



Middleton Curling Club

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IN THE MATTER OF CHAPTER 435 of the Revised Statutes of Nova Scotia, 1989 (amended 1993),
entitled "SOCIETIES ACT",

And

IN THE MATTER OF "Middleton Curling Club Limited",

BY-LAWS

Article 1 – Definitions

1. AGM – Annual General Meeting
2. MCC – Middleton Curling Club Limited
3. NSCA – Nova Scotia Curling Association
4. RJSC – Registry of Joint Stock Companies. The Nova Scotia entity we are registered with.
5. Special Resolution – As per 2(e) of the Societies Act: *"special resolution" means a resolution passed by not less than three fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given. R.S., c. 435, s. 2.*
6. Board – The collective group of Directors that oversee the operation of the MCC.
7. Director – A Voting Member elected by the MCC membership to serve on the Board.
8. Officer – A Director with financial signing authority.
9. Associate Member – Is an MCC curler who is not an NSCA member.
10. Junior Member – Is an MCC curler and an NSCA member who meets the NSCA eligibility requirements for at least one of the NSCA Junior classifications.
11. Light Rock Member – Is an MCC curler and an NSCA member who meets the NSCA eligibility requirements for at least one of the NSCA Light Rock classifications
12. Regular Member – Is an MCC curler and an NSCA member who is not a Junior or Light Rock Member.
13. Social Member – Is a non-curling MCC member.
14. Voting Member – A member of the MCC who (a) is not in arrears with respect to their membership dues, (b) is the registered holder of an MCC Debenture, is paying towards an MCC Debenture or has donated an MCC Debenture to the MCC and (c) has reached the Age of Majority in Nova Scotia.
15. Curling Season – The period when the ice sheets are in place and suitable for curling.
16. Fall Session – The period from the start of the Curling Season to the end of the calendar year.
17. Winter Session – The period start from the calendar year to the end of the Curling Season.

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Article 2 - Membership

1. The membership of the MCC is made up of Associate, Junior, Light Rock, Regular and Social Members.
2. Application forms for membership are subject to review and acceptance by the Board.
3. Memberships are annual and expire at the start of the following Curling Season.
4. The Board, at its discretion, may revoke a membership at any time.
5. An Associate Member shall enjoy access to MCC facilities and may participate in all MCC activities subject to specifically identified restrictions.
6. A Junior Member shall enjoy access to MCC facilities and may participate in selected MCC activities.
7. A Light Rock Member shall enjoy access to MCC facilities and may participate in selected MCC activities.
8. Regular Members shall enjoy access to MCC facilities and may participate in all MCC activities subject to specifically identified restrictions.
9. Social Members shall enjoy access to MCC facilities and may participate in selected MCC activities.
10. Associate and Regular Members shall be the registered holder of an MCC Debenture, paying toward an MCC Debenture or have donated an MCC Debenture to the MCC. Associate and Regular Members, new to the MCC, may elect to be exempt from the Debenture requirement for their first year of membership.
11. All visitors shall be sponsored by a member of the MCC.
 1. A person's visitor status shall not exceed 14 days unless approved by the Board.
 2. All visitors consuming alcohol on MCC premises must be signed in on the Guest Register by their sponsor.
 3. Sponsors are responsible for the consequences of their visitor's actions.

Article 3 - Dues

1. Membership dues for the upcoming Curling Season shall be presented for approval at the AGM. If not approved at the AGM, the membership may authorize the Board to set the dues or require a subsequent Special Meeting for their approval.
2. Membership dues are dependent upon the membership classification applied for and curling leagues or programs joined.
3. Where applicable, Debenture payment charges and NSCA membership fees will be added to the approved membership dues.
4. Participation in MCC tournaments or tournaments where the member is representing the MCC is not permitted unless membership dues plus applicable Debenture payments and NSCA membership fees have been paid.
5. Members who have not paid their dues within 30 days of the start of their membership access may have their membership revoked.
 1. Restoration of membership shall require payment in full unpaid dues as determined by the Board plus current membership dues.
6. A list of all current, paid-up members shall be posted in the Club 35 days after the start of the Fall and Winter Sessions.

