

Motion #2 – please note the proposed changes are highlighted.

By-Laws

Article 1 – DEFINITIONS

1.1 When interpreting any published rule or by-law the words defined below shall apply:

Appeal: The process followed in accordance with published rules when a decision is unacceptable to an individual or Club member affected.

Approved by the Membership: the adoption of a motion by a majority of the votes cast at an Annual General meeting or any General meeting as convened by the association.

Club Member: an individual registered with a club to which they pay an annual fee referred to as member in this document.

Competition: one or more games or an event organized or recognized by a host

Competitor's Card: a card that has a set fee determined and required by C.C.A. to compete in any event that leads to a National Competition.

Decision: any matter voted upon by Executive or membership of the Association.

Delegate: the individual identified as the representative of a member club to take part at meetings and vote on their behalf. Each club in good standing shall have one vote.

Discipline: the process followed in accordance with published rules or policies to establish if an individual or organization has committed an offence.

Executive of the Association: refers to the president the first vice-president, the second vice-president, the secretary, the treasurer, and the past president.

Executive Director: the employee of the Association responsible for the day-to-day administration of the affairs of the association.

General Meeting: a meeting of the Executive of the Association and delegates of Member Clubs.

Host: a club responsible for a competition.

Member Club: any curling club or other curling establishment located in the Province that is duly registered with the Association and pays annual fees for its membership and has delegate to represent and vote for them at meetings

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Policy: a set of requirements adopted by the Association interpreting the intent of these By Laws.

Procedure: a set of requirements adopted by the Association to implement a Policy.

Receipted Request: a written request by registered mail, certified mail or trace mail by courier service with the correct fee, if required, in the form of a recorded payment.

Recorded Payment: a cheque or money order made payable to the Association.

Following is a Preamble Explaining How the Organization Works

A person joins a club---club member----has a voice at clubs annual meeting.

A club associates or joins the Prince Edward Island Curling Association and pays fees to that organization which entitles them to have a vote on behalf of their membership at all general meetings as well as Annual Meeting. Each club appoints that person known as delegate and has one vote.

This Association known as Member Association then becomes a member of the Canadian Curling Association by paying membership fees, which entitles them to have two votes at the Annual Meeting of the C.C.A.

The C.C.A. becomes a member of the World Curling Federation which they pay fees and have voting privileges at their meetings.

So the term MEMBER describes that individual who joins a curling club.

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Article 2 – MEMBERSHIP & AFFILIATION

2.1 Affiliation

2.1.1 This Association shall be under the jurisdiction of and affiliated with the Canadian Curling Association.

2.1.2 The Association may affiliate with any other organization that, in the opinion of the Executive, benefits curling in Prince Edward Island.

2.2 Classification of Members

2.2.1 Membership in the Association shall be comprised of:

a) Member Club

To become a Member Club of the PEICA, the club must:

1. Officially register with the Association.
2. Pay the annual registration fees per member.
3. Pay per sheet assessment fee.
4. Supply an up-to-date membership list each year.

b) Honorary Life Member

An Honorary life member is

1. A person appointed to membership in the Association for life
2. Shall pay no dues and shall have no vote in the Association's affairs, excepting as a duly registered club member

2.3 Admission of Member

2.3.1 Any individual or club may become a member in the appropriate category by meeting the requirements in By-law 2.2.1

2.3.2 Each application for membership must be accompanied by the annual fees stipulated by the Association

2.4 Membership Fees

2.4.1 Annual dues for each Member Club shall be at a rate determined by the Association and ratified at the annual meeting. Dues shall be payable on the first day of December of each year and shall be comprised of two components:

a) A fee for each member of the affiliated curling club who curls a minimum of once per week.

b) A per sheet assessment as determined by the Canadian Curling Association and the PEICA.

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2.4.2 Fiscal Year

The fiscal year is May 1st to April 30th of the following year.

2.5 Rights and Privileges Voting of members

2.5.1 Member Clubs are entitled to:

- a) Receive notice of general meetings of the organization
- b) Attend meetings of the organization
- c) Speak at meetings of the organization
- d) Exercise other rights and privileges given to voting Members in these By Laws

2.5.2 Voting Members

The only members who can vote at meetings of the Association are:

- (a) delegates of Member Clubs in good standing; and
- (b) Executive Members in good standing.

2.5.3 Members in Good Standing

- (a) A club is in good standing when that club has paid all fees required to the Association and attendance at meetings has been 50% or more.
- (b) An Executive Member is in good standing when attendance at meetings is 50% or more.

