

NEW BRUNSWICK CURLING ASSOCIATION
BY-LAWS



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ARTICLE I-GENERAL

- 1.1 Name- The name of this association is New Brunswick Curling Association Inc. (hereby referred to as “the Association Or “NBCA”).
- 1.2 Purpose- These By-laws relate to the general conduct of the affairs of the New Brunswick Curling Association, which may also operate as Curling NB.
- 1.3 Definitions- The following terms have these meanings in these By-laws
 - a. Act- The New Brunswick Companies Act
 - b. Association- The New Brunswick Curling Association (NBCA) (operating as Curling NB).
 - c. Auditor- An individual, partnership, or corporation appointed by the Members at the Annual meeting to perform a Review Engagement or audit of accounts and records of the Association.
 - d. Board- The Board of Directors of the Association.
 - e. Director- Any member of the Board of Directors.
 - f. Executive Director- An employee of the Association responsible for the day-to-day administration of the affairs of the Association.
 - g. Member- A curling club, in good standing, that has qualified to be a member as per these By-laws.
 - h. Officer- Refers to the President, two Vice Presidents, and Treasurer.
 - i. Ordinary Resolution- A resolution passed by a majority of votes cast on that resolution.
- 1.4 Registered Office- The registered office of the Association will be located within the Province of New Brunswick.
- 1.5 Corporate Seal- The Association may have a corporate seal, which shall be in the custody of the office of the Association.
- 1.6 Affiliation- This Association is affiliated with the Canadian Curling Association, (hereby referred to as Curling Canada.), Sport NB and will affiliate with other such bodies as approved by the general membership.
- 1.7 No Gain for Members- The Association will be carried on without the purpose of gain for its members and any profits or other accretions to the Association will be used in promoting its objects.
- 1.8 Ruling on By-laws- Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of the Association.
- 1.9 Conduct of Meetings- Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

- 1.10 Interpretation- Words importing the singular will include the plural and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.
- 1.11 Severability- If any portion of these By-laws is deemed by any court of competent jurisdiction to be illegal or unenforceable, then the remaining provisions of these By-laws will remain in full force and effect notwithstanding.
- 1.12 Jurisdiction- These By-laws will be interpreted in accordance with the laws of the Province of New Brunswick.

ARTICLE II-MEMBERSHIP

- 2.1. Any curling club within the province of NB may affiliate with the Association.
- 2.2. Application for membership shall be in writing, duly signed by the proper officers of the club and shall state that the applicant agrees to abide by the By-laws, policies, rules and regulations of the Association.
- 2.3. It is the responsibility of the Association Board of Directors to accept/reject applications for affiliation. Upon approval of affiliation, curling clubs are required to provide the Executive Director of the Association with names and contact information of the curling club Executive, Junior/Youth Co-ordinator and complete Membership ID Report.
- 2.4. An affiliated club is considered a member in good standing when it has met its financial responsibilities to the Association and abides by the By-laws, rules and regulations.
- 2.5. The membership of any club may be terminated in the event that fees are unpaid, or By-laws or regulations of the Association are not followed.
- 2.6. Honorary Life Members of the Association may be appointed by the Executive Committee. Induction as an Honorary Life Member is acknowledgement of a member who has given meritorious service to the Association and to the sport of curling in general. Honorary Life Members may be called upon by the Association to provide guidance and advice.

ARTICLE III-DUES

- 3.1. Membership dues and fees shall be determined annually by the Board of Directors. All dues and fees are payable by the 15th of Jan.
- 3.2. Members will be notified in writing of the membership dues and fees. Should a curling club fail to pay its annual affiliation dues and fees and/or submit its

Membership ID Report within sixty (60) days of the renewal date, the association will deny both the curling club and its participants access to any benefits affiliation provides, including access to competitions offered by the Association, for that season. (It will be the responsibility of the curling club to promptly notify the Executive Director of the Association of any individuals who become participants following the deadline date).

- 3.3 Should dues and fees remain unpaid at the next Annual General Meeting, the curling club will be considered to have forfeited its membership in the Association. Any curling club ceasing to be a member of the Association may, upon successful application for readmission and submission of contact information of the curling club Executive, Junior/Youth Co-ordinator and current Membership ID Report, be reinstated.

