, Alberta.
- k) "Proxy" means means the authorization given to a member of the Board of the GCC by an eligible Member to vote on his behalf as described in Article 4.4.2.
- l) "Register of Members" means the register maintained by the Board of Directors containing the names of Members of the GCC.
- m) "Special General Meeting" means a meeting of the membership convened in accordance with clause 4.2.

- n) "Special Resolution" means:
- a) a Resolution passed at an Annual General Meeting of the Membership of GCC. There must be thirty (30) days' notice for this meeting. The notice must state the proposed Resolution. There must be approval by a vote of seventy-five percent (75%) of the Voting Members who vote in person or by proxy; or
  - b) a Resolution proposed and passed as a Special Resolution at a Special General Meeting. There must be twenty-one (21) days' notice for this meeting. There must be approval by a vote of a minimum seventy-five percent (75%) of the Voting Members who vote in person or by proxy; or
  - c) a Resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a Special General Meeting.
- o) "Voting Member" means a Member entitled to vote at a meeting of the GCC.

## **ARTICLE 3- MEMBERSHIP**

### **3.1 The Members of the GCC**

**CLUB MEMBER;** Person who, on an annual basis, is a Member in Good Standing with the GCC and has fully paid all of their GCC curling fees and membership fees due. All GCC Members in Good Standing 90 days prior to the date set for any AGM or Special Meeting are entitled to one vote at that AGM or Special Meeting of the Membership.

**JUNIOR MEMBER;** Person who, on an annual basis, is a junior curler as defined by the Canadian Curling Association and is a Member in Good Standing with the GCC and has fully paid all of their GCC curling fees and membership fees due. Junior Members have no voting privileges.

**HONORARY MEMBER;** This membership category includes all Past Presidents of the GCC and persons the Board wishes to honour for services rendered to the GCC. To confer Honorary Membership, the Board, in a notice to all Members at the AGM, shall propose such a candidate and his/her status shall be approved by those Members present and entitled to vote at the AGM.

Honorary members' membership fees are fully paid by the Club.

The Board shall annually review and approve annual fees or assessments to be levied by the GCC on Club Members and Junior Members, for the upcoming fiscal year, and shall establish terms of payment thereof.

### **3.2 Payment Date for Fees**

The annual membership fees must be paid by Members on or before August 31 of every year.

### **3.3 Rights and Privileges of Members**

3.3.1 Members in Good Standing are entitled to:

- 3.3.1.1 Receive notices of meetings of the GCC; and
- 3.3.1.2 Participate at any meeting of the Membership.

### **3.4 Voting Members**

- 3.4.1 Each Voting Member and Honorary Member of the GCC shall have one vote at any meeting of the Membership.
- 3.4.4 Junior Members shall not have voting privileges.

### **3.5 Member in Good Standing**

- 3.5.1 A Member is in Good Standing when:
  - 3.5.1.1 the Member has fully paid all GCC Membership fees and all other fees required to be paid to the GCC; and
  - 3.5.1.2 the Member is not suspended.

### **3.6 Suspension of Membership**

#### **3.6.1 Decision to Suspend**

A majority vote of the Board, at a Special Meeting of the Board called for that purpose, may suspend a Member's membership (hereinafter referred to as the "Affected Member") for not more than six (6) months for any of the following reasons:

- 3.6.1.1 If the Affected Member has failed to abide by the GCC Bylaws;
- 3.6.1.2 If the Affected Member has failed to abide by the GCC Code of Conduct;
- 3.6.1.3 If the Affected Member has been disloyal to the GCC;
- 3.6.1.4 If the Affected Member has disrupted meetings or functions of the GCC or caused damage to GCC facilities; or
- 3.6.1.5 If the Affected Member has done or failed to do anything judged to be harmful to the GCC.

#### **3.6.2 Notice to the Affected Member**

The Affected Member will receive written notice of the Board's intention to deal with whether the Affected Member should be suspended or not. The Affected Member will receive at least two (2) weeks of notice before the special meeting of the Board.