2.6 Resignations or Withdrawal of Membership

2.6.1 1 Resignation

- a) Any Member or Member Club may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association.
- b) Once the notice is received, the Member Club or Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

2.6.2 Deemed Withdrawal

- (a) If a Member Club has not paid the annual membership fees within three (3) months following the date the fees are due, the Member Club is considered to have submitted his resignation.
- (b) In this case, the name of the Member Club is removed from the Register of Members. The Member Club is considered to have ceased being a Member on the date the name is removed from the Register of Members.

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2.6.3 Fees or Debts

- (a) No refund of annual fees will be made to a member or member club upon the cessation of membership.
- (b) Although a member or member club ceases to be a member by death, resignation or otherwise, they are liable for any debts owing to the Association at the date of ceasing to be a member.

2.7 Suspension of Membership of Any Registered Member

2.7.1 Decision to Suspend

The Executive, at a special executive meeting called for that purpose, may suspend any person's membership for an initial period of not more than three (3) months, for one or more of the following reasons:

- (a) If that person has failed to abide by the By-laws, codes or policies of the Association;
- (b) If that person has been disloyal to the Association;
- (c) If that person has disrupted meetings or functions of the Association; or
- (d) If that person has done or failed to do anything judged to be harmful to the Association.

2.7.2 The Executive has the power to assign further suspensions.

2.7.3 Notice of Suspension

- (a) The affected Member will receive written notice of the Executive's intention to deal with whether or not that Member should be suspended. The Member will receive at least two (2) weeks notice before the special board meeting
- (b) The notice will be sent by single registered mail to the last known address of the Member shown in the records of the organization. The notice may also be delivered by a Member of the Executive.
- (c) The notice will state the grounds for why a suspension is being considered.

2.7.4 Decision of the Executive

- (a) The Member will have an opportunity to appear before the Executive to address the matter. The Executive may allow another person to accompany the Member.
- (b) The Executive will determine how the matter will be dealt with, and may limit the time given the Member to address the Executive
- (c) The Executive will provide reasons for the decision in writing.

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2.8 Expulsion of Members

2.8.1 The Association may, by Special Resolution at a Special General Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association.

2.8.2 The Association will determine how the matter will be dealt with, and can provide the opportunity for the Member to submit a written submission to the Association.

2.8.3 A two-thirds majority of the votes cast will pass a special resolution.

2.8.4 On passage of the Special Resolution, 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 name is removed from the Register of Members.

2.9 Appeals

2.9.1 A member who is dissatisfied with a decision taken under either 2.7 or 2.8 may appeal that decision to a special committee so called for that purpose.

Article 3 – MEETINGS

3.1 The Annual General Meeting

3.1.1 The Association shall hold its Annual General Meeting no later than May 30 of each calendar year. The Executive shall set the place, day and time of the meeting.

3.1.2 The Secretary shall send a notice to each member club at least thirty (30) days before the Annual General Meeting. This notice will state the place, date and time of the Annual General Meeting, and any business from resolutions.

3.1.3 Any member club wishing to have an item of business placed on the agenda of the Annual General Meeting shall advise the Secretary of such, in writing, within seven (7) days of the notice being sent.

3.1.4 The Annual General Meeting shall be attended by all members of the Executive and by member clubs in good standing. Any other persons can attend but shall have no vote.

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3.1.5 Agenda for the Meeting:

- a) Roll Call, and report of Credentials
- b) Recognize Curlers Deceased during the year
- c) Minutes of last Annual Meeting
- d) Business Arising from the Minutes
- e) President's Report
- f) Treasurer's Report
- g) Other Reports
- h) Correspondence
- i) Business arising from correspondence
- j) Consideration of Resolutions
- k) Announcement of sites and dates for Bonspiels
- l) Election of Officers and Directors
- m) Appointment of Auditors
- n) Introduction of new President
- o) New Business
- p) Adjournment

3.2 General Meetings

General Meetings are meetings of the Member Clubs, the Executive and others who hold positions or are on committees. They will be held at a time and place decided at the first meeting of the season or as determined by the Executive

3.3 Special General Meetings

3.3.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- a) by a resolution of the Executive to that effect; or
- b) on the written request of at least four (4) members of the Executive, which must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting, or
- c) on the written request of at least one-third (1/3) of the Voting Members, which must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

3.4 Quorum

3.4.1 Attendance by two-thirds (2/3's) of the members who are eligible to vote is a quorum at the Annual General Meeting.

