

BY-LAWS

GRIMSBY CURLING CLUB

BY-LAW NUMBER 1-2006

A by-law relating generally to the transaction of the business and affairs of the GRIMSBY CURLING CLUB.

Whereas various amendments have been made over the years and further amendments are to be made at the present time, it is therefore deemed expedient to pass a new General By-Law. BE IT ENACTED as a By-Law of Grimsby Curling Club as follows:

REVOCATION

All previous By-laws of the Grimsby Curling Club are hereby revoked in their entirety.

INTERPRETATION

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise specified or requires:
 - (a) “Act” means the *Corporations Act*, R.S.O. 1990, c. C.38 as from time to time amended and every statute that may be substituted therefore;
 - (b) “Regulations means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefore;
 - (c) “by-laws” means any by-law of the Corporation from time to time in force and effect;
 - (d) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made there under shall have the meanings given to such terms in the Act or such Regulations; and
 - (e) words importing the singular number only shall include the plural and *vice versa* and words importing a specific gender shall include the other gender and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

HEAD OFFICE

2. The Head Office of the Corporation shall be in the Town of Grimsby, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

SEAL

3. The seal shall be the corporate seal of the corporation.

BOARD OF DIRECTORS

4. The affairs of the Corporation shall be managed by a board of directors each member of which shall be eighteen (18) or more years of age and at the time of their election or within ten (10) days thereafter and throughout their term of office shall be a paid up member in good standing of the Corporation. The board of directors shall consist of such number of directors as may be

determined from time to time by special resolution, notwithstanding that such number shall never be less than seven (7). The board of directors shall attempt to structure terms of office such that approximately one-third of the directors shall be elected in each year to hold office for a three (3) year term. Outgoing directors, if otherwise qualified, shall be eligible for re-election. The election may be by a show of hands unless a ballot is demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

VACANCIES, BOARD OF DIRECTORS

5. Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

VACATION OF OFFICE

- 6 The office of a director shall *ipso facto* be vacated if they:
- (a) do not within ten (10) days after their election or appointment as a director become a member, or if they cease to be a member of the Corporation,
 - (b) become bankrupt or suspend payments of their debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent
 - (c) are found to be a mentally incompetent person or become of unsound mind;
 - (d) by notice in writing to the Corporation, resign their office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - (e) die;
 - (f) are removed from office by the members in accordance with paragraph 4;
 - (g) fail to attend three (3) consecutive duly constituted meetings of the board of directors, without providing an explanation, in writing, satisfactory to a majority of the Board.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

8. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Director's meetings may be formally called by the President or Vice-President or by the Secretary-Treasurer on direction in writing of two directors. The President shall Chair meetings of the Board of Directors. In the absence of the President; the Vice-President, or such other director as the Board may from time to time appoint for the purpose may perform the duties of Chairperson.

9. Notice of such meetings shall be delivered, telephoned or emailed to each director not less than three (3) days before the meeting is to take place or shall be mailed to each director not less than seven (7) days before the meeting is to take place. The statement of the Secretary-Treasurer or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A director's meeting may also be held without notice immediately following the annual general meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the Board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

10. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

11. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to their original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but, if no demand be made, the vote shall be taken in the usual way, by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the Minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

POWERS OF THE BOARD OF DIRECTORS

12. The Board shall have the power and authority to manage and control the affairs and business of the Club in all things including:
 - a. to make or cause to be made for the Club in its name, any contract that the Club may lawfully enter into.
 - b. to make and authorize expenditures on behalf of the Club for the purpose of furthering the objectives of the Club.

Capital Expenditures

Unless otherwise approved by no less than two-thirds of the members at a meeting called for such a purpose, the Board shall not make capital expenditures in excess of \$50,000 in the aggregate of any one fiscal year or enter into any agreement to dispose of any interest in land or buildings owned by the Club. For these purposes, "capital expenditures" shall mean any expenditure, which in the opinion of the Club's auditors would not be considered an operating expenditure or a period cost under generally accepted accounting principles.