The notice to the Affected Member will be sent once by registered mail to the last known address of the Affected Member shown in the records of the GCC. The notice may also be personally delivered by an Officer or other representative of the GCC.

The notice will state the reasons why suspension of the Affected Member is being considered.

### **3.7 Decision of the Board**

The Affected Member will have an opportunity to appear before the Board to address the matter.

The Board will determine how the matter will be dealt with, and may limit the time for the Affected Member to address the Board.

The Board may exclude the Affected Member from its discussion of the matter, including the deciding vote.

The decision of the Board is final.

### **3.8 Termination of Membership**

#### **3.8.1 Resignation**

Any Member may resign from the GCC by sending or delivering a written notice to the office of the GCC.

Once the notice is received, the Member's name will be removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

#### **3.8.2 Death**

The membership of the Member is ended upon their death.

#### **3.8.3 Deemed Withdrawal**

If a Member has not paid the GCC annual membership fees within thirty (30) days following the date fees are due, the Member is considered to have submitted his/her resignation.

In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

#### **3.8.4 Expulsion**

The GCC may, by resolution at a special meeting of the Board called for such purpose, expel any Member for any cause which is deemed sufficient in the interests of the GCC.

This decision is final.

On passage of the resolution, the Member is deemed no longer a Member and on that date his/her name is removed from the Register of Members.

### 3.8.5 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the GCC.

### 3.8.6 Continued Liability for Debts Due

Although a Member ceases to be a Member by death, resignation or otherwise, he/she remains liable for any and all debts and obligations he/she owes to the GCC at the date of ceasing to be a Member.

### 3.8.7 Limitation on the Liability of Members.

No Member is, in his/her individual capacity, liable for any debt or liability of the GCC.

## ARTICLE 4 – MEETINGS

### 4.1 Annual General Meeting

4.1.1 One Annual General Meeting of the Members shall be called by the President and held on a date no later than six (6) months following each fiscal year-end of the GCC.

4.1.2 The fiscal year-end of the GCC is April 30.

4.1.3 The AGM shall be called for the transaction of business to be brought before the Members including, but not limited to a review of financial statements by the GCC's accountant of record for the current year; the election of Directors; appointment of accountant for the next fiscal year, review of the GCC's operations and the Board's activities for the previous year.

4.1.4 Membership will be notified of the place, date and time of the AGM; by notice in the Club; by notice on the GCC website, by newsletter; or by email with such notice(s) at least thirty (30) days prior to the holding of the AGM. The accidental omission to give any notice to any Member, or any person or entity, or the non-receipt of any notice by any such Member, or any person or entity or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

### 4.2 Special Meeting of the GCC

A Special General Meeting of the Members shall be called:

4.2.1 By the President as required.

4.2.2 By the President upon written instruction of Members representing at least twenty percent (20%) of eligible votes of the Membership provided they request the President in writing to call such meeting and state the business to be brought before the meeting.

4.2.3 By resolution of the Board.



Only such business as is called for in the notices shall be transacted at a Special General Meeting.

Notice of the meeting shall be posted in accordance with the general provisions set out in clause 4.1.4 at least thirty (30) days prior to the holding of the AGM, and at least twenty-one (21) days prior to the date fixed for a Special General Meeting. Membership will be notified of the date and time of the Special General Meeting; by notice in the Club; by notice on the GCC website, by newsletter; by email. In the event of a Special General Meeting Members shall be advised the purpose thereof.

### **4.3 Quorum**

A quorum at any meeting of the Membership of the GCC shall consist of thirty (30) Members in Good Standing as described in the Bylaws present in person or by Proxy and a minimum of five (5) Board Members.

In the case of the AGM or any Special General Meeting, if within sixty (60) minutes of the appointed time a quorum is not present, then the meeting shall be adjourned.

The meeting will be rescheduled to a date, time and place as determined by the President providing such time that shall allow for a minimum seven (7) days' notice.

Unless otherwise stipulated, any motions or questions arising at any meeting shall be decided by majority of the votes cast by those eligible to vote at the meeting. Such votes must be made in person or by Proxy.