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Article 4 - Meetings

1. Meetings of the MCC shall be conducted under the general principles of Robert's Rules of Order. Unless otherwise agreed to:
 1. motions require a simple majority of the eligible Voting Members present to carry,
 2. the meeting chair shall only vote for the purpose of casting a deciding vote in the case of a tie,
 3. a quorum shall consist of a minimum of 30% of the eligible Voting Members for general membership meetings,
 4. a quorum shall consist of a minimum of 50% of the Directors at Board meetings,
 5. no proxy votes are permitted and,
 6. a Voting Member is only entitled to a single vote per motion.
2. The meeting chair may invite non-eligible participants to attend all or part of a meeting in a non-voting capacity. The chair shall notify the Members attending of presence and role of the non-eligible participants at the beginning of the meeting.
3. An AGM shall be held between April 21st and May 30th at a date and time set by the Board. A minimum notification of 30 days shall be provided to the membership along with the proposed agenda. Members will be notified by email or post. In addition, notification will be posted on the MCC website, in the MCC viewing lounge and in the local media. The AGM agenda shall include:
 1. Curling League reports
 2. Facility and committee reports
 3. Treasurer's annual report
 4. Membership Dues proposal for the new fiscal year
 5. Budget proposal for the new fiscal year
 6. Board of Director changes
4. The President shall call additional Special Meetings of the membership when deemed necessary or within 21 days on receipt of a petition by 20% of the Voting Members. A minimum notification (email or post plus posting on the MCC website and in the MCC viewing lounge) of 7 days shall be provided to the membership along with the proposed agenda.
5. In the event calling a Special Meeting or Board meeting is not a practical option, conducting a discussion, meeting or poll by electronic (text, video or voice) means may be used if more than 90% of the eligible membership can effectively participate.
 1. The method used must minimize the risk of abuse.
 2. Members shall be explicitly notified if non-eligible participants are being included and what their role is.
 3. Non-real time methods must establish and publish a cut-off date and time.
 4. Non-binding (informational) poll results may be counted for all respondents.
 5. Binding (motion) poll results require establishing a quorum of a minimum of 30% of Voting members with null responses counted as being against the motion.
 6. Results of the discussion, meeting or poll must be documented as minutes by the Secretary and reported to the eligible meeting membership in a timely manner.

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Article 5 – Board of Directors

1. The Board of Directors is responsible for the ongoing operation of the Club. It is empowered to make decisions on behalf of the Club and its membership subject to limitations listed herein.
2. The Board of Directors shall be comprised of a minimum of seven (7) members which shall include the President, Vice-President, Treasurer and Secretary.
3. The outgoing President shall be a Director providing they retain their Voting member status.
4. All Directors must be Voting Members.
5. Directors may be suspended from their position by a majority vote of the Board with a MCC General meeting majority vote required for removal prior to their term expiration.
6. All Director positions are for one term expiring at the next AGM except for the position of the immediate Past President which is dependent on a change in the President.
7. All Directors may serve consecutive terms.
8. Four Director positions, prior to ratification by the Voting Members, shall be designated as Officers with financial signing authority.
9. Directors or Officers shall hold their positions without remuneration except for approved and accountable expenses incurred in support of the MCC.
10. Ratification shall be by ballot or open vote as determined by the Voting Members in attendance. In the case of multiple nominations for the same position where the front runner receives less than 50% of the vote, the individual receiving the fewest votes shall be removed and the position re-voted. The meeting chair is entitled to vote with tie votes determined by a coin toss.
11. The President shall chair all Board or MCC general meetings.
12. The Vice-President shall be the chairperson of Board and MCC general meetings in the President's absence. The Vice-President duties shall include chairing the nominating committee for Directors and Officers.
13. The immediate Past President / Vice- President shall be the chairperson of Board and Club general meetings if neither the President or Vice-President are available.
14. The Treasurer shall be responsible for the managing the Club's finances. This includes maintaining financial records, preparing reports, receiving funds, disbursing funds, maintaining a register of Members and having an annual audit performed.
 1. An annual audit of MCC financial accounts and records shall be performed for the past fiscal year prior to the AGM by either an agency or individual, other than the Treasurer, who is familiar with accounting and bookkeeping practices.
 1. The selection of the agency or individual for the audit shall be approved by the Board.
15. The Secretary shall be responsible for recording meeting minutes as well as receiving and issuing correspondence on behalf of the Club. In addition, the Secretary shall maintain custody of minutes of proceedings of meetings of the society and of the directors and other books and records of the society with the exception of records of a financial nature.
16. A non-exclusive list of other roles and responsibilities may be assigned to Directors or committees where a Director is the chairperson include:
 1. Managing the Bar
 2. Managing the Kitchen
 3. Managing the Ice Plant and related equipment
 4. Preparation and maintenance of the ice sheets
 5. General facility infrastructure maintenance

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6. Coordinating with Curling League organizers
7. Events coordinator
8. Membership coordinator
9. Fund-raising coordinator
17. Each role, responsibility or committee shall have Board approved Terms of Reference.
18. Each Director with identified responsibilities shall prepare a report for the AGM on the role or responsibility they were assigned.