Should a two thirds majority of the Board members find that it is imperative to make capital expenditures in excess of \$50,000 in a fiscal year as a failure to do so would impair the assets or business activities of the Club, and in the event that due to the circumstances it is impractical to convene a meeting of the membership to approve the expenditures, the Board shall:

- a. take the necessary action to correct the impairment;
- b. report to a meeting of the members as expeditiously as practical to account for the expenditure and provide the amount of the expenditure and the circumstances giving rise to the decision to make the expenditure.

Borrowing Power

The Board may from time to time borrow money on the credit of the Club; issue, sell, or pledge debt obligations (including bonds, debentures, notes or other like liabilities whether secured or unsecured) of the Club; charge, mortgage, pledge all or any currently owned, or subsequently acquired real or personal, movable or immovable property of the Club, to secure any debt obligations or any money borrowed, or any other obligation or liability of the Club.

The Board shall not encumber the Club by means of capital leases, mortgages or other financial arrangements, in excess of \$50,000 per annum total commitment without first having the approval of a two-thirds majority of the members at a meeting called for such purpose.

Agents and Employees

The Board may appoint such agents and engage such employees at it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment or engagement. The Board may from time to time delegate to any person or persons, the power to enter into such contracts as are necessary for the conduct of the everyday business of the Club, subject to such limitations and conditions as are imposed by the Board.

Committees

While the directors alone shall have the authority to deal with the matters set out in this paragraph, they shall have power to establish such committees as they see fit to provide for the operation of the Corporation, and to define the duties, powers and membership of such committees. The President and the Secretary-Treasurer shall, ex officio, be members of such committees.

REMUNERATION OF DIRECTORS

- 13 The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.

OFFICERS OF CORPORATION

- 14 There shall be a President, a Vice-President, a Past President, a Secretary-Treasurer and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the offices of President.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

- 15 The President shall, when present, preside at all meetings of the members of the Corporation and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. Responsibilities in specific areas may be delegated to Directors, who shall report to the President of their activities. In the event that the President is absent or otherwise unable to carry out his duties, the Vice-President, or such other director as the Board may from time to time appoint for the purpose, may exercise his duties.

DUTIES OF THE PAST PRESIDENT

- 16 The Past President shall act as an advisor to the President and act as Chair of the Long Range Planning Committee and also Chair the Nomination Committee.

DUTIES OF THE SECRETARY-TREASURER

17 The Secretary-Treasurer shall: give or cause to be given, notices of all meetings of the board of directors and be the custodian of all books, papers, records, correspondence contracts and other documents belonging to the Corporation. They shall also have care and custody of all the funds and securities of the Corporation. They shall keep, or cause to be kept, full and accurate books of account and accounting records with respect to all Club financial transactions including records of:

- all monies received and disbursed by the Club and the matters with respect to which receipts or disbursements took place;
- all sales and purchases of the Club;
- the assets and liabilities of the Club;
- all other transactions which may affect the financial position of the Club

They shall deposit all moneys or other valuable effects in the name and to the credit of the corporation in such bank or banks as may from time to time be designated by the Board of Directors. They shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore or whenever required of them. They shall render to Board meetings and at other such times as required by the Board, an account of all transactions occurring in connection with the affairs and financial position of the Club They shall also perform such other duties as may from time to time be determined by the Board of Directors.

CLUB MANAGER

18 The board of directors may from time to time appoint a Club Manager and may delegate to them full power to manage and direct the business and affairs of the Corporation (except such businesses and affairs of the Corporation as must be transacted or performed by other officers, by the board of directors and/or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to them any lesser authority. A Club Manager shall conform to all lawful orders given to him by the board of directors of such matters and duties as by law, including, without limitation, a special resolution of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by a General Manager or Manager shall be subject to discharge by the board of directors.

