

**CANADIAN PRIDE CURLING ASSOCIATION
BY-LAWS**

ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Canadian Pride Curling Association.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Canada *Not-For-Profit Corporations Act S.C. 2009, c23*, as amended or any successor legislation
- b) *Auditor* – the public accountant; an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of Canadian Pride Curling Association for a report to the Members at the next Annual Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Canadian Pride Curling Association
- d) *Corporation* – the Canadian Pride Curling Association
- e) CPCA - Canadian Pride Curling Association
- e) *Days* – days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- g) *Officer* – an individual elected or appointed to serve as an Officer of the CPCA pursuant to these By-laws.
- h) *Ordinary Resolution* – a resolution passed by a majority (50% +1) of the votes cast on that resolution.
- i) Pride - Umbrella term to reference and encompass all Two Spirit, Lesbian, Gay, Bisexual, Transgender, Queer, Intersex, Asexual, and others who do not identify as heterosexual (abbreviated as 2SLGBTQIA+).
- i) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.

1.3 Registered Office – The registered office of the CPCA will be in the province specified in the CPCA's articles. The Board of Directors may establish an office or offices for the CPCA in such other place or places in Canada as the affairs of the CPCA may require.

1.4 No Gain for Members – The CPCA will be carried on without the purpose of gain for its Members and any profits or other accretions to the CPCA will be used to promote curling, in the organization's activities, or in promoting the CPCA's objectives.

1.5 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 reasonable and consistent with the objectives of the CPCA, the Articles, and the Act.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine 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.

1.8 Official Languages - These By-laws have been drafted in English and any official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

ARTICLE II: MEMBERSHIP

2.1 Categories – The CPCA has the following categories of Members:

- a) Founding Member - A Pride curling organization that was a member of the Association at the incorporation of the CPCA, whether incorporated or not, that has agreed to abide by the CPCA's bylaws, policies, procedures, rules, and regulations, and that has paid the prescribed fee as required by the Board. Founding members are listed in Bylaw 2.2 below.
- b) Regular Member – A Pride curling organization that is incorporated as a Non-Profit Organization within their province or territory of residence, that has agreed to abide by the CPCA's bylaws, policies, procedures, rules, and regulations; has been an Associate Member for one full year at a minimum, and that has paid the prescribed fee as required by the Board
- c) Associate Members – A Pride curling organization that is based in Canada (whether incorporated or not), that has agreed to abide by the CPCA's bylaws, policies, procedures, rules, and regulations, and that has paid the prescribed fee as required by the Board
- d) Affiliate Members - A curling organization that is based in Canada (whether incorporated or not), that has agreed to abide by the CPCA's bylaws, policies, procedures, rules, and regulations, and that has paid the prescribed fee as required by the Board.

2.2 Founding Members of the Association, or their successors - from East to West:

- a) Odds & Ends LGBT Curling Inc., St. John's
- b) Loose Ends Curling League, Halifax
- c) Island Pride Curling Inc., Charlottetown
- d) Curling Les Fous du Roi, Montréal
- e) Curling Les Phenix, Montréal
- f) Rainbow Rockers Curling League, Ottawa
- g) Riverdale Curling League, Toronto
- h) Rotators Curling League, Toronto
- i) Keystone Rainbow Curling League Association, Winnipeg
- j) Prairie Lily Curling League Inc., Saskatoon
- k) Queen City Curling League Inc., Regina
- l) Apollo Curling League, Calgary
- m) Curling With Pride League, Edmonton
- n) Pacific Rim Curling League Society, Vancouver

Authority of Members

2.3 Membership Authority – The voting Members of the CPCA will have the following powers:

- a) To appoint the Auditor
- b) To amend the Bylaws
- c) To elect Directors; and
- d) As provided in the Act and in these Bylaws

Admission and Renewal of Members

2.4 Admission of Members – Any candidate for membership will be admitted as a Member or renewed as a Member if the candidate:

- a) Is based or incorporated in Canada;
- b) Makes an application for membership in a manner prescribed by the CPCA;
- c) Was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- d) Has paid fees as prescribed by the Board;
- e) Agrees to uphold and comply with the CPCA's governing documents;
- f) Meets any other condition of membership determined by the Board;
- g) Has met the applicable definition listed in Section 2.1;
- h) Has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Dues and Duration

2.5 Year – Unless otherwise determined by the Board, the membership year of the CPCA will be July 1 – June 30.

2.6 Dues and Fees – Membership dues and fees will be determined annually by the Board. All dues and fees are payable annually by June 30.

2.7 Duration – Membership duration is accorded on an annual basis and Members will re-apply for or renew membership annually, in accordance with the policies and procedures determined by the Board.

