

Constitution

Article 1 – NAME

- 1.1** The name of the organization is The Prince Edward Island Curling Association, hereinafter referred to as “The Association”.
- 1.2** The operating name shall be Curl PEI.
- 1.3** The Association is a non-profit and non-sectarian organization.

Article 2 – OBJECTIVES

- 2.1** Foster, encourage, promote and administer the development and growth of curling in the province of Prince Edward Island by:
 - 2.1.1** Encouraging and promoting recreational and competitive curling;
 - 2.1.2** Fostering relations with curling associations in other provinces and territories;
 - 2.1.3** Developing membership;
 - 2.1.4** Promoting and conducting curling and instructors training clinics that will certify coaches, officials and ice technicians;
 - 2.1.5** Ensuring the regulations for the provincial curling championships is applied consistently by all Member Clubs;
 - 2.1.6** Maintaining affiliation with the Curling Canada; and
 - 2.1.7** Support the success and viability of Member Clubs through programming, services and experience.
- 2.2** Serve as the official regulating and operating body of curling throughout the Province of Prince Edward Island.
- 2.3** Encourage participation of athletes at all levels of curling, regardless of gender, age and ability and ensure all players have an opportunity to play in relation to their playing standard.
- 2.4** Endeavor to improve playing, coaching and officiating standards as well as field of play conditions on PEI to strive to have PEI representatives competitive at both Regional and National levels.
- 2.5** Obtain sufficient funds for the successful operation of the Association and its affiliated programs and disburse such funds in a manner conducive to the well-being of the Association.
- 2.6** Hire or otherwise employ persons to assist in the fulfillment of its objectives and purposes.
- 2.7** Perform all such other acts or things as are incidental or conducive to the attainment of the objects and to exercise all and every power set forth in Section 15(1) of the Companies Act, R.S.P.E.I. 1988, and Chapter C-14.

Article 3 – HEAD OFFICE

- 3.1** The Association shall be incorporated with its head office at 40 Enman Crescent, Suite 203 in the City of Charlottetown in the Province of Prince Edward Island.

Article 4 – REMUNERATION

- 4.1** Officers and directors shall not be remunerated for their duties; however, they may be reimbursed for travel and accommodation and other related expenses while representing the Association on official business.

Article 5 – DISSOLUTION

- 5.1** In the event of dissolution or the winding up of the Association, the procedure for dissolution shall be as provided for in the By-laws.

Article 6 – AMENDMENTS TO THE CONSTITUTION

- 6.1** Amendments, additions or alterations to the Constitution must occur at the Annual General Meeting or a Special General Meeting called for that purpose. Class A Members must receive at least fifteen (15) days notice of the proposed change(s) and at least two-thirds (2/3's) of the members who are eligible to vote at the meeting must approve the change.

By-Laws

Article 1 – DEFINITIONS

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

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

Member Curlers: individuals who have joined a duly registered Member Club and paid their appropriate dues. Member Curlers shall have no vote in the organization's affairs (exception is if they are the delegate to represent at Curl PEI meetings and vote on behalf of a club).

Decision: any matter voted upon by Board of Directors or Class A Members of the Association.

Delegate: the individual identified as the representative of a Member Club to take part at meetings and vote on their behalf.

Board of Directors 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 Class A Members.

Member Club: any curling club or other curling establishment located in the Province that is duly registered with the Association, pays annual fees for its membership, supplies an up to date membership list each year and has a delegate to represent and vote for them at meetings. Each Member Club shall have one vote.

Article 2 – MEMBERSHIP & AFFILIATION

2.1 Affiliation

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

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

2.2 Classification of Members

2.2.1 Membership in the Association shall be comprised of:

a) Class A Members (Voting)

1. A. Member Clubs: any curling club or other curling establishment located in the Province that is duly registered with the Association, pays annual fees for its membership, supplies an up to date membership list each year and has a delegate to represent and vote for them at meetings. Each Member Club shall have one vote.

2. B. Director Members: duly elected members of the Board of Directors (“Director Members”). Each Director Member shall have one vote as a Class A Member of the organization, in addition to their rights and responsibilities as a member of the Board of Directors.

b) Class B Members (Non-Voting)

1. A. Member Curlers: individuals who have joined a duly registered Member Club and paid their appropriate dues. Member Curlers shall have no vote in the organization’s affairs (exception is if they are the delegate to represent at Curl PEI meetings and vote on behalf of a club).

2. B. Honorary Life Members: a person appointed to membership in Curl PEI for life. Honorary Life Members shall have no vote in the organization’s affairs (exception is if they are the delegate to represent at Curl PEI meetings and vote on behalf of a club).

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

Annual dues for each Member Club shall be at a rate determined by the Association and ratified at the annual meeting.

