



CONSTITUTION AND BYLAWS

CONSTITUTION

The name of the Society is:

Northwest Territories Curling Association (NWTCA).

The objectives of the NWT Curling Association are:

1. to promote and enhance curling in all regions of the Northwest Territories; and
2. to assist curling clubs in all areas of operation wherever possible.

Municipality of Operation:

The NWTCA will operate its business based in the City of Yellowknife, Northwest Territories.

BYLAWS

1. NAME, LEGAL FORM, AND HEAD OFFICE:

- 1.1. The name of the Society shall be the Northwest Territories Curling Association, and hereinafter referred to as the NWTCA.
- 1.2. Add Board of Governors is hereinafter referred to as the Board.
- 1.3. The Head Office and banking institution of the Association shall be in Yellowknife, Northwest Territories (NT), and may only be transferred to another location following a resolution passed at the Annual General Meeting. The NWTCA may also maintain an account at a chartered bank or trust company in other NWT communities should it be required.
- 1.4. Except as provided in the *Northwest Territories Societies Act (Act)*, the NWTCA's Board of Governors, hereinafter referred to as the Board, shall have the authority to interpret any provision of these Bylaws that is unclear.

2. CORPORATE SEAL AND LOGO:

- 2.1. The seal of the NWTCA shall consist of the word "Seal" in a circle formed by the words "Northwest Territories Curling Association".
- 2.2. The seal shall be kept in the custody of the Administrative Assistant of the NWTCA and shall not be affixed to any instrument or document except on the authority of a resolution of the Board and in the presence of at least two (2) members of the Board of Governors.
- 2.3. All documents or instruments that must be endorsed by the NWTCA shall be signed by any two (2) Members of the Board of Governors of the NWTCA.

3. NEUTRALITY AND NON-DISCRIMINATION:

Discrimination of any kind against a person or group of people on account of race, colour, ancestry, nationality, ethnic origin, place of origin, creed, religion, age, disability, sex, sexual orientation, gender identity, marital status, family status, family affiliation, political belief, political affiliation, social condition and a conviction that is subject to a pardon or record suspension, is strictly prohibited and punishable by suspension or expulsion, or in accordance with other Policies of the NWTCA.

4. FISCAL YEAR:

- 4.1. The NWTCA's financial year shall be from the 1st day of April in one year to the 31st day of March in the subsequent year.
- 4.2. The annual financial statements of the NWTCA, as of March 31st, shall be presented to the Membership at the Annual General Meeting.

5. MEMBERSHIP:

5.1. All clubs within the Northwest Territories who support the Objectives of the NWTCA are eligible for membership.

5.2. Categories of Membership:

Voting Members

a) Affiliate Clubs – any club properly constituted under the NWT Societies Act with at least 20 registered members.

Non-voting Members

b) Associate – those entities that wish to receive funds from the NWTCA in order to participate in events or deliver services that align with the Mission of the NWTCA.

c) Honourary – those individuals recognized for their contribution to the development of curling within the Northwest Territories.

6. REQUEST AND PROCEDURE FOR APPLICATION:

6.1. An Affiliate Club or an Associate Club, wishing to become a Member of the NWTCA shall complete all documentation and processes as outlined in the *Membership Policy*.

6.2. A new Affiliate Club or an Associate Club, shall acquire membership rights and obligations as soon as they are enrolled and upon payment of the applicable Membership Fees.

7. MEMBERS' RIGHTS:

7.1. Only a Member in good standing may exercise Member rights as established in the Bylaws, Policies, and procedures of the NWTCA.

7.2. To be in good standing a Member must comply with the Bylaws, Policies, and procedures of the NWTCA.

7.3. A Member of the NWTCA has the following rights:

a) To take part in all Annual and Special General Meetings of the NWTCA, to know the agenda within the prescribed time, and to exercise voting rights in accordance with Article 14;

b) To submit proposals for inclusion on the agenda of all Annual General Meetings of the NWTCA within the timelines prescribed in Article 12.3;

c) To take part in all NWTCA activities and to use all the facilities established by the NWTCA for the promotion of its purposes, subject to established Policies;

d) To nominate candidates for the Board of the NWTCA;

e) To receive the information gathered by the NWTCA except for that information declared to be confidential by the NWTCA; and

f) To exercise all other rights arising from these Bylaws and other Policies of the NWTCA.