Each Board Member, with the exception of the President, shall be entitled to one vote at the AGM or any Special General Meeting of the Membership. The President shall be entitled a vote in the event of a tie.

### **4.4 Voting**

4.4.1 Each Voting Member and Honorary Member of the GCC shall have one vote at any meeting of the Membership. Junior Members shall not have voting privileges. A show of hands decides every vote at every meeting. A ballot shall be used if a majority of Voting Members present request it.

4.4.2 A Voting Member may vote by Proxy only on resolutions as authorized by the Board. The Proxy shall be returned to the Secretary by the date and time stated in the Proxy notice. That date and time must not be later than after such meeting has commenced where the Proxy is to be used.

4.4.3 In the event of a tie vote, the President shall be entitled to a second or casting vote.

4.4.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

4.4.5 The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

- 4.4.6 The President decides any dispute on any vote. The President decides in good faith and this decision is final.

## **ARTICLE 5 – GOVERNANCE OF THE GCC**

### **5.1 Board of Directors**

#### **5.1.1 Governance and Management of the GCC**

The Board shall manage the business and affairs of the GCC, take such actions as deemed appropriate to effect the purposes of these Bylaws, exercise all of the powers of the GCC, and may adopt such policies, rules and procedures, recommendations and actions as deemed advisable and which are consistent with all applicable laws and these Bylaws.

The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

#### **5.1.2 Composition of the Board**

The Board consists of:

- 5.1.2.1 the President;
- 5.1.2.2 First Vice-President;
- 5.1.2.3 Second Vice-President;
- 5.1.2.4 Secretary;
- 5.1.2.5 Treasurer;
- 5.1.2.6 Seven (7) Directors elected at the Annual General Meeting from among the Voting Members; and the
- 5.1.2.7 Ex-officio Board member - Immediate Past President of GCC.

Any candidate to be considered as an Officer must have prior board membership experience within the GCC. The Board may waive such requirement upon receipt of an application by the nominating Member(s) requesting so and providing evidence of other applicable and related experience as a board member.

No employees of the GCC may hold a Director position or have voting privileges at Board meetings.

A family may have more than one Member. However, each family may only have one Immediate Family Member elected to sit on the Board at a time. In the event more than one Immediate Family Member is elected, the Immediate Family Member with the most votes shall remain on the Board and the other Immediate Family Members shall resign from the Board immediately. "Immediate Family Members" refers to married spouses and their immediate children; any de facto or

common-law relationships and their immediate children; and any other similar relationships.

No Officer shall serve the same officer position for more than two (2) consecutive terms.

No Director shall serve as a Director for more than six consecutive years. A Director who has served as Director for six consecutive years is ineligible to run for or be voted as a Director for the seventh consecutive year. He or she may only continue as an Ex-officio Director by virtue of being the Immediate Past President.

No Officer or Director may run for or be voted again as an Officer or Director until after two consecutive years have passed without such Member serving as either Director or Officer. After such two consecutive years, the Member may again run for or be voted as an Officer or Director.

## **5.2 Notice**

At least ninety (90) days prior to the AGM the Board shall provide notice to all Members of the Directors' positions (and terms) open for election. The immediate Past President, will be an ex-officio member of the Board. The immediate Past President shall not be entitled to vote at any meetings of the Board. Each elected Director shall serve for a two (2) year term. The terms of each position shall be staggered such that no more than fifty (50) percent of the Board is replaced each year.

## **5.3 Officers**

The Board, at the first Board Meeting after the Annual General Meeting at which new Directors were elected, shall appoint the officers of the GCC.

Officers of the GCC shall be: the President, First Vice-President, Second Vice-President, Treasurer, Secretary and Past President.

The Officer holds office until re-elected or until a successor is elected.

