

**Societies Act**

**Northwest Territories**

**By-Laws of Inuvik Curling Club**

**SCHEDULE "A"**

**1.0 Definitions**

1.1 In these By-Laws:

- a) "general meeting" shall mean any meeting of the Society other than a special meeting and shall include annual general meetings unless otherwise provided herein;
- b) "special meeting" shall mean any meeting of the society called for a specific purpose of which notice is duly given in accordance with these by-laws;
- c) "directors" means the directors of the society from time to time;
- d) "Society Act" means the Society Act of the Northwest Territories;
- e) "registered address" of a member means his or her address as recorded in the register of the members;
- f) "current year" is from September to August;
- g) "adult" is 21 years of age and over;
- h) "family member" will mean any family member residing within the same household.

1.2 Words meaning the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter gender and vice versa;

**2.0 Membership**

2.1 The members of the society are the applicants for incorporation of the society and those persons who subsequently become members in accordance with the by-laws.

2.2 Following incorporation, membership of the society shall consist of the following individuals:

- a) those who pay for and maintain a single membership for the current year either in the form of regular membership, associate membership or student membership;
- b) those and their designated family members paying and maintaining a family membership for that current year;

c) Any other individual who is designated by the general membership at general meeting to be an honorary or lifetime member.

2.3 A member may withdraw from the society at any time but will not be entitled to a refund of membership fees paid.

2.4 A member may be expelled from the society on the passing of a special resolution of the members, this will be done in only the gravest of situations and expelled members will have the privilege of one appeal to the general membership. In no circumstances will membership fees be reimbursed.

2.5 Every member shall comply with and observe the objects and by-laws of the society.

### 3.0 **Meetings**

3.1 a) General meetings of the society shall be held at such times and in such locations as the directors decide;

b) public notice shall be given to all members of the general meeting through the local media, and such notice shall be given a minimum of 72 hours prior to the meeting and in addition to the date of the proposed meeting and shall specify the place, day, and hour of the meeting, and in the case of special business, the general nature of that business; and

c) the accidental omission to give notice of a meeting to or the non-receipt of notice by any members entitled to receive notice of that meeting, does not invalidate proceedings at that meeting.

3.2 The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and subsequently, an annual general meeting shall be held at least once in every calendar year.

3.3 A special general meeting of the society shall be called by the directors upon request of at least three members of the society including directing members of the society.

3.4 Public notice of a special meeting shall be served upon all members through the local media at least 72 hours prior to the date of the special meeting.

3.5 An annual general meeting or a special general meeting must be called to carry special business as per 4.1 below.

#### 4.0 **Proceedings at Society Meetings**

4.1 Special business shall include, but not be limited to:

- a) the changing of any of these by-laws;
- b) the consideration of financial statements;
- c) the report of the officers and directors of the society;
- d) the report of the auditors of the society;
- e) the election of officers;
- f) the appointment of auditors; and
- g) such other business that under these bylaws ought to be transacted at an annual general meeting, or business considered as a result of the report of the directors issued with the notice convening the annual general meeting.

4.2 a) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting when a quorum is not present;

b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until a quorum of members is present or until the meeting is adjourned or terminated; and

c) a quorum for a general or special meeting consist of a minimum of 10% of the adult members at large.

4.3 If within 30 minutes from the scheduled commencement of a general meeting, a quorum is not present, the meeting may be terminated. However, the members present may, with unanimous consent, carry on with discussion of business. Such business will be subject, however, to a vote of the members at the next meeting at which a quorum is present.

4.4 If a meeting is adjourned because a quorum is not present, the meeting may be reconvened at a time, place and date not less than three or more than 30 days from the date of the original meeting, and the members present at the reconvened meeting shall constitute a quorum regardless of the provisions of this by-law.

4.5 In the absence of the chairperson, the directors present shall appoint one of their number to preside as the chairperson of that meeting.

4.6 All resolutions proposed at a general or special meeting shall require a seconder and the chairperson shall not be entitled to second a resolution proposed by another director.

4.7 The annual general meeting shall be held annually not less than 31 nor more than 180 days after the year end date as indicated in these by-laws.

4.8 At all general and special meetings of the society, each member shall have one vote and the chairperson shall not have a casting vote.

#### 5.0 **Directors and Officers**

5.1 The Directors of the Society shall be elected from the general membership and as such must pay for and maintain a membership for that year of office.

5.2 The Directors of the Society shall be limited to 6 members selected from the general membership.

5.3 The board of directors shall have the responsibility to the general membership.

5.4 All questions and issues at meetings of the board of directors shall be decided by consensus.

5.5 The Directors shall conduct all affairs and business of the society in accordance with its objects and by-laws and the Societies Act.