7.4. The exercise of these rights is subject to other provisions in these Bylaws and the applicable Policies and procedures of the NWTCA.

8. MEMBERS' OBLIGATIONS:

8.1. A Member of the NWTCA has the following obligations:

- a) To respect the Bylaws, Policies, and decisions of the NWTCA at all times;
- b) To ensure the election of the Board;
- c) To meet all of their financial obligations to the NWTCA;
- d) To take part in the NWTCA's activities, serve on committees, and attend meetings;
and
- e) To comply fully with all other duties arising from the Bylaws and other Policies of the NWTCA.

8.2. A Member may withdraw from Membership in the NWTCA by providing thirty (30) days' notice in writing to the President.

9. FEES

9.1. The Board shall establish fees as required.

9.2. Any Member in arrears shall not be considered in good standing.

10. SUSPENSION AND REINSTATEMENT:

10.1. The Board may suspend a Member that seriously or repeatedly violates its obligations as a Member with immediate effect. Suspended members are still required to pay all required fees.

10.2. The suspension shall continue until set aside by the Board or lifted once any requirement(s) has been fulfilled.

10.3. A suspended Member shall lose its Member rights. A disciplinary committee may impose further sanctions.

11. EXPULSION & RESIGNATIONS:

11.1. Any Member whose conduct is considered detrimental to the NWTCA may be expelled by a resolution passed by the majority of the Board.

11.2. A Member that has been expelled has a right of appeal where procedural fairness has not been adhered to or an error in law has occurred.

- 11.3.** Membership is terminated by resignation or expulsion. Loss of membership does not relieve the Member from its financial obligations towards the NWTCA but results in a cancellation of all rights in relation to the NWTCA.
- 11.4.** An individual on the Board or an Appointed Director may resign by submitting their intent in writing to the President.
- 11.5.** An individual on the Board or an Appointed Director may be removed from the Board if absent from three (3) or more consecutive Board meetings.
- 11.6.** Any individual on the Executive or an Appointed Director may be expelled by the Board of Governors for gross misconduct or for failing or refusing to carry out their duties as provided by these Bylaws and the Policies of the NWTCA.

12. ANNUAL GENERAL MEETINGS:

- 12.1.** The Annual General Meeting of the NWTCA shall be held between thirty-one (31) and ninety (90) days following the end of the fiscal year. The place and date will be determined by the Board.
- 12.2.** All members shall receive notice of the Annual General Meeting at least forty-five (45) days prior to the date of the meeting. The following materials shall be made available to Members no later than ten (10) days before the meeting: agenda, reports, previous Annual General Meeting minutes, Financial Statements, any proposed amendments to the Bylaws.
- 12.3.** The designated individual shall prepare the agenda based on submissions from the Board and the Members. Any submission that a Member wishes to forward to the Annual General Meeting shall be sent to the designated individual in writing, with a brief explanation, at least fourteen (14) days before the date of the Annual General Meeting.
- 12.4.** The business at the Annual General Meeting shall typically include:
- a) Call to Order
 - b) Approval of the Agenda
 - c) Adoption of Minutes from the previous general meeting
 - d) President's Report
 - e) Finance Report
 - f) Fee Structure
 - g) Discussion of the Financial Statements
 - h) Reports from the Club Representatives and Directors
 - i) Admissions, Suspensions, Expulsions
 - j) Amendments to Bylaws
 - k) Elections and Appointments
 - l) New Business
 - m) Next Annual General Meeting
 - n) Adjournment

12.5. A quorum for all Annual General Meetings shall consist of a majority of the Affiliated Clubs in good standing and present at the meeting.