### **5.3.1 Duties of the Officers of the GCC**

#### **5.3.1.1 President**

- 5.3.1.1.1 Supervises the affairs of the Board;
- 5.3.1.1.2 When present, chairs all meetings of the GCC and the Board;
- 5.3.1.1.3 Is an ex officio member of all Committees except the Governance Committee.
- 5.3.1.1.4 Acts as spokesperson for the GCC;
- 5.3.1.1.5 Carries out other duties assigned by the Board.

**5.3.1.2 First Vice-President**

- 5.3.1.2.1 Presides at meetings in the President's absence. If the First Vice-President is absent, the Second Vice-President chairs the meeting;
- 5.3.1.2.2 Presides at various functions when asked to do so by the President or Board;
- 5.3.1.2.3 Carries out other duties assigned by the Board.

**5.3.1.3 Second Vice-President**

- 5.3.1.3.1 Presides at meetings in the absence of the President and First Vice-President. If the Second Vice-President is also absent, the Directors elect a Chairperson for the meeting;
- 5.3.1.3.2 Presides at various functions when asked to do by the President or Board;
- 5.3.1.3.3 Carries out other duties assigned by the Board.

**5.3.1.4 Secretary**

- 5.3.1.4.1 Keeps accurate minutes of Board meetings and the AGM;
- 5.3.1.4.2 Has charge of the Board's correspondence;
- 5.3.1.4.3 Makes sure that a record of names and addresses of all Members of the GCC is kept;
- 5.3.1.4.4 Keeps the Seal of the GCC;
- 5.3.1.4.5 Files the annual return, changes in the directors of the organization, amendments in the bylaws, and other incorporating documents with Alberta Corporate Registry;
- 5.3.1.4.6 Collects and keeps track of Members' Proxys; and
- 5.3.1.4.7 Carries out other duties assigned by the Board.

**5.3.1.5 Treasurer**

- 5.3.1.5.1 Makes sure all monies paid the GCC are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- 5.3.1.5.2 Makes sure that a detailed account of revenues and expenditures is presented to the Board as requested;

5.3.1.5.3 Makes sure a reviewed statement of the financial position of the GCC is prepared and presented to the Annual General Meeting;

5.3.1.5.4 Chairs the Finance Committee of the Board;

5.3.1.5.5 Carries out other duties assigned by the Board.

**5.3.1.6 Past President**

5.3.1.6.1 The immediate Past President will serve on the Board for a one (1) year term;

5.3.1.6.2 Carries out duties assigned by the Board.

**5.4 Meetings of the Board**

Scheduled meetings of the Board shall be held as often as may be required, but at least three (3) times per year with one (1) meeting to be held immediately following the AGM.

All Board Members shall be notified at least ten (10) days prior to the holding of any Board meeting.

The President may call a special meeting of the Board for consideration of special matters and shall be called in like manner on the instruction of any three (3) Board Members provided they request in writing to call such meeting and state the business to be brought before the meeting.

At all meetings of the Board, a majority (50 percent plus 1) of the current elected or appointed members of the Board shall constitute a quorum for the transaction of business.

Each Board member with the exception of the President and Past President shall be entitled to one (1) vote at any meeting of the Board. The President shall be entitled to a vote in the event of a tie.

Unless otherwise stipulated, any motions or questions arising at any meeting shall be decided by majority vote of those present and eligible to vote. Such votes must be made in person and not by proxy.

Meetings of the Board are open to Members of the GCC but only Directors eligible to vote may do so. Members are only allowed to participate in a discussion when invited to do so by the Board. Officers and Directors present may ask any other Members, or other persons present, to leave.

**5.5 Powers and Duties of the Board**

The Board has the powers of the GCC, except as stated in the *Societies Act*.

