



# Toronto Curling Association

## CONSTITUTION AND BY-LAWS

### Article I NAME AND TITLE

This Association shall be known by the name or title of the "Toronto Curling Association", hereinafter known as the "TCA".

### Article II OBJECTS

1. To promote the game of curling in the Greater Toronto Area (hereinafter known as the GTA) and surrounding area.
2. To co-operate with the Ontario Curling Association, the Canadian Curling Association, and other regional curling associations in the interest of curling.

### Article III MEMBERSHIP ELIGIBILITY

1. Members shall consist of curling clubs in the GTA and surrounding area, having a constitution and a regularly constituted slate of officers or an otherwise formal structure guiding its affairs, and are in good standing.
2. Application for membership shall be in writing and submitted to the Secretary of the TCA.
3. Upon receiving an application for membership, the Executive shall accept or reject the application at a scheduled Executive meeting, and shall notify the applicant of such acceptance or rejection.
4. The Executive may, at any time by written notice, terminate the membership of the any club if it determines that the conduct of such club is not in the best interests of the TCA.
5. A club wishing to resign from membership may do so by written notice to the Secretary of the TCA. Such resignation shall be effective when received. Any and all properties and belongings of the TCA shall be returned in good condition.
6. To remain a member in good standing all assessment fees payable by such member shall be paid when due.

### Article IV TCA CLUB REPRESENTATIVES

1. Each member club of the TCA shall appoint a maximum of two representatives to attend all meetings and represent the TCA at their clubs. TCA representatives shall attend the following meetings:

- a. The Annual General Meeting
  - b. Special General Meetings
  - c. TCA Representatives Meetings, when deemed necessary by the TCA Executive
2. At these meetings, each club shall be accorded one vote when a vote is deemed necessary on matters presented before the TCA Executive.
  3. For the purposes of voting, a representative of the club must be present at the meeting in order for the club to cast its vote.
  4. The Executive and Club Representatives shall meet at least once during the curling season at a time and place arranged by the Executive.
  5. Quorum at all such meetings is met when representatives of 2/3 of member clubs are present.

## **Article V EXECUTIVE STRUCTURE**

### *V.1 Members*

1. The affairs and procedures of the TCA shall be managed throughout each fiscal year by a Executive body composed of :
  - The President,
  - The Vice President,
  - The Secretary
  - The Treasurer
  - A minimum of 4 and a maximum of 8 TCA Directors, whose titles and portfolios shall be designated by the Executive, in accordance to current program and services needs
  - The immediate Past-President
2. The roles and responsibilities of each Executive member are as defined in the by-laws, "*Roles and Responsibilities of the Executive Body*", and may be modified at any time by the Executive to meet the current needs of the Executive, and / or the programs and services administered by the TCA.

### *V.2: TCA Executive meetings*

1. The TCA Executive shall meet monthly during the curling season, and as deemed necessary by the President. Quorum is considered reached when two-thirds of the eligible voting Executive is present.
2. A member of the Executive can request to the President the convening of an emergency meeting to discuss matters that require immediate resolution.

### *V.3: Executive Voting*

1. The TCA Executive shall vote during scheduled meetings to accept / reject changes to current programs and services and / or to initiate or cease current programs or services. All votes before the Executive shall be motioned and seconded by an Executive member.

2. The Immediate Past President is not eligible to vote on matters before the Executive, but is eligible to present arguments and opinions before the Executive on all matters being considered by the Executive except:
  - When an otherwise eligible member of the Executive is precluded from voting (as described below), preventing quorum from being met, and
  - When any vote on a matter under consideration results in a tie-vote
3. TCA Matters raised in writing by a member of a TCA club, or a TCA Representative (hereinafter known as the Applicant), shall be considered during an Executive meeting.
4. TCA Matters under consideration before the Executive that are brought to the attention of the Executive by an Applicant, and that directly involve a member of the TCA Executive, shall be considered during a scheduled Executive meeting, with the following conditions:
  - a. The Executive member may be allowed to present an opinion on the matter raised before the Executive, at the discretion of the President and Vice-President.
  - b. The Executive member in question shall not be permitted to vote on the matter

The President shall respond in writing to the Applicant within seven (7) business days the decision of the Executive.

5. The secretary shall record the result of the vote. When requested, the secretary shall record the details of the vote.

#### *V.4: Executive Term Limits*

1. Members shall be eligible to sit on the Executive for no more than nine (9) consecutive years.
2. The Executive shall be empowered to fill any vacancy which may occur between annual meetings. The term of any person so appointed shall run only to the next election.

#### *V.5: Executive Additions / Removals*

1. Any member of a TCA club is eligible to nominate an individual to be a member of the TCA Executive. Nominations shall be received until August 1 of the new fiscal year, in writing to the secretary. Nominees shall be seconded by the President or Chairperson of the nominee's club, indicating the member is in good standing of their club. Nominees shall provide their agreement to be nominated in writing to accompany the nomination. The list of nominees shall be presented to the TCA Representatives three (3) weeks in advance of the annual TCA General Meeting. If more than one nominee is presented, a vote shall be held by those representing their clubs. The nominee who gathers the majority of votes cast shall be elected to the executive.
2. A current Executive member may retain his / her position through acclamation should no nominees be put forward, and said member is eligible pursuant to sections V.4.1.