DUTIES OF OTHER OFFICERS

19 In the event that the Board of Directors creates additional officers, the powers and duties of those additional officers shall be determined at the meeting of the Board where said position is created, and the additional Director(s) shall perform those duties, and shall perform such other duties as may from time to time be prescribed by the Board.

EXECUTION OF INSTRUMENTS

20 No Director or Officer shall have the power unilaterally to act for or on behalf of the Club or otherwise commit or bind the Club to any course of action or to incur any liability or obligation in excess of \$5000 on its behalf except with the prior approval of the Board by Resolution. Subject to any special resolution of the Corporation, contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by

- any one of the President or Vice-President together with the Secretary - Treasurer;
- The Club manager and any one of the President, Vice President or Secretary - Treasurer.
- Any two Directors

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing

- any one of the President or Vice-President together with the Secretary- Treasurer;
- the Club Manager and any one of the President, Vice President or Secretary - Treasurer.
- any two Directors

shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances powers of attorney and other instruments that may be necessary for the purpose of selling assigning transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights warrants or other securities.

BOOKS AND RECORDS

21 The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are properly kept and are subject to an internal review by a club member with appropriate credentials and experience.

PROTECTION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

22 No Director or Officer of the Club shall be liable for:

- the acts, receipts, neglects or defaults of any other Director or officer or employee of the Club;
- for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Board or on behalf of the Club;
- for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Club shall be placed out or invested;
- for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom any monies, securities or effects of the Club shall be placed or invested.
- For any misfortune which may happen in the execution of the duties of such Director or officer's respective office or trust or in relation thereto including any loss, damage or

misfortune occasioned by and error of judgment or oversight on the part of the Director or officer.

unless the same shall happen by or through such Director's or officer's own wrongful and willful act or through their own wrongful and willful neglect or default.

Indemnification

All Directors or officers of the Club and their heirs, executors and administrators, and estate and effects respectively, shall be indemnified and saved harmless out of the funds and other property of the Club from and against:

- all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in any action, suit or proceeding that is brought, commenced or prosecuted against the Director or Officer for or in respect of any act, deed, matter or thing made, done or permitted by the Director or officer, in or about the execution of the duties of their office or in respect of any such liability, except such costs charges or expenses as are occasioned by the Director's or officer's own dishonesty, willful neglect or default; and
- all other costs, charges and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof except such costs, charges, or expenses as are occasioned by the Director's or officer's own dishonesty, or willful neglect or default.

The Directors of the Club shall not be under any duty or responsibility in respect to any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Club, except such as shall have been submitted to and authorized or approved by the Board. If any Director or officer of the Club is employed by or performs services for the Club in his/her capacity other than as a Director or officer of the Club or is a member, shareholder, director or officer of a company which is employed by or performs services for the Club, the fact of his/her being a Director or officer of the Club shall not disentitle the Director or officer as the case may be, from receiving proper remuneration for such services.

Reliance upon Secretary-Treasurer

The Board and any individual Director or officer may rely upon the accuracy of any statement or report prepared by the Secretary-Treasurer of the Club and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

Insurance for Directors and Officers

The Club will purchase and maintain insurance for the benefit of the Directors and officers of the Club, former directors and officers of the Club and his/her heirs and legal representatives against any liability incurred by him/her in his/her capacity as a Director or officer of the Club except where the liability relates to his/her failure to act honestly and in good faith

MEMBERSHIP

- 23 The membership shall consist of such individuals as are admitted as members by authority of the Board of Directors. Members may resign by resignation in writing. In the case of resignation, a member shall remain liable for payment of an assessment or other sum levied or which became payable by him to the Corporation prior to submitting his resignation. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the member.

DUES

- 24 There shall be no dues or fees payable by members except such as shall from time to time be fixed by two-thirds majority vote of the Board of Directors, which vote shall become effective only when confirmed by a majority vote of the members at an annual or special general meeting. The Secretary-Treasurer shall notify the members of the dues or fees at any time payable by them and, if any are not paid in full by the due dates established by the Board of Directors, the member shall be considered to be in default and shall thereupon automatically cease to be a member of the Corporation, and their name may be posted in the Club, but any such member may, on payment of all unpaid dues or fees, be reinstated.

