



ONTARIO CURLING ASSOCIATION

P.O. Box 14527 Bayly Street, Ajax, ON L1S 7K7

2024 Ontario Curling Association Annual Meeting

NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

1.1 - Purpose

WHEREAS (Article as currently written.)

These Bylaws relate to the general conduct of the affairs of the Ontario Curling Association. The MANDATE of CurlON includes a CHARITABLE function to support the growth and development of youth curling in Ontario.

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

These Bylaws relate to the general conduct of the affairs of the Ontario Curling Association.

RATIONALE

Charitable function is not a mandate of CurlON.

Submitted by CurlON Board of Directors

Name

Date August 7, 2024



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NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

1.2 – Addition of k) – Independent

WHEREAS (Article as currently written.)

No current article included.

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

Independent – means that a Director or prospective Director has no fiduciary obligation to any body, at the National or Provincial level and is free of any conflict of interest of a financial, personal or representational nature. A person who would not be considered independent will be considered independent once they resign from or terminate the circumstance that gives rise to the non-independence.

RATIONALE

To align with Sport Governance Code and ensure directors are independent in nature within their role on the board of directors.

Submitted by CurlON Board of Directors

Name

Date August 7, 2024



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NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

2.7 – Good Standing

WHEREAS (Article as currently written.)

2.7 Good Standing – A Member shall be in good standing provided that it:

- a) has not ceased to be a Member; and
- b) has not been suspended, lost privilege or expelled from membership, or had other restrictions or sanctions imposed; has completed and remitted all documents as required by the Corporation; has complied with the

Bylaws, policies, procedures, rules and regulations of the Corporation.

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

2.7 Good Standing – A Member or Registered Participant shall be in good standing provided that, it:

- a) owes no outstanding membership / affiliation fees dues or other debts to the Corporation
- b) has not ceased to be a member; and
- c) has not been suspended, lost privilege or expelled from membership, or had other restrictions or sanctions imposed; has completed and remitted all documents as required by the Corporation;
- d) has complied with the Bylaws, policies, procedures, rules and regulations of the Corporation.
- e) Is not subject to a disciplinary action of the Corporation, the Canadian Curling Association or any Provincial / Territorial Curling Association in Canada, or if subject to previous disciplinary action of the Corporation, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board of Directors.

RATIONALE

To update and align with Sport Governance Code and Curling Canada bylaw revisions, to broaden the qualifications of Good Standing to ensure full and fair applicability.

Submitted by CurlION Board of Directors

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Date August 7, 2024



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NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

3.13 – Electronic Voting

WHEREAS (Article as currently written.)

Electronic Voting – Members may vote by electronic means. Each Member Club's Chair/President will be appointed the voting delegate or the Member Club Board Chair/President may proxy their vote to another Member of their Board, Officials to the Board, Club Manager or other person who is in a formal relationship with their Board and is acting directly on behalf of the Board. Each registered voting delegate will receive any voting information as specified in the Notice of Meeting and be accorded the opportunity to vote during the period in the Notice of Meeting.

- a) For elections, the votes will be tabulated using a Ranked Choice Voting System. For Bylaw amendments and other special resolutions, a two-thirds (2/3) majority of the votes cast must be achieved to pass the amendment or resolution.
- b) For all electronic votes, the Board shall appoint/hire an outside independent agency to be responsible for the implementation, distribution and final review of the vote. A final report will remain confidential until presented at the Member meeting.

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

3.13 Electronic Voting – Members may vote by electronic means. Each Member Club's Chair/President will be appointed the voting delegate or the Member Club Board Chair/President may proxy their vote to another Member of their Board, Officials to the Board, Club Manager or other person who is in a formal relationship with their Board and is acting directly on behalf of the Board. Each registered voting delegate will receive any voting information as specified in the Notice of Meeting and be accorded the opportunity to vote during the period in the Notice of Meeting.

- a) For ratification of the elected new Directors Bylaw amendments and other special resolutions, a two-thirds (2/3) majority of the votes cast (minimum 50 votes as per 3.8) must be achieved to pass the amendment or resolution.
- b) For all electronic votes, the Board shall appoint/hire an outside independent agency to be responsible for the implementation, distribution and final review of the vote. A final report will remain confidential until presented at the Member meeting. A combination of in-person and electronic votes may constitute quorum for any Bylaw amendments or special resolutions.

RATIONALE

Updating of practices to streamline of organizational voting and provide consistency within bylaws.

Submitted by CurlION Board of Directors

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Date August 7, 2024



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NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

4.1 - Directors

WHEREAS (Article as currently written.)

4.1 Directors – The Board will consist of a maximum of eleven (11) Directors. The number of Directors will be fixed by way of Ordinary Resolution of the voting Members.