ARTICLE IV-MEETINGS

- 4.1 Annual General Meeting- The Annual General Meeting (AGM) of the Association for the reception of Reports, Appointment of Auditors, Election of Officers, Declaration of Dues and Fees for the ensuing year, and the transacting of other business, shall be held no more than 15 months from the previous AGM at a time and place designated by the President.
- 4.2. Special Meetings- Special Meetings shall be held at such times as the President may deem necessary, or at the call of the President on the written request of five NBCA affiliated curling clubs, to deal with business arising during the curling season. Debate at Special Meetings shall be limited to the subject of the Special Meeting.
- 4.3. Semi-Annual Meeting- The Semi-Annual General Meeting (SAGM) of the Association for the presentation of an audited financial report, and the transacting of other business shall be held on or before the first weekend in November, unless extenuating circumstances prevent it, at a time and place designated by the President.
- 4.4. Participation/Holding by Electronic Means- Any person entitled to attend/participate in a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed to be present at the meeting.
- 4.5. Notice- The General Meeting notices and stated agendas will be given to affiliated curling clubs at least fourteen (14) days prior to the meeting date. Such General Meetings will include the AGM, SAGM and Special General Meetings.

- 4.6. Quorum- Delegates from at least six (6) NBCA affiliated curling clubs will represent a quorum for the transaction of business of all General Meetings of the Association.
- 4.7. Chair- The President shall preside at all meetings of the Association and, when necessary, give a casting vote at any meeting.
- 4.8. In the absence of the President, the Executive Vice-President, or in the absence of both, the Associate Vice-President, or in the absence of all three, any other Director appointed by the board shall Chair the meeting.
- 4.9. The presiding officer of the General Meeting shall not be a curling club delegate.
- 4.10 Order of Business- General Meetings of the Association will consist of, but not be limited to, the following items, as applicable:
- Report on Credentials
 - Ratification of Agenda and Appointment of Scrutineers
 - Minute of Silence for Departed Members
 - Adoption of Minutes
 - Appointment of Auditors
 - Unfinished Business
 - Treasurer's Interim or Annual Report
 - Declaration of Annual Dues and Fees.
 - Report of Correspondence
 - Admission of New Curling Clubs
 - Report of Committees
 - President's and Executive Directors Reports
 - Report of Nominating Committee
 - Election of Board Members
 - Notices for Consideration/ Motions to Amend the By-Laws
 - New Business
- 4.11 Scrutineers- At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 4.12 Attendance- The only persons entitled to attend a meeting of the Members are the Members, the Directors and any other person invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.
- 4.13 Voting Rights- Each affiliated curling club is entitled to send two (2) voting delegates to all General Meetings of the Association. There shall be no proxies. Curling clubs may also send two (2) official observers to any meeting, but such observers shall not have a vote.

- 4.14 Any member in good standing of an affiliated curling club may attend a General Meeting of the Association in an unofficial capacity.
- 4.15 Determination of Votes- Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a member.
- 4.16 Majority of Votes- Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the President of the Association (or designate) shall cast the deciding vote.

ARTICLE V-GOVERNANCE

- 5.1 Composition of the Board- The Board of Directors will consist of the President, two (2) Vice Presidents, Past President, Treasurer, six (6) Zone Directors (one Director for each of the six Zones), the Youth Development Director, the NB Technical Director, the Competitions Director and Players' Committee Representative. The Executive Director shall be a member of the Board of Directors and have no voting rights.
- 5.2 Officers- The Officers of the Association will be elected at the Annual General Meeting and will consist of a) President, b) two (2) Vice Presidents and a Treasurer. The term of office for the elected Officers of the Association shall be a one (1) year term with a maximum tenure of two (2) consecutive years per officer's position. The Officers of the Association will hold office until their successors have been duly elected with these By-laws, unless they resign, are removed from or vacate their office.
- 5.3 Past President- The immediate out-going President may be appointed by the Board as an Officer of the Association for one (1) additional year and will assume an advisory role. Their title will be Past President. Should the outgoing President be unable or unwilling to fulfill this role, the position will remain vacant until the existing President completes their term of office. Once the Past President's term is completed, the Past President must take a sabbatical from the Board for a period of at least one (1) year.
- 5.4 Duties of Officers:
- a) President: The President will be the chair of the Board, will preside at all meetings of the Members and of the Board unless otherwise designated, will be the official spokesperson of the Association, and will perform such other duties as may be established by the Board.