2.8 Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the CPCA.

Transfer, Suspension, and Termination of Membership

2.9 Transfer – Membership in the CPCA is non-transferable. Except in the case of a Founding Member who incorporates or amalgamates with another Pride Curling organization, who may transfer their membership to their successor, provided the successor's membership in the CPCA is consistent with these By-laws, the CPCA's policies and procedures, and not subject to any disciplinary or termination actions.

2.10 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the CPCA's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice and the opportunity to be heard at such meeting.

2.11 Termination – Membership in the CPCA will terminate immediately upon:

- a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;

- c) Resignation by the Member by giving written notice to the CPCA;
- d) Dissolution of the CPCA;
- e) A decision made by a panel in accordance with the CPCA's applicable discipline policies;
- f) The Member's dissolution; or
- g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.12 May Not Resign – A Member may not resign from the CPCA when the Member is subject to disciplinary investigation or action by the CPCA.

2.13 Arrears – A Member will be expelled from the CPCA for failing to pay membership dues or monies owed to the CPCA by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the CPCA by suspended or expelled Members will remain due.

2.14 Discipline – A Member may be disciplined in accordance with the CPCA's policies and procedures relating to the discipline of Members.

2.15 Resignation or Termination of a Founding Member - In the case of the termination, resignation, or removal of a Founding Member (as defined in by-law 2.1) in accordance with these by-laws; that member will cease to be a Founding Member. If they or their successors qualify for membership at a later date, they must apply under another class of membership, and will no longer qualify as a Founding Member.

Good Standing

2.16 Definition – A Member will be in good standing, provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the CPCA;
- d) Has complied with the By-laws, policies, and rules of the CPCA;
- e) Is not subject to a disciplinary investigation or action by the CPCA, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues.

2.17 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing. Members failing to submit the required membership fees or dues annually by June 30 will be deemed not in good standing, unless terminated in accordance with these By-laws.

Regions

2.18 Regions - Canada will be divided into regions as defined by the Board of Directors via Ordinary Resolution, subject to approval by the Members. Region boundaries and inclusions are not effective until the conclusion of the meeting at which the changes are approved by the Members.

For the purpose of clarity, the number and geographic boundaries of all regions will be used for administration and policy purposes, or as required by these by-laws.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Annual Meeting – The CPCA will hold meetings of Members at such date, time and place as determined by the Board. Participation by electronic means (bylaw 3.3) must be an option for all meetings of Members. The Annual Meeting will be held within the timeframes specified by the Act.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of twenty-five percent (25%) or more of the Members for any purpose connected with the affairs of the CPCA that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the CPCA makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given in accordance with the Act, but with no less than twenty-one (21) days before the meeting.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these by-laws.

3.6 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board ninety (90) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.7 Quorum – Seven (7) voting Members from at least a majority (50% +1) Regions present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.8 Agenda – The agenda for the Annual Meeting may include:

- a) Call to order
- b) Establishment of quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Approval of minutes of the previous Annual Meeting
- f) Presentation and approval of reports
- g) Report of Auditors (if any)
- h) Appointment of Auditors (if any)
- i) Presentation of Budget
- j) Approval of membership dues and related fees

- k) Business as specified in the meeting notice
- l) Election of new Directors
- m) Adjournment

3.9 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.

3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, delegates representing Members, the Directors, the auditors of the CPCA, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

3.12 Voting Rights – Members have the following voting rights at all meetings of the Members:

- a) Founding Members - have one vote each, to be exercised by the Member's appointed Delegate.
- b) Regular Members - have one vote each, to be exercised by the Member's appointed Delegate.
- c) Associate Members- will not be entitled to vote.
- d) Affiliate Members - will not be entitled to vote.

3.13 Voting Powers – Each voting Member may vote on every issue.

3.15 Eligibility of Votes – On a specific date, the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than ten (10) days prior to the meeting.

3.16 Delegates – Members will appoint in writing (inclusive of electronic notice) to the CPCA, the name of their Delegate. Delegates must be at least eighteen years of age, of sound mind, and be acting as the Member's representative.

3.17 Voting on Fundamental Changes – Each category of Member is permitted to vote separately on fundamental changes affecting the CPCA.

3.18 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.

3.19 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 issue is defeated.

3.20 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV: GOVERNANCE

Composition of the Board

- 4.1 Directors – The Board will consist of nine (9) Directors.
- 4.2 Composition of the Board – The Directors will consist of the following:
- a) President
 - b) Vice President
 - c) Finance Officer
 - d) Secretary
 - d) Five (5) Directors-at-Large

Eligibility of Directors

- 4.3 Eligibility – To be eligible to serve as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
 - b) Have the power under law to contract;
 - c) Be an individual;
 - d) Have not been declared incapable by a court in Canada or in another country; and
 - e) Not have the status of bankrupt.