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

4.1 Directors – The Board will consist of a maximum of eleven (11) Directors. The number of Directors will be fixed by way of Ordinary Resolution of the voting Members. The following persons shall be disqualified from being a Director:

- a) staff person of the Corporation
- b) a person who is not a member of a Member Club of the Corporation, or is not a member in good standing.
- c) a person who is not an individual (a corporation cannot be a Director)
- d) a person who is less than 18 years of age
- e) a person who is not independent
- f) a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act
- g) a person who has been found to be incapable by a court in Canada (or elsewhere]
- h) a person who has the status of bankrupt
- i) a person who has not met the requirements of Curling Ontario regarding the passing of a criminal record check.

RATIONALE

To update and align with Sport Governance Code and Curling Canada and align with current best practices.

Submitted by CurlION Board of Directors

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Date August 7, 2024



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NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

4.2 – Composition of the Board

WHEREAS (Article as currently written.)

4.2 Composition of the Board – The Board will consist of the following:

- a) eight (8) Directors-at-Large elected by the Member Curling Clubs; and
- b) optional ex-officio (non-voting) Board members elected by Ordinary resolution of the Board to a maximum of three (3).

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

4.2 Composition of the Board – The Board will consist of the following:

- a) eight (8) Directors-at-Large elected by the Member Curling Clubs;
- ~~b) a maximum of three (3) optional ex-officio (non-voting) Board members elected by Ordinary resolution of the Board~~
- e) Gender Standard – in advancement of gender diversity on the Board of Directors of the Corporation, while ensuring the prevailing criterion for election is eligibility, ability and professional performance, the Board shall be constituted in a manner such that no gender identity accounts for more than 60% of the total number of elected and ex-Officio Directors.

RATIONALE

Align with Sport Governance Code and EDI practice to ensure gender equity of the board and clarifying wording in section b)

Submitted by CurlON Board of Directors

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NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

4.4 – Elections

WHEREAS (Article as currently written.)

4.4 Elections – Elections will be decided by electronic vote in accordance with the following:

- a) Number of nominees equal to the number of open Director’s positions – winner(s) declared by Ordinary resolution; or
- b) Number of nominees is greater than the number of open Director’s positions – the nominee(s) approved by use of a Ranked Choice Voting structure will be elected to the Board.

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

4.4 Elections – The Nominations Committee will present the Board with a list of qualified nominees, based on its assessment of all nominations, for open Director positions. The Board approved list of qualified nominees will then be presented to the Members and voting members. The number of qualified candidates presented by the Nominations Committee for voting, cannot be more than twice the number of open Director positions available on the Board. Elections will be decided in accordance with the following;

- A) If the number of nominees presented is equal to the number of open Director’s positions – winner(s) will be declared by Ordinary resolution; or
- B) If the number of nominees presented is greater than the number of open Director’s positions – the nominee(s) approved by use of a Ranked Choice Voting structure will be elected to the Board.

RATIONALE

Update elections process to align with Sport Governance Code, best governance practices to provide Curling Ontario Board with responsibility for seeking, identifying and recommending qualified candidates based on identified skill gaps and gender balance.

Submitted by CurlION Board of Directors

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NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

4.5 – Terms

WHEREAS (Article as currently written.)

4.5 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. No Director may serve more than a total of six (6) years as a Director. The calculation of time served as a Director will include all years beginning in 2000 .

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

4.5 Terms – Directors-at-Large will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. No Director-at-Large may serve more than a total of six (6) years as a Director, with the exception of the Board Chair, who may serve for an additional one (1) year term in the position of Board Chair for continuity and succession purposes if declared by Ordinary resolution. The calculation of time served as a Director-at-Large will include all years beginning in 2000. Ex-officio Directors will serve terms of one (1) year at a time. Ex-officio Director terms will not be considered applicable under the six (6) year overall limit of Director-at-Large will not.

RATIONALE

Updating of Bylaws to modernize with current practices.

Submitted by CurlON Board of Directors

Name

Date

August 7, 2024



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NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

4.7 – Vacate Office

WHEREAS (Article as currently written.)

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

- a) the Director resigns;
- b) at the discretion of the Board and without reasonable excuse, the Director is absent for three (3) meetings between the Annual Member Meetings;
- c) the Director is found to be incapable of managing property by a court or under Ontario Law;
- d) the Director is found by a court to be of unsound mind;
- e) 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
- f) the Director dies.

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

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

- a) the Director resigns;
- b) at the discretion of the Board and without reasonable excuse, the Director is absent for three (3) meetings between the Annual Member Meetings;
- c) the Director is found to be incapable of managing property by a court or under Ontario Law;
- d) the Director is found by a court to be of unsound mind;
- e) 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~~
- f) the Director is in violation of the Corporation's policies;
- g) the Director is declared a member not in good standing; or
- h) the Director dies.