13. SPECIAL GENERAL MEETING:

13.1. The Board may convene a Special General Meeting at any time.

13.2. The Board must convene a Special General Meeting if a majority of the Affiliated Clubs make such a request in writing. The request shall specify the issue for discussion for the agenda. A Special General Meeting shall be held within forty- five (45) days of receipt of the request.

13.3. Fourteen (14) days' notice shall be given for any Special General Meeting and the Board and all Members shall receive all relevant meeting materials no later than seven (7) days before the meeting.

13.4. When a Special General Meeting is convened on the initiative of the Board, it must draw up the agenda. When a Special General Meeting is convened upon the request of Members, the agenda must deal only with the issue raised by the Members.

13.5. The agenda of a Special General Meeting may not be altered.

13.6. A quorum for a Special General Meetings shall consist of a majority of the Affiliated Clubs in good standing and present at the meeting.

14. DECISIONS OF THE MEMBERSHIP:

14.1. Unless otherwise stipulated in these Bylaws, a majority of the votes eligible to be cast is sufficient for a vote to be valid.

14.2. A decision that requires a vote shall be reached by approval by the majority of votes cast.

14.3. A secret ballot or roll call will be held if requested by an eligible voter present at the Annual General or Special General Meeting of the NWTCA.

14.4. Every Affiliated Club's Representative, the Vice President, and Past-President are each entitled to one vote on any motion or resolution at the Annual or any Special General Meeting of the NWTCA.

14.5. The President of the NWTCA shall have a deciding vote at all meetings of the NWTCA.

15. MINUTES OF MEETINGS, BOOKS AND RECORDS:

- 15.1.** The Secretary or Administrative Assistant shall be responsible for recording the minutes of all Annual and Special General Meetings of the NWTCA. All minutes shall be signed by any two (2) signatories of the NWTCA.
- 15.2.** The Treasurer shall be responsible for keeping accurate and proper books of account for the NWTCA.
- 15.3.** All books and records of the NWTCA shall be open to the inspection of Members at each Annual General Meeting.
- 15.4.** Minutes of meetings, books, and records shall not include confidential records of the NWTCA or any personnel records of Members of the NWTCA.

16. EFFECTIVE DATES OF DECISIONS:

- 16.1.** Decisions passed at Annual General and Special Meetings of the NWTCA shall come into effect the day after the meeting unless the NWTCA fixes another date for a decision to come into effect.

17. BODIES:

- 17.1.** The Membership is the supreme authority of the NWTCA.
- 17.2.** The Board of Governors is the governing body.
- 17.3.** The President, Vice-President, Past President, and Affiliated Club Representatives are the executive body.
- 17.4.** The NWTCA staff and appointed Directors are the operational body.

18. BOARD OF GOVERNORS:

- 18.1.** The business of the NWTCA shall be conducted by a Board of Governors, which shall be comprised of the President, Vice President, Past President, Affiliated Club Representatives and the Appointed Directors.
- 18.2.** The Executive shall consist of the President, Vice President, Past President and one representative from each Affiliated Club.
- 18.3.** The Operations Committee shall consist of the Appointed Directors and NWTCA staff.

18.4. Roles and responsibilities of the Executive and the Operations Committee shall be established by the *Governance Policies*, as approved by the Board.

19. DESIGNATED INDIVIDUALS:

19.1. The designated individuals are the Directors and staff and are responsible for the Administration of the NWTCA.

19.2. The designated individuals shall be appointed by the Board.

19.3. The designated individuals shall be responsible for:

- a) Implementing decisions and Policies on a day-to-day basis approved by the NWTCA;
- b) Managing and keeping the accounts of the NWTCA;
- c) Compiling the minutes of the Annual General and Special Meetings of the NWTCA, meetings of the Board, and of the Committees;
- d) NWTCA correspondence;
- e) Relations with Members, committees, funders, and partners;
- f) Organizing and overseeing the administration of the NWTCA; and
- g) The corporate affairs of the NWTCA and other such duties as assigned.

19.4. The designated individuals shall attend and participate in the Annual General and Special Meetings of the NWTCA, as well as meetings of the Board.