ANNUAL AND SPECIAL MEETINGS OF MEMBERS

- 25 The annual or any special general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint. The annual general meeting shall be held in the Fall of the year and in addition to any general business that may come before such meeting, the Directors shall be elected, and a financial statement from the previous year and a financial forecast for the upcoming year presented. The notice of the meeting shall contain a statement of the business to be transacted thereat.

The Board of Directors or the President shall have the power at any time to call a special general meeting of the members of the Corporation. Except as otherwise provided in this By-Law, meetings of members may be convened by the Board at any time upon written request to the Board by not less than twenty-five(25) members of the Club entitled to vote at the meeting proposed to be held. The Board shall call a general meeting of members providing that the said written request:

- states the general nature of the business to be presented at the meeting;
- is signed by the members requesting such meeting; and
- is deposited at the Head Office of the Club.

If the Board does not—within twenty-one days from the date the written request is deposited at the Club's Head Office—call and hold a general meeting of the members, any one of the requisitioning members has the power to call such a meeting to be held within sixty days from the date of deposit of the written request.

Notice of the time and place of a meeting of Club members shall be posted by the Secretary-Treasurer, in season, upon the Bulletin Board provided for such notices, and by written notice mailed to each eligible member by prepaid first class mail at the member's last address on Club records not less than ten clear days before the meeting is to occur. The notice shall state the general nature of the business to be transacted at the meeting.

The President shall preside over all meetings of members, but where the President is unable to attend for whatever reason, the Vice-President shall preside; when the Vice-President is unable to preside for whatever reason, the voting members present shall choose one of their members.

ERROR OR OMISSION IN NOTICE

- 26 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting otherwise, the

address of any member, director or officer shall be his/her last address recorded on the books of the Corporation.

ADJOURNMENTS

27 Any meeting of the Corporation or of the Directors may be adjourned to anytime and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

28 A quorum for the transaction of business at any meeting of members shall consist of not less than 25 members in good standing present in person.

VOTING OF MEMBERS

29 Each voting member in good standing shall have one vote in person or by proxy at a meeting of members. Every question submitted to the voting members shall be decided on a show of hands (or by ballot if three members request a ballot), by a majority of votes cast, except as otherwise provided in this By-Law. In the case of a tie, the Chairperson—in additional to an original vote—shall have a second or casting vote.

Proxies. Voting at meetings may be given either personally or by proxy. At every meeting of members at which he/she is entitled to vote, every member and/or person appointed by proxy to represent one or more members who is present in person shall have one vote on a show of hands. Upon a poll, every voting member present—or represented by a person so authorized—shall have one vote; every person appointed by proxy shall have one vote for each voting member whom he/she is representing as a proxyholder. Every person appointed by proxy must be a member in good standing and may represent only five other members.

A proxy shall be executed by the member or his attorney authorized in writing.

Subject to the provisions of the Act and the Regulations, a proxy may be in the following form:

The undersigned member of the Grimsby Curling Club hereby appoints _____ of _____ or failing him, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the Grimsby Curling Club to be held on the _____ day of _____, 20____, and at any adjournment or adjournment thereof.

DATED the _____ day of _____, 20_____.

Signature of member

FINANCIAL YEAR

30 Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of May in each year.

CHEQUES,ETC

- 31 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

- 32 The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors.

NOTICE

- 33 Whenever, under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or by telephone or by prominently posting at the club, if during the curling season, or by prepaid post addressed to the director, officer or member at his/her address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was date stamped at the post office.

INTERPRETATION

- 34 In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or a gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

PASSED by the Board of Directors, the __ day of September, ____.

CONFIRMED at an Annual General Meeting of the Shareholders held on the __ day of September, 2006.