RATIONALE

Updating of Bylaws to modernize with current practices.

Submitted by CurlION Board of Directors

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Date August 7, 2024



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NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

4.8 - Removal

WHEREAS (Article as currently written.)

4.8 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.

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

4.8 Removal – Unless for reasons listed in 4.7a), 4.7b) or 4.7g) 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.

RATIONALE

Updating of Bylaws to align with current best practices.

Submitted by CurlON Board of Directors

Name

Date August 7, 2024



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NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

4.20 – Virtual Meetings

WHEREAS (Article as currently written.)

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

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

4.20 Virtual Meetings– A meeting of the Board may be held by virtual conference platforms. Directors who participate in a meeting by virtual conference platforms are considered to have attended the meeting.

RATIONALE

Updating of Bylaws to modernize with current practices.

Submitted by CurlON Board of Directors

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NOTICE OF MOTION FORM

REFERENCE (Section, article, number, page, etc)

7.3 – Auditors

WHEREAS (Article as currently written.)

7.3 Auditors – At each Annual Meeting, the Board will by Ordinary Resolution appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation 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 Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended.

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

7.3 Auditors – At each Annual Meeting, the Board will by Ordinary Resolution appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. No employee or Partner of the appointed Auditor will be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act-as amended.

RATIONALE

Update to correspond with the definition of Auditor (in definitions) as being a firm vs. an individual and to ensure no conflict within appointed firm.

Submitted by CurlON Board of Directors

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REFERENCE (Section, article, number, page, etc)

2019 September Bylaw

WHEREAS (Article as currently written.)

BE IT RESOLVED THAT (Motion: revision, addition, deletion)

The following housekeeping updates (in red) be adopted.

1.2a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act; ~~2010 (upon becoming law)~~ (ONCA)

1.2e) *Bylaws* – means the Bylaws of the Corporation

1.2j) *Ex-officio Director* – a person ~~elected~~ appointed by the Board to serve as an ex-Officio member of the Board of Directors

1.5 No Gain for Members – The Corporation will be carried on without the purpose of ~~direct monetary~~ gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

1.8 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.

2.1 Categories – The Corporation has the following category of Member: ~~a) Member~~ -any Curling Club in Ontario accepted as a member by ordinary resolution of the Board and that has fulfilled its obligations to the Association - as defined in section 1.2 ~~(j)-(l)~~

2.2 Affiliation – The Corporation has the following category of affiliations (non-members)

a) Registered Participant – as defined in section 1.2 ~~(n)~~ (p); and

b) Affiliated Organization– any ~~member~~ or organization recognized by ordinary resolution of the Board as an Affiliated Organization.

3.7 New Business – No other item of business will be included in the Notice of the Meeting of Members unless **written** notice ~~in writing~~ of such other item of business, or a Member’s proposal, has been submitted to the Board forty-five (45) days prior to the meeting of the Members in accordance with the 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.

3.10 Agenda – The agenda for the Annual Meeting may include but not limited to:

- a) Call to order
- b) Report of Credentials and establishment of Quorum
- c) Approval of the Agenda
- d) Approval of the minutes of the previous Annual Meeting and Special Meetings
- e) Report of the Auditors & Annual Financial Report
- f) Appointment of the Auditors
- g) Presentation of the Business Plan and budget
- h) Business as specified in the meeting notice
- i) Special resolution of the Members (if requested)
- j) Ratification of ~~Election of Elected~~ new Directors ~~(Electronic Voting)~~
- k) Other business
- l) Adjournment

5.6c) the Finance Chair (Secretary/Treasurer for the Act) will be responsible for the documentation of all amendments to the Corporation’s Bylaws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, cause to prepare and submit these minutes to each Meeting of the Members or other meetings, will cause to give due notice to all Members of the Meeting of the Members of the Corporation, will, subject to the powers and duties of the Board, cause to keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation’s bank account(s), will supervise the management and the disbursement of funds of the Corporation **in accordance with the Corporations policies**, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will cause to prepare annual budgets, and will perform such other duties as may from time to time be established by the Board; and

6.1 Standing Committees – The Corporation will have a minimum of the following standing committees:

- a) Executive Committee;
- b) Finance ~~and Audit~~ Committee; and
- c) Nominations Committee.

9.1 Written Notice – In these Bylaws, 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.

CurlION referenced to Curling Ontario

RATIONALE

Updating of Bylaws to modernize with current practices and proper terminology.

Submitted by CurlION Board of Directors

Name

Date August 7, 2024