The powers and duties of the Board include:

5.5.1 Promoting the objectives of the GCC.

- 5.5.2 Promoting membership in the GCC.
- 5.5.3 Maintaining and protecting the assets and property of the GCC.
- 5.5.4 Approving an annual budget for the GCC.
- 5.5.5 Paying all expenses for operating and managing the GCC.
- 5.5.6 Paying persons for services and protecting persons from debts of the GCC.
- 5.5.7 Investing any extra monies.
- 5.5.8 Financing the operations of the GCC and borrowing or raising monies.
- 5.5.9 Making policies for managing and operating the GCC.
- 5.5.10 Approving all contracts for the GCC.
- 5.5.11 Maintaining all accounts and financial records of the GCC.
- 5.5.12 Appointing legal counsel as necessary.
- 5.5.13 Making policies, rules and regulations for operating the GCC and using its facilities and assets.
- 5.5.14 Selling, disposing of, or mortgaging any or all of the property of the GCC; and
- 5.5.15 Without limiting the general responsibility of the Board, delegating its powers and duties.

## **5.6 Resignation, Death or Removal of a Director**

A Director including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice or on the date the Board accepts the resignation.

Voting Members may remove any Director including the President, before the end of his/her term. Removal will be decided by a majority vote at a Special General Meeting of Members called for this purpose.

If there is a vacancy on the Board, the remaining Directors may appoint a Member in Good Standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President which such position remains vacant until the next AGM.

The Board may expel a Director or Officer by affirmative vote of not less than seventy-five (75%) percent of the Board members when, in the opinion of the Board:

- 5.6.1 It is in the best interest of the GCC or the Director or Officer.
- 5.6.2 The Director or Officer has failed to abide by the Bylaws.

- 5.6.3 The Director or Officer has failed to act in accordance with the GCC Code of Conduct.
- 5.6.4 Such Director or Officer has not fulfilled their obligations to the Board of the GCC.
- 5.6.5 Where a Director or Officer is to be expelled there must be notice provided to all the Board members, of the intent to remove, including the Director being considered for removal.
- 5.6.6 Any Director or Officer missing three consecutive Board meetings without valid reason may be expelled without the need to provide notice of intent.

## **5.7 Board Committees**

### **5.7.1 General Procedures for Establishing Committees**

A Board member chairs each committee created by the Board.

The Chairperson calls committee meetings.

Committee members do not need to be Board members or GCC members.

Each committee:

- 5.7.1.1 Records minutes of its meetings
- 5.7.1.2 Distributes those minutes to the committee members and to the Chairpersons of all other committees
- 5.7.1.3 Provides reports to each Board meeting at the Board's request

The meeting Notice must be emailed five business days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

A majority of committee members present at a meeting is a quorum.

The Chairperson has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

## **5.8 Standing Committees**

The Board establishes these standing committees

- a) Finance Committee
- b) Membership Committee
- c) Governance Committee

#### 5.8.1 **Finance Committee**

- a) Consists of the Treasurer, who is the Chairperson and other Members appointed by the Board.
- b) Is responsible for:
  - (i) recommending budget policies to the Board;
  - (ii) Investigating and making recommendations to the Board for acquiring funds and property;
  - (iii) recommending policies on disbursing and investing funds to the Board;
  - (iv) establishing policies for Board and committee expenditures;
  - (v) arranging the annual review of the books;
  - (vi) reporting on the year's activities at the Annual General Meeting and
  - (vii) carrying out other duties assigned by the Board.

#### 5.8.2 **Membership Committee**

- a) Shall be chaired by a Director of the Board and shall include other Members appointed by the Board.
- b) Is responsible for:
  - (i) establishing policies for GCC membership eligibility;
  - (ii) investigating and making recommendations to the Board about member-service programmes;
  - (iii) investigating and making recommendations to the Board about GCC communication policies and procedures; and
  - (iv) carrying out other duties assigned by the Board.

#### 5.8.3 **Governance Committee**

- a) Shall be chaired by a Director of the Board and shall include other Members appointed by the Board.
- b) Is responsible for:
  - (i) preparing a slate of nominees for the President's position;
  - (ii) preparing a slate of nominees for each vacant Director position;
  - (iii) orienting new Board members;



- (iv) presenting its recommendations to the Annual General Meeting; and
- (v) carry out other duties as assigned by the Board.

#### **5.9 Ad Hoc Committees**

The Board of Directors may appoint ad hoc committees for special purposes as required. The composition, assignments and conduct of the affairs of any such ad hoc committees shall be established by the President and/or the Board.