Election of Directors

- 4.4 Nominations:
- a) The nomination of a Director will include the written consent of the nominee by signed or electronic signature;
 - b) nominations will be made or endorsed by a voting member of the CPCA;
 - c) nominations must comply with the procedures established by the Board;
 - d) nominations are limited to one (1) nomination from each voting member of the CPCA;
 - e) nominations must be submitted to the Registered Office of the CPCA seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board;
- 4.5 Circulation of Nominations – Valid nominations will be circulated to Members prior to the Annual Meeting.
- 4.6 Election – Directors will be elected at each Annual Meeting as follows:
- a) Three (3) Directors to be elected each year, such that no more than three (3) Directors have expiring terms at one time.
 - b) In the case where a Director resigns, is removed, dies, or otherwise vacates their office; a replacement Director is to be elected to finish the term of the original Director so that no more than three (3) directors have expiring terms at one time..
- 4.7 Elections – Elections for each Director position will be decided by Ordinary Resolution of the Members in accordance with the following:
- a) Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.

- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.

4.8 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of the CPCA.

4.9 Terms – Directors will serve terms of three (3) years and will hold office until their term expires, they are removed from, or vacate their office.

Resignation and Removal of Directors

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

4.11 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director no longer becomes eligible to serve as a Director;
- b) The Director resigns;
- c) The Director is found to be incapable of managing property by a court or under Canadian law;
- d) The Director is found by a court to be of unsound mind;
- e) The Director charged and/or convicted of any criminal offence related to the position;
- f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent;
- g) The Director dies;
- h) The Director violates the CPCA Director Attendance Policy and is removed by a special resolution of the board; or
- i) The Director is removed from office in accordance with bylaw 4.12.

4.12 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting 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.

Filling a Vacancy on the Board

4.13 Vacancy – In the case where there is a vacancy on the Board of Directors, if the Act and Articles allow, and there is a quorum of Directors, the Board may appoint qualified individual to fill the position until the next meeting of Members

Meetings of the Board

4.14 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.

4.15 Chair – The President will be the Chair of all meetings of the Board unless 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.

4.16 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least fourteen (14) days prior to the scheduled meeting. Notice served by mail will be sent at least thirty (30) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the CPCA.

4.17 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.18 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.19 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.20 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, orally, or by electronic means unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

4.21 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.22 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.23 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.24 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of another telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.25 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the CPCA; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.26 Powers of the CPCA – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the CPCA and may delegate any of its powers, duties, and functions.

4.27 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the CPCA in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the CPCA and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons (such as a Photographer, Web Designer, etc.) as it deems necessary to carry out the work of the CPCA;
- e) Determine registration procedures, determine membership dues, and determine other registration requirements;
- f) Enable the CPCA to receive donations and benefits for the purpose of furthering the objectives of the CPCA;
- g) Make expenditures for the purpose of furthering the objectives of the CPCA;
- h) Borrow money upon the credit of the CPCA as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the CPCA.

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of; the President, Vice President, Past President, Finance Officer, and Secretary.

5.2 Term – The term of the Officers will be one (1) years or until they or their successors are elected or appointed. The Presidential term can be no more than two (2) consecutive years.

5.3 Election - The Officers of the CPCA are elected by the Board of Directors as follows:

a) Vice President, Finance Officer, and Secretary; by Ordinary Resolution at the first regular meeting of the Board of Directors immediately following the Annual General Meeting.

b) President; The Vice President will become the President at the meeting in which a new Vice President is elected.

c) Past President; The President will become the Past President at the meeting in which a new Vice President is elected, and the new President is confirmed.

5.4 Duties – The duties of Officers are as follows:

a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the CPCA and at meetings of the Board unless otherwise designated, will be the official spokesperson of the CPCA, and will perform such other duties as may be established by the Board.

b) The Vice President 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) The Past President will provide support and continuity to the President, Vice President, and Board as a whole, and will perform such other duties as may be established by the Board. The Past President, while an Officer, is not a Director of the CPCA, unless also elected as a Director-at-Large.

d) The Finance Officer will keep proper accounting records as required by the Act, will cause to be deposited all monies received by the CPCA in the CPCA's bank account, will supervise the management and the disbursement of funds of the CPCA, when required will provide the Board with an account of financial transactions and the financial position of the CPCA, will prepare annual budgets, liaise with the appointed Auditor as required, and will perform such other duties as may be established by the Board.

e) The Secretary will keep proper minutes and records of the CPCA, assist in communications to Members, and will perform such other duties as may be established by the Board.