- b) Vice President: The Vice Presidents will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may be established by the Board.
 - c) Treasurer: The Treasurer shall liaise with the Executive Director and report to the board. The Treasurer is responsible for ensuring that the Association's finances are managed according to its policies. They support the Executive Director in the development of a budget and the monitoring of it.
- 5.5 The Executive Committee will consist of the Officers of the Association (President, Past President, Executive Vice President, Associate Vice President, Treasurer) and the Executive Director.
- 5.6 Duties of Directors- Members of the Board of Directors are responsible for the promotion of curling throughout the province. Every Director will act honestly and in good faith with a view to the best interests of the Association.
- 5.7 Eligibility- The Directors of the Association must be members in good standing of a NBCA affiliated curling club, nineteen (19) years of age or older and has the power under law to contract, is not in the status of bankrupt.
- 5.8 Gender Standard for Board of Directors- In advancement of gender diversity on the Board of Directors, the board shall strive to ensure that no gender identity accounts for more than 60% of the total number of Directors.
- 5.9 Board Nominations- Prior to the Annual General Meeting the Board of Directors will establish a Nominating Committee for the purpose of identifying prospective Directors and obtaining their agreement to stand for election. No nominations for office will be placed on the ballots without the consent of the candidate. Letters of Nomination are to be forwarded to the Nomination Committee and should list the names of three (3) nominators, all of whom must be members in good standing of a NBCA affiliated curling club. For the office of President, nominees must have served on the NBCA Board in an elected position for a minimum of one (1) year within the prior two (2) years.
- 5.10 Elections- The report of the Nominating Committee shall be made at the Annual General Meeting. Nominations for all offices may also be made from the floor.
 - a) Elections will be decided by Ordinary Resolution of the members in accordance with the following:
 - b) One valid nomination: Position shall be declared filled by acclamation
 - c) Two or more valid nominations: The nominee(s) receiving the greatest number of votes will be elected. If a majority vote is not attained after any vote, the nominee with the least number of votes shall be removed

from the ballot and a subsequent vote shall be held until a majority is attained by a candidate.

5.11 Terms-

- a) Officers: The term of office for the elected Officers of the Association shall be a one (1) year term with a maximum tenure of two (2) consecutive years per officer's position. The Officers of the Association will hold office until their successors have been duly elected with these By-laws, unless they resign, are removed from or vacate their office.
- b) Zone Directors will serve a three (3) year term and shall have the option to serve one additional term without re-election. Available Zone Director positions will be elected annually at the Annual General Meeting. Letters of Nomination are to be forwarded to the Nomination Committee and should list the names of three (3) nominators, all of whom must be members in good standing of a NBCA affiliated curling club. Should any Zone Director be unable to complete their term of office, a replacement will be appointed by the Board of Directors until the next Annual General Meeting. Zone Directors must be members in good standing at a Curling NB affiliated club within the zone they represent.
- c) The NB Players' Committee Representative will be selected annually by the NB Players' Committee per their policies. The tenure is a minimum of one (1) year to a maximum of four (4) years. The NB Players' Committee Representative must be a member in good standing of a NBCA Affiliated Curling Club. Should the NB Players' Committee terminate operation, this position will remain vacant until such time as proof of re-establishment can be presented to the NBCA Board of Directors.
- d) The positions of Technical Director, Competitions Director, Youth Development Director are elected based on the recommendation of the Nomination Committee. Each will be offered an initial four (4) year term with the option for the Nomination Committee to recommend an additional four (4) year term.