3.4.2 A quorum for Executive meetings is three people

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3.5 Proceedings at the Annual General or a Special General Meeting

3.5.1 Attendance by the Public

General Meetings of the Association are open to the public

3.5.2 Failure to Reach Quorum

The President will cancel the General Meeting if a quorum is not reached within one-half (1/2) hour after the set time for the start of the meeting. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting can proceed with the Members in attendance and those members shall constitute a quorum.

3.5.3 Presiding Officer

- a) The President chairs every General Meeting of the Association. A Vice-President chairs in the absence of the President.
- b) If the President, the Vice-Presidents and the Treasurer are not present, the voting Members present may choose one (1) of the voting Members to chair

3.5.4 Adjournment

- a) The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- b) No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- c) The association must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

Article 4 – VOTING

4.1 Voting

4.1.1 Each Voting Member in good standing has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it

4.1.2 A majority of the votes of the Voting Members present decides each issue and resolution

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

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4.1.4 Voting by proxy is not permitted

4.1.5 The President votes only in the event of a tie.

4.2 Failure to Give Notice of Meeting

4.2.1 Action taken at a General Meeting shall not be invalidated due to:

- a) accidental omission to give any notice to any voting Member;
- b) any voting Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

4.3 Written Resolution of All the Voting Members

4.3.1 All Voting Members may agree to a resolution in any transmissible form. This resolution is as valid as one passed at a General Meeting if agreed to by two-thirds of voting members present. The date on the resolution is the date it is passed

Article 5 – GOVERNANCE

5.1 Executive

The Executive of the Association shall be:

- a) President-----vote in case of tie
- b) First Vice President-----vote unless acting president
- c) Second Vice President-----vote unless acting president
- d) Secretary-----vote
- e) Treasurer-----vote
- f) Past President-----vote

5.2 Powers of the Executive

5.2.1 The Executive has the power to conduct all business on behalf of the Association.

5.2.2 The Executive may make policies, procedures and rules for managing the affairs of the Association.

5.2.3 The Executive may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly.

5.2.4 The Executive may make policies, procedures and rules relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly.

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5.2.5 The Executive may establish committees, appoint members of committees and delegate any of its powers, duties and functions to any committee.

5.2.6 The Executive may appoint or employ such persons as it deems necessary to carry out work of the Association.

5.2.7 The Executive shall have the authority to interpret any word, term or phrase in this By-law that is ambiguous, contradictory or unclear.

5.3 Election of Executive Members

5.3.1 Officers of the Association shall be elected for a one-year term

5.3.2 Prior to the Annual General Meeting, the President shall appoint a nominating committee that may be chaired by the Past President. The nominating committee shall ensure that competent individuals are willing to stand for each elected office. The committee shall put forth such nominations at the Annual General Meeting.

5.3.3 Any person may be nominated by a member. Nominations may be made from the floor

5.3.4 The office of Past President shall be filled only by the former President upon the election of a new President.

5.3.5 The removal from office of any member of the Executive shall require a two-thirds majority of those present at a special board meeting called for that purpose.

5.3.6 Any candidate running for election for a position on the Executive shall be given a maximum of 5 minutes to speak to the voting members prior to the vote being taken. The candidate may decline to use this opportunity if s/he wishes.

5.3.7 In the event of a vacancy occurring, the Executive may appoint an individual to fill the unexpired term or until the next General Meeting.

5.4 Meetings of Executive

5.4.1 The Executive shall meet at the call of the President.

5.4.2 A quorum shall consist of three members of the Executive.

5.4.3 Each voting member of the Executive shall be entitled to only one vote.

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5.5 Duties of the Executive

5.5.1 The President:

- a) shall preside at all meetings of the Association and Executive;
- b) may be appointed as a member of a committee and will be an Ex-Officio member of all other committees;
- c) shall call meetings of the Executive;
- d) is responsible for the overall direction of the Executive; and
- e) is the main spokesperson for the Association

5.5.2 Vice President:

- a) shall attend all general, special, and executive meetings, and
- b) in the absence of the President, shall act as Chair and assume the duties and powers of the President

5.5.3 Secretary:

- (a) shall attend all general, special, and board meetings;
- (b) shall prepare and preserve the minutes and records of all meetings;
- (c) shall prepare and send notices of meetings;
- (d) shall keep and preserve correspondence, contracts and other important records; and
- (e) shall file annual returns, changes in the Executive, amendments to the By-laws and other incorporating documents with the Corporate Registry.