19.5. The designated individuals shall have a voice but no vote at all Annual General and Special Meetings of the NWTCA and meetings of the Board.

20. PROCEDURE FOR ELECTIONS:

20.1. A candidate must be a member in good standing of an affiliated club with the NWTCA to be considered in any election.

20.2. No paid employee of the NWTCA shall sit on the Board of Governors.

20.3. A candidate must have received a majority of the eligible votes cast at the Annual General Meeting to be considered elected.

20.4. Where there is a tie between two (2), the Annual General Meeting shall break the tie by ballot.

21. TENURE AND ELECTION:

- 21.1.** The President and Vice President shall be elected, and the Directors appointed, each for a two-year term.
- 21.2.** In odd-numbered years, elections and appointments for the following positions will take place:
- a) President
 - b) Director of Officiating
 - c) Director of High Performance
 - d) Secretary
- 21.3.** In even-numbered years, appointments for the following positions will take place:
- a) Vice-President
 - b) Treasurer
 - c) Director of Competitions
 - d) Director of Development

22. MEETINGS OF THE BOARD OF GOVERNORS:

- 22.1.** The Board shall meet at minimum ten (10) times per year.
- 22.2.** The President shall convene meetings of the Board. If 50% of the Board request a meeting, the President shall convene it within twenty-one (21) days.
- 22.3.** At all Board meetings a majority of the Club Representatives shall form quorum.
- 22.4.** The President shall solicit input from the Board in developing the agenda for its meetings. Board members shall submit the items they wish to be included on the agenda to the designated individuals at least seven (7) days before the meeting. The agenda and all relevant materials must be sent out to the Board at least four (4) days before the meeting. Any agenda items brought forward at the meeting must have unanimous consent from the Board for inclusion.
- 22.5.** The meetings of the Board may be attended by an individual who is a member of an Affiliated Club upon request to the President. The Board may also invite third parties to attend.
- 22.6.** Meetings of the Board may be conducted by video or conference call, or by other means of electronic communication. An individual participating in such a meeting shall be taken to be present at the meeting.
- 22.7.** Voting by proxy at meetings of the Board is not permitted.
- 22.8.** The Board shall reach decisions by a majority of the votes cast. In the event of a tie vote, the President shall cast the deciding vote.

22.9. Any individual must withdraw from the debate and from taking a decision if there is any real or perceived conflict of interest.

22.10. The decisions rendered by the Board shall be recorded in the minutes.

22.11. The decisions rendered by the Board shall come into effect immediately, unless the Board decides otherwise.

23. POWER OF THE BOARD OF GOVERNORS:

23.1. The Powers of the Board are as follows:

- a) Shall be legally accountable for all decisions made by, and on behalf of the NWTCA;
- b) Shall prepare and convene all Annual and Special General Meetings of the NWTCA;
- c) Shall appoint and dismiss staff;
- d) Shall appoint an independent bookkeeper or auditor;
- e) Shall approve Policies and procedures that stipulate how the NWTCA shall be organized internally;
- f) May decide to set up Standing or Special Committees at any time;
- g) Shall define and approve the terms of reference for any Committees;
- h) Shall approve the annual budget of the NWTCA;
- i) May suspend a Member of the NWTCA;
- j) May suspend an individual curling club member from NWTCA sanctioned event;

23.2 If a position on the Board becomes vacant, the Board may appoint an individual to serve for the remainder of the term

- a) The NWTCA will ask for expressions of interest via website and social media.
- b) Club representatives will canvas their membership.
- c) The appointment must be approved by a majority of the voting members of the NWTCA Board.

23.3 The NWTCA may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. Contracts, documents or any instruments in writing requiring signature shall be signed by any two (2) signatories of the NWTCA;

23.4 The Board and Committee members shall not receive any remuneration for their services. Those attending any Annual General or Special Meetings of the NWTCA, Board meetings, or Committee meetings called in pursuance of these Bylaws shall be entitled to be paid out-of-pocket expenses from the funds of the NWTCA as the Board may decide to be reasonable and as the funds of the NWTCA permit.