5.12 Resignation and removal of directors:

- a) Resignation- A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President or at a time specified in the notice, whichever is later. When a director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

- b) Vacate Office- The office of any Director will be vacated automatically if:
- the Director resigns.
 - at the discretion of the Board and without reasonable excuse, the Director is absent for three (3) meetings between the Annual Members Meetings.
 - the Director is found to be incapable of managing property by a court or under New Brunswick Law.
 - the Director is found by a court to be of unsound mind.
 - the Director becomes bankrupt or suspends payments of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
 - the Director dies.
- c) Removal- An elected Director may be removed by Ordinary Resolution of the Members at an Annual or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.
- d) Replacement Director- Should any Director be unable to complete their term of office, a replacement will be appointed by the Board of Directors until the next Annual General Meeting.

5.13 Powers of the Board:

- a) Managing the Affairs of the Association- The Board will make and amend policies, rules and operating procedures, for managing the affairs of the Association in accordance with these By-laws; will ensure Members adhere to these policies, rules and operating procedures, and will ensure direction from general meetings are carried out.
- b) Discipline- The Board of Directors may make policies and procedures relating to the discipline of members, and shall have the authority to discipline members accordingly
- c) Dispute Resolution- The Board may make policies and procedures relating to the management of disputes within an Association and all disputes will be dealt with in accordance with such policies and procedures.
- d) The Board of Directors may establish committees, appoint members of committees and delegate any of its powers, duties and functions to any committee.

- e) The Board of Directors may appoint or employ such persons as it deems necessary to carry out the work of the Association. Employees will not have voting rights of the Association.
- f) Determine registration procedures, determine membership dues, and determine other registration requirements.
- g) Enable the NBCA to receive donations and benefits for the purpose of furthering the objectives of the Association
- h) Make expenditures for the purpose of furthering the objectives of the Association
- i) Borrowing Powers- The board may borrow money upon the credit of the Association as it deems necessary.
- j) Has the power to adjudicate upon any matter arising in an emergency.

5.14 Meetings of the Board:

- a) Call of Meeting- A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.
- b) Chair- The President will be the Chair of all Board meetings unless an alternate is designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.
- c) Number of Meetings- The board of Directors shall meet face to face or by way of teleconference to discuss issues in at least six (6) meetings per year. Two of these will be held the morning of the Annual General meeting and the Semi-Annual General meeting.
- d) Quorum- At any meeting of the Board, quorum will be greater than fifty percent of Directors holding office.
- e) Board Planning Meeting- A Board of Directors planning meeting will be held during the off season at a specific date, time and location to be determined by the President.

ARTICLE VI-FINANCE AND MANAGEMENT

- 6.1. Fiscal Year: The Fiscal Year End of the Association is April 30th unless otherwise determined by the Board of Directors.
- 6.2. Bank: The Bank of the Association is determined by the Board of Directors.
- 6.3. Auditors: At the Annual General Meeting the Members shall appoint an auditor to conduct a review engagement of the books, accounts and records of the

Association at least once per year. A qualified accountant, appointed at this meeting, must perform this audit.

6.4. Books and records:

a) The necessary books and records of the Association required by these By-laws, the Act or by applicable law will be necessarily and properly kept. The books and records may include but are not limited to:

- The Articles and By-Laws of the Association
- Minutes of meetings of members and any committee of members
- Resolutions of Members and any committee of members
- Minutes of meetings and resolutions of Directors or any committee of Directors
- A register of Directors and Officers
- A Register of Members
- Accounting records

b) A Member Representative wishing to inspect the books or records of the Association must give reasonable notice to the President or Executive Director of the Association of their intentions to do so.

c) All financial records of the Association are open for such inspection by the Members, during normal business hours and with reasonable notice.

6.5. Signing authority: The Executive Director and at least two other members of the Executive Committee are to be named annually. They will have the power to draw, accept or endorse cheques and orders for payment of monies on behalf of the Association. All cheques require dual signatures.

6.6. Contracts & Agreements: Deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Association will be executed by at least two (2) individuals designated by resolution of the Association.

6.7. Annual Financial Statement: At each Semi-Annual General Meeting of the Association, the Auditor submits a complete statement of the books for the previous year.

6.8. Borrowing: The Association may borrow or raise funds to meet its objectives and operations. The Association decides the amounts and ways to raise money, including giving or granting security.