5.6 The first directors of the Society shall be the applicants and subscribers to the application for incorporation and by-laws of the society.

5.7 a) The officers of the society shall consist of a Chairperson, Vice Chairperson, Marketing Director, Treasurer, Fundraising Director, Secretary/Membership Director;

b) The first officers of the society shall be elected by the first directors from among themselves at their first meeting following incorporation;

c) The term of office for all officers shall be one year unless otherwise determined by the board of directors but in no case shall exceed three years.

d) Separate elections shall be held for each office created by these by-laws or the Directors;

e) Unless the election of an officer is made by acclamation, the election of officers shall be conducted by ballot;

- f) Notwithstanding the provisions of these By-Laws, all officers shall hold office until the election or appointment of their replacements by the board of directors; and
  - g) There shall be no limit to the number of terms that a person may serve or stand for election as an officer of the society.
- 5.8
- a) An officer may be removed from office during his or term of office by a special resolution passed by at least 75% of the members present at a meeting called for that purpose; and
  - b) An officer may be removed or expelled by the members for the same reasons that a director may be removed or expelled from the society as more particularly set out in Section 5.11.
- 5.9
- a) No director shall be entitled to receive remuneration from the Society unless such remuneration is approved by special resolution of the members;
  - b) No officer of the society shall be entitled to receive remuneration from the Society in addition to the remuneration received by them under sub-paragraph (a) of this section 5.9; and
  - c) Notwithstanding sub-paragraphs (a) and (b) of this section 5.9, a director or officer shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- 5.10
- A person shall cease to be a director of the society upon the occurrence of any of the following events:
- a) the delivery by mail or personal delivery of a resignation in writing to the secretary of the society;
  - b) the death of a director;
  - c) the expulsion of a director from the society.
- 5.11
- a) A director may be expelled from the society upon the occurrence of any of the following:
    - i) the failure of the director to carry out his or her duties;
    - ii) the misappropriation or wrongful conversion of Society funds or property;
    - iii) the breach of any fiduciary duty to the society;

iv) the commission of a fraud or fraudulent act with respect to the society, any recipient client of the Society;

b) a director may be removed or expelled by a special resolution of the directors at a meeting

called for that purpose at which the grounds for expulsion are specifically stated; and

c) any officer or director who is subject of a special resolution for removal or expulsion shall

have the right to attend and to address a meeting called to consider such expulsion.

5.12 If a member at large of the board of directors of the Society is absent without excuse or permission from two consecutive director's meetings, the president may request that the board of directors expel said director and request the appointment of a replacement member.

## 6.0 **Conflict of Interest**

6.1 a) In this section, the term "immediate family" shall mean: father, mother, stepmother; step father, foster parent, brother, sister, stepbrother, step sister, spouse (including common-law spouse), child, step child or ward, father-in-law, mother-in-law or other relatives provided such other relatives are permanently residing in the same household as a member of the society.

b) There shall be no preferential consideration, financial benefits, rewards or services rendered to a director, manager or employee of the society or to their immediate family.

c) If any director or a member of his or her immediate family has a legal or beneficial interest in any activity which the society is considering for financial support, that director shall declare such interest at the first possible opportunity and shall not take part in any discussion or decision related thereto.

## 7.0 **Indemnification**

7.1 Subject to the Societies Act, the Society shall indemnify its directors, officers, employees and agents with respect to any threatened, pending or completed actions or proceedings, brought by any person, firm, corporation or other legal entity or enterprise and whether civil, criminal or administrative in nature, as a result of or by reason of the bona fides conduct by such person of their responsibilities and duties as a director, officer, employee or agent of the society or as a result of the said person serving at the

request of the Society as a director, officer, employee or agent of another society, corporation, partnership, joint venture, trust or other legal fees, and any amount paid to settle the action or proceeding or to satisfy a judgement, provided such person exercised the care, diligence and skill of a reasonably prudent person and with respect to any criminal or administrative action or proceeding, provided such person had reasonable grounds for believing that his or her conduct was lawful. The determination of any action, suit or proceeding by judgement, order, settlement, conviction or otherwise shall not, of itself, create a presumption that the person did not act honestly and in good faith and in the best interests of the society and did not exercise the care, diligence and skill of a reasonable prudent person and with respect to any criminal action or proceeding, did not have reasonable grounds to believe that his or her conduct was lawful.