24. INDEMNITY:

24.1. All members of the Board, its Committees, and other volunteer designated by the NWTCA shall be indemnified by the NWTCA against all costs, losses, and expenses incurred in or about the discharge of their respective duties, except such as happens from their own respective willful neglects or defaults.

25. VACANCIES:

25.1. A position on the Board of Governors shall be considered vacant if:

- a) a director is absent from three (3) meetings in a calendar year of the Board of Governors without special leave or reason satisfactory to the Board;
- b) any club representative absent from three (3) meetings in a calendar will result in the President contacting their member club.
- c) the individual is removed for misconduct after provisional decision of the Board of Governors; or
- d) the individual resigns.

26. AUDITOR:

26.1. The accounts of the NWTCA shall be reviewed or audited by an external and independent licensed public accountant at a frequency determined by the Board of Governors. The reviewed or audited statements must contain the signatures of at least two (2) signatories and shall be presented at the subsequent Annual General Meeting for inspection by the Members.

26.2. The external reviewer or auditor shall be appointed by the Board of Governors.

26.3. The Board shall ensure that all books and records of the NWTCA required to be kept by the Act, these Bylaws or any other statute or law are regularly and properly kept. The Board may from time to time specify a time and place at which Members may view the books and records of the NWTCA.

27. AMENDMENTS TO THE BYLAWS:

27.1. Any member of the Board may propose changes to the Bylaws which shall only be considered at an Annual General Meeting or a Special General Meeting called for that purpose, and if notice and all proposed amendments have been delivered to the designated individual at least eighteen (18) days before the meeting. The designated individual shall forward a copy of the proposed amendments to the Members at least fourteen (14) before the date of the meeting.

- 27.2.** Adoption of any proposed Bylaw amendment shall require three-fourths ($\frac{3}{4}$) of the votes eligible to be cast by the Members present.
- 27.3.** These Bylaws are ratified by an Extraordinary Resolution of the Members of the NWTCA entitled to vote at a meeting duly called and held on October 16, 2022.
- 27.4.** In ratifying these Bylaws, the Members of the NWTCA repeal all prior Bylaws of the NWTCA provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.
- 27.5.** These Bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar of Societies of the NWT.

28. BORROWING POWERS

- 28.1.** The NWTCA may borrow funds upon such terms and conditions as the Board may determine.
- 28.2.** The Board may, by a majority vote of members present, borrow, raise or secure payment of money as they deem necessary. Such a power will include the issuance of debentures but only where the issuance is proposed and approved by a three fourths ($\frac{3}{4}$) majority of Members of the Association eligible to vote at that meeting.
- 28.3.** The Board may, with the approval of the majority of Members eligible to vote at an Annual General Meeting or a Special General Meeting called for that purpose, borrow funds for capital expenditures.

29. DISPOSAL OF FUNDS

- 29.1.** All monies received by or on behalf of the NWTCA shall be deposited in the NWTCA's bank account in a registered bank in the City of Yellowknife, or another community as determined by the Board, in trust for the NWTCA.
- 29.2.** All disbursements from the trust bank account shall be made by cheque signed by any two (2) of the signatories of the NWTCA.

30. RULES OF ORDER:

- 30.1.** All meetings of the NWTCA shall be conducted according to *Robert's Rules of Order* insofar as they may apply.

31. UNFORESEEN CONTINGENCIES AND FORCE MAJEURE:

31.1. The Board shall have the final decision on any matters not provided for in these Bylaws or in cases of force majeure.

32. DISSOLUTION:

32.1. The NWTCA may be dissolved under the following conditions:

- a) by a vote of three-fourths ($\frac{3}{4}$) majority of Members, provided notice to this effect has been given to all Members in the form of at least one month's notice by mail; and
- b) a public notice has been placed in a newspaper circulated within the Northwest Territories.

32.2. Upon dissolution of the NWTCA, any funds or assets remaining after paying all debts shall be distributed to one or more not-for-profit organization(s) incorporated under the *Northwest Territories Societies Act* that has objectives consistent with those of the NWTCA, or as determined by the Board.