5.5.4 Treasurer:

- a) Shall attend all general, special, and board meetings;
- b) Shall keep the financial statements and supervise spending monies, including signing cheques;
- c) Shall work with the auditors on the audit of the financial statements;
- d) Shall present the financial reports to the Executive and the AGM; and
- e) Shall preside at all meetings in the absence of the President and Vice Presidents.

5.5.5 Past President:

- a) shall attend all general, special, and board meetings; and
- b) may carry out other duties/projects as requested by the Executive.

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5.5.6 Director/Committee Chair:

- a) shall attend all general, special, and board meetings; and
- b) shall represent the Association at all meetings in the divisions to which they are appointed.

5.5.7 Executive Director:

- a) shall, when requested, attend all general, special and board meetings;
- b) shall have a voice but no vote:
- c) shall be responsible for the day-to-day administration of the Association, under the direction of the Executive

Article 6 – CLUB REPRESENTATION

6.1 It is the duty of each Member Club to select persons to be:

- a) a Delegate to vote at General Meetings;
- b) an event chairperson; and
- c) a junior representative.

These do not necessarily have to be different individuals. Each Member Club in good standing has one vote.

Article 7 – FINANCE AND MANAGEMENT

7.1 Fiscal Year

7.1.1 The fiscal year of the Association shall be the one year period ending April 30.

7.2 Audit: Third Party Review

7.2.1 A third party independent review or an audit of the financial records of the Association shall be done annually.

7.3 Borrowing Powers

7.3.1 The Executive, on behalf of the Association, shall have the authority to:

- (a) apply for, secure, acquire by grant, legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege, which any Government or authority of any company or other public body may be empowered to grant; and to pay for, aid in, and contribute toward, carrying same into effect;
- (b) borrow money on credit of the association and limit and increase the amount borrowed; issue bonds, debentures or other securities

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of the association and pledge or sell the same for such sums at such prices as may be deemed expedient; mortgage or pledge the common properties and facilities, including both the realty and the personality, or both, to secure any bonds or debentures, any other securities, and any money borrowed for the purposes of the association.

7.4 Signing Authority and Execution of Contracts

7.4.1 All cheques must be signed by any two of the following officers: President, Vice-President, Secretary, Treasurer or any other position designated by the Executive.

7.4.2 The Executive, on behalf of the Association, shall have the authority to enter into any arrangements with any Governmental authority, municipality, local or otherwise that may seem conducive to the Association's objects; and to obtain from any such Governmental authority any rights, privileges, concessions which the association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements.

Article 8 - INDEMNITY

8.1 Indemnity

8.1.1 The members of the Executive shall not be personally liable for any mistake of judgment, negligence or any acts of omission made in good faith, except for their own willful malfeasance, misfeasance, misconduct or bad faith.

8.1.2 The Association shall indemnify and hold harmless each of the members of the Executive from all expenses or liability arising out of their position as a member of the Association.

8.1.3 The Association shall obtain the type of insurance commonly known as "Directors and Officers Liability Coverage" in order to fund this indemnity obligation and to encourage service on the Executive.

Article 9 – DISSOLUTION

9.1 It is specifically provided that in the event of dissolution or the winding up of the Association all its remaining assets after payment of its liabilities shall be distributed to any remaining clubs still in operation, or to one or more recognized non-profit organizations in PEI, if no curling clubs are left in operation

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Article 10 – AMENDMENT OF BY LAWS

10.1 Amendment

10.1.1 No addition, amendment, or alteration shall be made in any part of the by-laws of the Association except at the Annual General Meeting or at a Special General Meeting of the Association called for that purpose. These meeting shall be advertised by notices posted.

10.1.2 No addition, amendment, or alteration to the By-laws shall be in order unless notice thereof has been duly given to the Secretary of the Association and the membership at least fifteen (15) days before the date fixed for the Annual General Meeting or for a Specific General Meeting called for that purpose.

10.1.3 Member Club Delegates and Members of the Executive may propose changes to the By-laws

10.1.4 Additions, amendments or alterations to the By-laws may be adopted by a two-thirds (2/3) vote of the members in good standing present at such meeting.

10.1.5 Approved changes to the constitution shall be put into effect within thirty (30) days of the Annual General Meeting or the Special General Meeting called for that purpose.

10.1.6 The Association must annually complete Provincial Form 25 (Annual Return for Part II Non-Profit Companies) showing the names and addresses of the Executive. A copy of the revised By-laws should be attached at that time