- 6.9. Remuneration: The Directors and Officers shall receive no remuneration for acting as such and no Director or Officer shall directly or indirectly receive any profit from his/her position. Directors and Officers, and such other person named by them, may receive reasonable compensation for expenses incurred by them in the normal course of their duties.
- 6.10. Protection and Indemnity of Directors and Officers: Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Association. The Association does not protect any Director, or Officer for acts of fraud, dishonesty or bad faith. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in their role for the Association, unless the act is fraud, dishonesty or bad faith.
- 6.11. Directors or Officers can rely on the accuracy of any statement or report prepared by the Association auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 6.12. The Association will purchase and maintain insurance for the benefit of any person referred to in these By-laws against any liability incurred by them in their capacity as a Director of the Association.
- 6.13. Conflict of interest: A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, and will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction and will otherwise comply with the requirements and the intent of the Board's conflict of interest policy.

ARTICLE VII-COMMITTEES

- 7.1 The Board of Directors shall establish two types of committees, Standing Committees and Operational Committees, whose terms of reference shall be set out in the Associations Governance Policies and Guidelines.
- 7.2 Standing Committees: There shall be three standing committees. These are the Executive Committee, the Nominating Committee and the Finance Committee
- a) The Executive Committee-
- The Executive Committee is a standing committee comprised of the Officers and the Executive Director.

- The role of the Executive Committee is to have the authority to oversee the implementation of the Associations policies and procedures during intervals between meetings of the Board.
- The Executive Committee is empowered to act between board meetings in matters of urgency or as authorized by the board.

b) Nominating Committee-

- The Nominating Committee is a standing committee that shall be led by the Associate Vice- President. The Associate Vice-President shall recruit other board members as appropriate.
- The role of the committee is to identify the number of vacancies and to recruit individuals to fill those positions based on the desired skill sets and need for appropriate member representation.
- The Nominating Committee may also act to seek out board members to fill vacancies between Annual General Meetings.
- The Nominating Committee shall submit to the Executive Director, a list of nominations for at the board at least 30 days prior to the Annual General Meeting.

c) The Finance Committee-

- The Finance Committee is a standing committee comprised of the Officers and Executive Director. This committee shall review financial statements before they are approved by the Board of Directors.

7.3 Operational Committees: The Board of Directors may appoint committees as it deems necessary for managing the affairs of the Association as required. Committees are to be chaired or vice-chaired by a Director and are subject to a set of Roles & Responsibilities as per included in the Associations Policies and Guidelines. These committees may include but not be limited to:

- Technical Committee
- Competitions Committee
- Youth Development Committee
- Players Committee

7.4 The Board may strike such committees as it deems appropriate and necessary for the carrying out of the Associations activities and objects. Such committees shall include a member of the board and may also include Member representatives with appropriate expertise. Each Committee shall report to the Executive Director and Board of Directors and adhere to a specified term of reference.

7.5 All committees of the Association will be accountable to the NBCA membership

and the NBCA Board of Directors and will follow “best practices” established by existing Committees including adherence to the NBCA Code of Conduct, Harassment & Ethics and all other policies of the NBCA.

ARTICLE VIII-AMENDING THE BY-LAWS

- 8.1 Amendments to the By-laws can only be made at the AGM or SAGM or a Special General Meeting called for that purpose.
- 8.2 A Notice for Consideration to Change the By-laws must be provided, in writing, to the Executive Director of the Association, at least two months prior to the upcoming General Meeting.
- 8.3 The Executive Director will circulate any Notices for Consideration to all NBCA affiliated curling clubs one month prior to the next General Meeting.
- 8.4 In order to be carried, a Motion to Amend the By-laws must receive two-thirds of the votes cast at the General Meeting.
- 8.5 The amended By-laws take effect one week after approval by the General Membership.

ARTICLE IX-DISSOLUTION

- 9.1 Dissolution- In the event of the dissolution of the Association, all its remaining assets, after payment of its liabilities shall be distributed to any remaining Member Clubs still in operation, or as designated by the Board of Directors, to one or more recognized non-profit organizations in NB, if no Member Clubs are left in operation.

ARTICLE X-ADOPTION OF THESE BY-LAWS

- 10.1 Ratification- These By-laws were ratified by the Members of the Association at a meeting of Members duly called and held on Date_____ 2025
- 10.2 Repeal of Prior By-laws- In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.