- 7.2 If any loss, damage, costs or expenses are incurred by an officer, employee, agent or director of the society as a result of a failure to comply with the instructions of the society or as a result of wilful acts or omissions or frauds by such person, the society may only indemnify such person as the other directors of the society, in their absolute discretion, so decide or the Society by ordinary resolution shall direct.
- 7.3 The right to indemnification shall be extended to a person who has ceased to hold office as a director, employee or agent of the society and shall enure to the benefit of the heirs, executors and administrators of such person. The indemnification authorized by this part shall not duplicate any other indemnity or reimbursement which a person has received or shall receive otherwise than under this part.
- 7.4 The directors are authorized from time to time to cause the Society to give indemnities to any director, officer, employee or agent or other person who may undertake or is about to undertake any liability or responsibilities on behalf of the Society.
- 7.5 Subject to the Societies Act, no director or officer or employee shall be personally liable for the acts, omissions, receipts or defaults of any other director or officer or employee, or for any loss or damage or expense incurred by the society through the insufficiency or deficiency of title to any property acquired by the society or for the insufficiency or deficiency of any security in or upon which any monies of or belonging to the Society shall be invested or for any act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited, or for any loss occasioned by any error in judgement or oversight on his or her part or any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful act, default, negligence, breach of trust or breach of duty.

7.6 The directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was a director, officer, employee or agent of the Society or is or was serving at the request of the Society as a director, officer, employee or agent of any other legal entity whatsoever against any liability incurred by such person as a director, officer, employee or agent.

## 8.0 **Proceedings of Directors**

8.1 a) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meeting and proceedings, as they see fit;

b) A quorum shall consist of three of the directors who are duly elected; and

c) If at a meeting the Chairperson is not present within 30 minutes after the time appointed, a vice-chairperson shall act as Chairperson.

8.2 a) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors if they see fit;

b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act and thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

8.3 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the directors.

## 9.0 **Duties of Officers**

9.1 a) The Chairperson shall reside at all meetings of the society and insure that all business of the society is carried out in a timely manner;

b) The Chairperson shall be the chief executive officer of the society and shall supervise the other officers and the executive in the performance of their duties.

9.2 The Vice-Chairperson shall carry out the duties of the Chairperson during his or her absence.

9.3 The Society shall appoint a secretary to:

a) conduct the correspondence of the society;

b) issue notices of meetings of the Society and Directors;



- c) keep minutes of all meetings of the Society and directors;
- d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- e) have custody of the common seal of the society; and
- f) maintain the register of members.

9.4 The Treasurer shall:

- a) keep the financial records, including books of accounts necessary to comply with the Societies Act; and
- b) render financial statements to the directors.

10.0 **Signing Authority**

10.1 The seal of the society shall consist the word "SEAL" in the center of a circle with the words Inuvik Curling Club around the border.

10.2 The seal shall be affixed only when authorized by a resolution of the directors and then only by the treasurer of the Society and one of the following: President, First Vice-President, Secretary or other officer as directed by resolution.

11.0 **Borrowing**

11.1 In order to carry out the purpose of the society, the directors may by a majority vote, borrow, raise, or secure the payment or repayment of money in such a manner as they may decide, and in particular, but without limiting the generality of the foregoing, by issue of debenture.

11.2 No debenture shall be issued unless a special resolution is passed by the members of the society.

12.0 **Auditors**

12.1 This part applies only where the Society is required or has resolved to have an auditor.

12.2 The directors shall appoint, in their discretion, the first auditor of the Society and shall fill all vacancies occurring in the office of an auditor until the next annual general meeting.

12.3 An auditor can be removed by ordinary resolution.

- 12.4 An auditor shall be promptly informed in writing of his appointment or removal.
- 12.5 The auditor may attend general meetings.
- 12.6 If the society does not appoint an auditor, the financial statements of the Society shall be audited by two members of the board of directors.
- 12.7 All minutes, books of accounts and records of the Society shall be open to all members at all reasonable times.
- 12.8 The financial statements of the society shall be delivered to all members and shall be approved at each annual general meeting of the Society.

**13.0 Fiscal Year**

- 13.1 The fiscal year end of the Society shall be 30<sup>th</sup> April each year.

**14.0 Notice to Directors**

- 14.1 Notices of meetings shall be delivered to a director, either personally or by single registered mail addressed to such person at his or her last known address to the society.
- 14.2 Notice of general meeting shall be given to all members and directors of record of the Society on the day such notice is delivered in accordance with these By-laws.

**15.0 By-Laws**

- 15.1 On being admitted to membership, each member is entitled to and the Society shall give to him or her, a copy of the objects and By-Laws of the Society.
- 15.2 The By-Laws may be amended, rescinded or changed at the annual general meeting of the Society by special resolution or at a special meeting of the Society called for that purpose. No amendment, rescission or change to the by-laws shall have force and effect until registered by the Registrar of Societies for the Northwest Territories.

**16.0 Distributions**

- 16.1 The payment of a dividend on any other distribution of the Society's assets (either during the course of the society's Existence or upon its dissolution) to its members or other persons who exercise control over it is forbidden.