Article 6 – Borrowing & Disbursing Funds

1. For items that are not in the approved budget and subject to a limit of seven thousand five hundred dollars (\$7,500.00) the Board may, at its discretion
 1. commit to incur expenses in support of a specific project and
 2. raise or borrow money to maintain MCC operations (excepting funds obtained through a mortgage or issuance of a new series of debentures).
2. The commitment to expend, raising or borrowing of funds not covered under 6.1 shall be passed by the general membership of the MCC by means of a Special Resolution (as per 10(d) of the Societies Act).
3. The execution of contracts, deeds, bills of exchange, cheques and other instruments or documents on behalf of the MCC shall be done by any two of the four Officers of the MCC.

Article 7 – Debentures

1. Only MCC members may purchase or pay toward a Debenture issued by the MCC.
2. The value of new debentures and their maturity period shall be passed by the general membership of the MCC by means of a Special Resolution (as per 10(d) of the Societies Act).
3. For members paying toward a Debenture, a charge equal to ten percent (10%) of the value of the Debenture shall be added to their membership dues per Curling Season and shall be payable as part of their dues.
 1. Members may pay additional amounts toward their Debenture at any time in increments of ten percent (10%) of the value of the Debenture.
 2. Additional payments toward a Debenture will not be counted as a prepayment when subsequent membership dues are payable.
 3. Partially paid Debentures are non-refundable.
 4. Incomplete payments toward a Debenture with a consecutive gap of seven (7) years since the previous payment shall be deemed to be donated to the MCC.
4. The issue date of a Debenture shall be the date the final payment owed on the Debenture is received by the MCC.
5. Debenture holders that donate a Debenture to the MCC will retain the rights of a registered Debenture holder subject to:
 1. transfers shall be approved by the Board and only be permitted to spouses, parents or children of the donating holder.

Article 8 – Curling Leagues

1. The Board shall establish and oversee MCC sponsored Curling Leagues to meet the

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- expectations of the membership.
2. The Board will appoint a Director to act as an interface with the organizer for any Curling League using the MCC facilities if the organizer is not a Director.
 3. The Board shall be the final arbitrator in disputes between Curling Leagues using the Club facilities.
 4. Each MCC sponsored Curling League shall establish eligibility criteria for participation in the league, schedule and rules of play.

Article 9 – Inspection of Books and Records

1. MCC Voting Members may, with a minimum 72 hours notice, inspect the MCC books and/or records held by the Secretary and/or Treasurer.
2. Such inspections, unless court ordered, shall be limited to MCC Voting Members only.
3. For privacy reasons any handwritten notes must not identify individuals, other than the inspecting MCC Voting Member.
4. Only copies of documents, reports and other material directly related to the inspecting MCC Voting Member may be considered for removal.
5. Copies of all removed material, including handwritten notes, shall be made for review and retention by the Board.

Article 10 – Custody and Use of the Seal

1. The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors; and that any two of the Officers shall sign every instrument to which the Seal of the Club is so affixed. For purposes of certification of documents or proceedings anyone of the Officers may affix the Seal of the Club.

Article 11 – Manner of Making, Altering and Rescinding By-Laws

1. Amendments, alterations or rescinding of By-Laws shall be passed by the general membership of the MCC by means of a Special Resolution (as per 13(1) of the Societies Act).
 1. The effective date for any changes in the By-Laws shall be the date the Registrar (of the RJSC) approves them (as per 13(3) of the Societies Act).
2. No amendment, alteration or rescinding of the By-Laws shall be considered at the meeting unless such proposed amendment, alteration or rescinding shall have been submitted in writing by the Secretary at least one week prior to the date of the meeting.
3. On receipt of a proposed amendment, alteration or rescinding the Secretary shall forward the specific wording of any proposed amendment or alteration or rescinding to each Member eligible to attend the meeting in a timely manner. This notification shall include the submission date.

Repeal of By-Laws

All By-Laws heretofore made and passed by the Middleton Curling Club Limited are hereby repealed effective the date the Registrar (of the RJSC) approves the changed By-Laws (as per 13(3) of the Societies Act).

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Note: The amendment to Article 6 of these By-Laws was approved at the Annual General Meeting held May 16, 2018, at the MCC.