5.5 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the CPCA, or to another Director.

5.6 Vacancy – Where the position of an Officer, excluding the President or Past President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors. If the Past

President position becomes vacant, the position shall remain vacant until such a time as the succession of the President to Past President takes place in accordance with By-law 5.3.

5.7 Honorary Officers – The Board may appoint up to four (4) Patrons of the CPCA. Honorary Officers have no authority or capacity in the activities of the CPCA.

5.8 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI: COMMITTEES AND APPOINTMENTS

Committees

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the CPCA and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Executive Committee – The Executive Committee will be composed of the Officers of the CPCA. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the CPCA's policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee will be ratified by the Board at the next meeting of the Board.

6.3 Vacancy – When a vacancy occurs on any Committee, other than the Executive Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.4 President Ex-officio – With the exception of the Executive Committee, on which the President is a voting member, the President will be an ex-officio and non-voting member of all Committees of the CPCA.

6.5 Removal – The Board may remove any member of any Committee.

6.6 Debts – No Committee will have the authority to incur debts in the name of the CPCA.

6.7 External Appointments – From time to time, the Board may appoint individuals to serve as representatives for the CPCA (which includes a delegate at meetings of the Members of Curling Canada). Where possible, such appointees will be an Officer or Directors.

ARTICLE VII: FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the CPCA will be July 1 – June 30.

7.2 Bank – The banking business of the CPCA will be conducted at such financial institutions as the Board may determine.

7.3 Auditors – At each Annual Meeting the Members may appoint an auditor or public accountant to audit or conduct a review engagement of the books, accounts and records of the CPCA in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the CPCA.

7.4 Annual Financial Statements – The Directors will approve the CPCA financial statements (evidenced by signature of one or more Directors) of the last fiscal year. This will be completed not more than six (6) months before the Annual Meeting. The approved financial statements will be presented to the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Annual Financial Statements Package will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the CPCA.

7.5 Books and Records – The necessary books and records of the CPCA required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) CPCA's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the CPCA on a quarterly basis.

7.6 Signing Authority – 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 CPCA will be executed in accordance with an ordinary resolution of the Board.

- a) The President, Vice President, Past President, Secretary, and Finance Officer at a minimum will always have signing authority over the business of the CPCA.

7.7 Property – The CPCA 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.

7.8 Borrowing – The CPCA may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

7.9 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

7.10 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the CPCA under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.11 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 CPCA will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will leave the meeting during discussion, 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 of the Act regarding conflict of interest.

ARTICLE VIII: AMENDMENT OF BY-LAWS

8.1 Voting – These By-laws may only be amended, revised, repealed or added to:

a) By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the By-laws amendment by Ordinary Resolution; or

b) By a Member in the form of a Member Proposal. Member Proposals that amend the By-laws will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the By-laws amendment by Ordinary Resolution.

8.2 Member Proposal - A Member Proposal is to be submitted to the CPCA at least ninety (90) days before the anniversary date of the previous Annual Meeting, must include the proposal itself and a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to a Member Proposal that was proposed at a meeting of the Members in the past two calendar years.

8.3 Effective Date – Subject to the Act, by-law amendments are effective from the date of the resolution of the Directors until they are accepted, rejected, or amended by the voting Members at the next meeting of the Members.

ARTICLE IX: NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, seven (7) days after the date the mail is post-marked.

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE X: DISSOLUTION

10.1 Dissolution –The Canadian Pride Curling Association may be dissolved in accordance with the Act and its Articles.

ARTICLE XI: INDEMNIFICATION

11.1 Will Indemnify – Subject to the Act, the CPCA will indemnify and hold harmless out of the funds of the CPCA each Director and any individual who acts at the CPCA's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the CPCA's request in a similar capacity.

11.2 Will Not Indemnify – The CPCA will not indemnify a Director or any individual who acts at the CPCA's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the CPCA will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the CPCA; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance – The CPCA will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XII: FUNDAMENTAL CHANGES

12.1 Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the CPCA. Fundamental Changes are defined as follows:

- a) Change the Canadian Pride Curling Association's name;
- b) Add, change or remove any restriction on the activities that the CPCA may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the CPCA;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the CPCA is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

12.2 Special Class Vote Result – Should any membership category not, by Special Resolution, approve a special class vote on a fundamental change, the issue is defeated.

ARTICLE XIII: ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were adopted by the Board of Directors on June 21, 2026 and upon incorporation of the CPCA came into force pending ratification by the Members at the first Annual General Meeting.