2.5 Fiscal Year

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

2.6 Rights and Privileges Voting of members

2.6.1 Class A Members are entitled to:

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

2.7 Resignations or Withdrawal of Membership

2.7.1 Resignation

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

2.7.2 Deemed Withdrawal

- (a) If a Class A - Member Club has not paid the annual membership fees within three (3) months following the date the fees are due, the Class A - Member Club may be considered to have submitted his resignation. A decision on this matter would be made by a resolution of the Board of Directors.
- (b) In this case, the name of the Class A- Member Club is removed from the Register of Members. The Class A - Member Club is considered to have ceased being a Member on the date the name is removed from the Register of Members.

2.7.3 Fees or Debts

- (a) No refund of annual fees will be made to a Member upon the cessation of membership.
- (b) Although a Member 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.

Article 3 – MEETINGS

3.1 The Annual General Meeting

- 3.1.1** The Association shall hold its Annual General Meeting no later than October 15 of each calendar year. The Board of Directors shall set the place, day and time of the meeting.

3.1.2 Written notice must be sent to each Class A Member at least thirty (30) days before the Annual General Meeting. This notice will state the place, date and time of the Annual General Meeting.

3.1.3 Any Class A Member wishing to have an item of business placed on the agenda of the Annual General Meeting shall advise the President or office of the Association 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 Class A Members in good standing. Any Class B Members can attend but shall have no vote.

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) Financial Report
- g) Other Reports
- h) Consideration of Resolutions
- i) Ratify Membership Fees
- j) Announcement of sites and dates for Bonspiels
- k) Election of Officers and Directors
- l) Appointment of Auditors
- m) Introduction of new President
- n) New Business
- o) Adjournment

3.2 General Meetings

General Meetings are meetings of Class A Members and may include others who hold positions or are on committees. They will be held at a time and place decided Board of Directors.

3.3 Special General Meetings

3.3.1 A Special General Meeting may be called at any time:

- a) by a resolution of the Board of Directors to that effect; or
- b) on the written request of at least four (4) members of the Board of Directors, 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 Class A 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 Board of Directors Meeting

Board of Directors Meetings are meeting of the Board of Directors. They will be held at a time and place decided by the President.

3.5 Proceedings at Meetings

3.5.1 Failure to Give Notice of Meeting

- a) Action taken at a Meeting shall not be invalidated due to:
accidental omission to give any notice to any Class A Member;
any Class A Member not receiving any notice; or
any error in any notice that does not affect the meaning.

3.5.2 Quorum

- a) Attendance by two-thirds (2/3's) of the members who are eligible to vote is a quorum at the Annual General Meeting, a Special General Meeting and a General Meeting.
- b) A quorum for Board of Directors meetings is three Directors.

3.5.3 Failure to Reach Quorum

- a) 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 at a time and place determined by the President and providing at least seven days' notice. 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.
- b) The people who are present at the General Meeting when quorum is not reached may remain for a discussion and/or to receive information only.

3.5.4 Presiding Officer

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

3.5.5 Adjournment

- a) The President may adjourn any Meeting with the consent of the

majority of the Class A Members at the meeting. The adjourned Meeting conducts only the unfinished business from the initial Meeting.

- b) No notice is necessary if the Meeting is adjourned for less than thirty (30) days.
- c) The Association must give notice when a Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Meeting, of the same category.

Article 4 – VOTING

4.1 Voting

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

4.1.2 A majority of the votes of the Class A 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.

4.1.4 Voting by proxy is not permitted.

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

4.2 Written Resolution of All the Class A Members

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

Article 5 – Virtual Meetings

5.1 Electronic Meetings

5.1.1 Board and Membership meetings may take place by phone or other electronic or communications facility that permits all participants to communicate adequately with each other and participate fully in the meeting discussions and decision-making. A person participating in a meeting by such means is deemed to be present at the meeting.

5.1.2 Notwithstanding any other provision of this bylaw, any person

participating in a meeting of the Board of Directors or the Membership pursuant to this section who is entitled to vote at the meeting may vote by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose. The result of this vote shall be as binding on the Association as if the vote had been decided in regular Board meeting or Membership meeting and duly recorded.

5.2 Electronic Votes Between Board Meeting

5.2.1 Electronic votes may occur between Board meetings with the following provisions:

- a) No more than one item will be submitted at any time to the Board of Directors for an electronic vote
- b) The motion put to any electronic vote must not be contentious and must not be on a matter with requires extensive Board discussion
- c) Any motion put to any electronic vote must have all relevant background material attached so Board members can make an informed decision
- d) Board members must be given five (5) days to review the motion and vote in an electronic vote
- e) Electronic voting on any matter shall not proceed if any Director objects to such method of voting on any issue

5.3 Resolution in Lieu of Meeting

5.3.1 Except where prohibited by the PEI Companies Act or these bylaws, a resolution in writing approved by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members; and

5.3.2 Members may express approval of the resolution by signing the written resolution, or by electronic means where the member entitled to vote is identified and verified by name; and

5.3.3 A copy of every resolution referred to in subsection (1) shall be kept with the minutes of the meetings of members; and

5.3.4 Unless a ballot is demanded, a written resolution to the effect that the President, chairperson or another officer of the Association declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact of the number or proportion of the votes recorded in favour of or against the resolution.