### **ARTICLE 6- FINANCE AND OTHER MANAGEMENT MATTERS**

#### **6.1 The Registered Office**

The Registered office of the Garrison Curling Club is 2288-47 Avenue S.W., Calgary, Alberta, T2T 6J9.

#### **6.2 Finance and Auditing**

The fiscal year of the GCC commences on May 1 and ends on April 30 of each year.

There must be an audit of the books, accounts and records of the GCC at least once each year. A qualified accountant, appointed at each Annual General Meeting, must do this audit. At each Annual General Meeting of the GCC, the auditor submits a complete statement of the books for the previous year.

#### **6.3 Seal of the GCC**

The Board may adopt a seal as the Seal of the GCC.

The Secretary has control and custody of the seal, unless the Board decides otherwise.

The Seal of the GCC can only be used by the Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

#### **6.4 Cheques and Contracts of the GCC**

The designated Officers of the Board sign all cheques drawn on the monies of the GCC. Two signatures are required on all cheques. The Board may authorize a manager to sign cheques for certain amounts and circumstances. The manager may not sign his/her own pay cheque.

All contracts of the GCC must be signed by the Officers or other persons authorized to do so by resolution of the Board.

## **6.5 Keeping and Inspection of the Books and Records of the GCC**

The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

The Secretary keeps the original Minute Books at the Registered Office of the GCC. This record contains minutes from all meetings of the GCC Board and its committees.

The Board keeps and files all necessary books and records of the GCC as required by the Bylaws, the *Societies Act*, or any other statute or laws.

A Member wishing to inspect the books or records of the GCC must give reasonable notice, not less than 3 working days, to the President or Secretary of the GCC of his/her intentions to do so.

Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office of the GCC during normal business hours.

All financial records of the GCC are open for such inspection by the Members, during normal business hours and with reasonable notice, not less than 3 working days.

## **6.6 Borrowing Powers**

The GCC may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

The Board may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Members.

## **6.7 Payments**

No Member, Director or Officer of the GCC receives payment for his/her services as a Member, Director or Officer.

Reasonable expenses incurred while carrying out the duties of the GCC may be reimbursed upon Board approval.

## **6.8 Protection and Indemnity of Directors and Officers**

Each Director or Officer holds office with protection from the GCC. The GCC indemnifies each Director or Officer against all costs or charges that result from any act done in his/her role for the GCC. The GCC does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the GCC. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the GCC, unless the act is fraud, dishonesty or bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by the GCC auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

#### **ARTICLE 7– AMENDING THE BYLAWS**

- 7.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any General or Special Meeting of the Members.
- 7.2 The twenty-one (21) days' notice of the Annual General or Special Meeting of the GCC must include details of the proposed resolution to change the Bylaws.
- 7.3 The amended Bylaws take effect after the approval of the Special Resolution at the Annual General Meeting or Special Meeting and after being accepted by the Corporate Registry of Alberta.

#### **ARTICLE 8- DISTRIBUTING THE ASSETS AND DISSOLVING THE SOCIETY**

- 8.1 The GCC does not pay any dividends or distribute its property among its Members.
- 8.2 If the GCC is dissolved any funds or assets remaining after paying all debts are to be paid to Calgary curling clubs that are recognized not-for-profit curling organizations.
- 8.3 Members are to select the organization or organizations to receive the assets by Special Resolution. In no event do any Members receive any assets of the GCC.

#### **APPROVAL**

These Bylaws were accepted and approved by Special Resolution at the Annual Meeting of Members of the GARRISON CURLING CLUB (CALGARY) held on June 23, 2016.

DATED at the City of Calgary, in the Province of Alberta, this 19<sup>th</sup> day of January, 2017.

\_\_\_\_\_  
/s/ Tarance Zak  
Name: Tarance Zak  
Position: President

\_\_\_\_\_  
/s/ Dawna Gibb  
Name: Dawna Gibb  
Position: Secretary