Article 6 – GOVERNANCE

6.1 Board of Directors

6.1.1 The Board of Directors 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

6.2 Powers of the Board of Directors

6.2.1 The Board of Directors has the power to conduct all business on behalf of the Association.

6.2.2 The Board of Directors may make policies and procedures for managing the affairs of the Association.

6.2.3 The Board of Directors may make policies and procedures relating to the discipline of members, and shall have the authority to discipline members accordingly.

6.2.4 The Board of Directors may make policies and procedures relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly.

- 6.2.5** The Board of Directors may establish committees, appoint members of committees and delegate any of its powers, duties and functions to any committee.
- 6.2.6** The Board of Directors may appoint or employ such persons as it deems necessary to carry out work of the Association.
- 6.2.7** The Board of Directors shall have the authority to interpret any word, term or phrase in this By-law that is ambiguous, contradictory or unclear.

6.3 Election of the Board of Directors

- 6.3.1** Directors of the Association shall be elected for a one-year term.
- 6.3.2** 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.
- 6.3.3** Any person may be nominated by a Class A Member. Nominations may be made from the floor.
- 6.3.4** The office of Past President shall be filled only by the former President upon the election of a new President.
- 6.3.5** The removal from office of any member of the Board of Directors shall require a two-thirds majority of those present at a special board meeting called for that purpose.
- 6.3.6** Any candidate running for election for a position on the Board of Directors shall be given a maximum of 5 minutes to speak to the Class A Members prior to the vote being taken. The candidate may decline to use this opportunity if s/he wishes.
- 6.3.7** In the event of a vacancy occurring, the Board of Directors may appoint an individual to fill the vacancy until the next Annual General Meeting.

6.4 Duties of the Directors

- 6.4.1** The President:
 - a) shall preside at all meetings of the Association and Board of Directors;
 - b) will be an Ex- Officio member of all other committees;

- c) shall call meetings of the Board of Directors:
- d) is responsible for the overall direction of the Board of Directors; &
- e) is the main spokesperson for the Association.

6.4.2 Vice President:

- a) shall attend all meetings of the Association and Board of Directors, and
- b) in the absence of the President, shall act as Chair and assume the duties and powers of the President.

6.4.3 Secretary:

- a) shall attend all meetings of the Association and Board of Directors; and
- b) shall prepare and preserve the minutes and records of all meetings.

6.4.4 Treasurer:

- a) Shall attend all meetings of the Association and Board of Directors;
- 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 Board of Directors and the AGM; and
- e) Shall preside at all meetings in the absence of the President and Vice Presidents.

6.4.5 Past President:

- a) shall attend all meetings of the Association and Board of Directors; and
- b) may carry out other duties/projects as requested by the Board of Directors.

Article 7 – OPERATIONS

7.1 Duties of the 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 Board of Directors.

Article 8 – CLUB REPRESENTATION

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

- a) a Delegate to vote at General Meetings, Annual General Meetings and Special General Meetings;

8.2 It is the duty of each Delegate to identify persons to be:

- a) an event chairperson; and
- b) a junior representative.

These do not necessarily have to be different individuals.

Article 9 – FINANCE AND MANAGEMENT

9.1 Fiscal Year

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

9.2 Financial Accountability

9.2.1 At a minimum “a notice to reader” will be presented at the Annual General Meeting. The financial report is to be presented and approved at the Annual General Meeting.

9.3 Borrowing Powers

9.3.1 The Board of Directors, 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

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.

9.4 Signing Authority and Execution of Contracts

9.4.1 All cheques must be signed by any two of the following officers: President, Vice-President, Secretary, Treasurer or any other position designated by a resolution of the Board of Directors.

9.4.2 The Board of Directors, 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 10 - INDEMNITY

10.1 Indemnity

10.1.1 The members of the Board of Directors 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.

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

10.1.3 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 Board of Directors.

Article 11 – DISSOLUTION

11.1 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 Member Clubs still in operation, or to one or more recognized non-profit organizations in PEI, if no Member Clubs are left in operation.

Article 12 – AMENDMENT OF BY LAWS

12.1 Amendment

12.1.1 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.

12.1.2 No addition, amendment, or alteration to the By-laws shall be in order unless notice thereof has been duly given to the President or Association office and the Class A Members at least fifteen (15) days before the date fixed for the Annual General Meeting or for a Special General Meeting called for that purpose.

12.1.3 Class A Members may propose changes to the By-laws.

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

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