3. Removal of a member from the TCA Executive may occur under the following circumstances:
- a. If a member of the Executive is no longer a member of any TCA member club, the member shall resign from the Executive within thirty (30) days of this act
  - b. An Executive member shall be removed from his / her position immediately if found convicted of breach of trust against the TCA pursuant to the laws of Ontario and Canada.
  - c. An Executive member shall be removed from his / her position if the remainder of the Executive has lost confidence in said member's ability to uphold the tasks and responsibilities of the member's portfolio. Should the Executive lose confidence in a member,
    - i. A meeting shall be called to discuss the performance and concerns about the member. Quorum shall be met, excluding the member in question
    - ii. The member in question shall be given the opportunity to present a defense about said performance issues or concerns;
    - iii. A motion to remove a member shall be presented and seconded;
    - iv. A vote by secret ballot to remove the member shall be held at the conclusion of these discussions
    - v. The member in question is not permitted to vote
    - vi. The result of the vote shall be unanimous

The member in question shall resign from the Executive if all of these conditions are met.

#### **Article VI DAY-TO-DAY ADMINISTRATION AND MANAGEMENT**

The ordinary administration of the TCA shall be conducted by the Board of Officers of the TCA Executive. These Officers shall consist of: the President,; the Vice President; the Treasurer; and the Secretary. This Board of Officers shall be vested with authority to conduct the ordinary and normal daily affairs of the TCA which are necessary between the monthly Executive and annual meetings of the TCA. The Board of Officers shall be vested with authority to conduct administrative processes of the TCA and manage the financial affairs of the TCA, and report on such activities at the next scheduled Executive meeting.

#### **Article VII AMENDMENTS**

At least 21 days written notice of an annual or general meeting called to consider proposed amendments to the Constitution or By-Laws of the TCA shall be given to the Secretary to the member clubs and TCA Representatives. Such notice shall contain details of the proposed amendments.

It shall require a two-thirds affirmative vote of all present and eligible to vote, to carry any amendments to the Constitution and By-Laws.

## **Article VIII ANNUAL MEETING**

The annual general meeting of the TCA shall be held on or before the first of November each year for the purpose of providing an audited financial report, other TCA event reports, and any other report that is requested by a TCA representative.

## **Article IX SPECIAL GENERAL MEETING**

A special general meeting may be called by the TCA Executive whenever it deems it necessary and also they shall, upon a requisition made in writing by at least five member Clubs and within thirty (30) days of receipt of such requisition, convene a general meeting. Each Club may be allowed at least one (1) Delegate but only one delegate shall have voting power and be entitled to all privileges for the purposes of the meeting.

## **Article X SIGNING OFFICERS**

The signing officers for cheques shall be any two of the following: The President, The Vice-President, and The Treasurer. Any two of The President, the Vice-President, and the Treasurer with the approval of the Executive, may sign contracts, agreements, or other documents pertaining to the business of the TCA.

## **Article XI ASSETS**

Upon a winding-up or dissolution of the TCA, all the assets and accumulated income shall be transferred to an organization with similar objects that qualifies for exemption from the income tax pursuant to paragraph 149 (1) (f) or paragraph 149 (1) (l) of the Income Tax Act (Canada).

## **Article XII INDEMNIFICATION OF EXECUTIVE MEMBERS**

The TCA shall indemnify each of the members of the Executive and his/her heirs and legal representatives from and against any and all losses, costs, damages, expenses, liabilities, claims, and causes of action of whatsoever kind such member may sustain or incur or become subject to by reason of or in respect of any act, matter, or thing done or permitted, or not done or permitted, by such member in the execution of his/her duties as a member of the Executive. This indemnity shall not apply to claims occasioned by the dishonesty or willful default of such member.

## **Article XIII**

This Constitution and By-Laws shall be effective immediately following its adoption by a two-thirds majority vote of the member clubs present at the meeting at which it was proposed.

## **BY-LAWS**

1. A Curling Club is defined as a club in the geographic area as set forth in the Constitution, and is said to be having a constitution and a regularly constituted slate of officers, or an otherwise formal structure guiding its affairs and conduct. A Curling Club may include established leagues that rent / borrow ice from a curling facility, but whose participants are not considered to be members of the curling facility itself.
2. Each Club shall furnish the Secretary of the TCA with a complete list of officers no later than the last day of October in each year.
3. The assessment fees of member Clubs shall be paid to the TCA not later than December 31 of each year.
4. The TCA fiscal year shall be from July 1 to June 30.
5. The financial audit shall be done by a firm of chartered accountants or by a registered public accountant. A financial statement, supported by the auditor's report shall be presented at the Annual General Meeting.
6. TCA Bonspiel Committees shall submit event reports within 30 days of the conclusion of the bonspiel.
7. TCA Bonspiel Committees shall submit pro forma bonspiel budgets by May 31 of each year. The Executive shall review and approve these budgets, and reserves the right modify these budgets in consultation with the Bonspiel Chairperson.

## **Roles and Responsibilities of the Executive Body**

Subject to the direction of the representatives, the Executive shall conduct all business of the TCA not otherwise specifically reserved to the representatives.

### **President**

- Shall be an ex-officio member of all sub-committees
- Shall represent the TCA at all OCA, CCA, and similar meetings and all sponsor meetings
- Sets yearly goals and objectives
- Develops strategy for growth; membership and sponsor retention
- Works with Treasurer to establish financial goals and priorities for future projects / events
- Chairs the Executive meetings
- Assists with other tasks / projects when required

### **Vice-President**

- Performs the duties in the absence of the President
- Assists President with responsibilities; develops a strategy to continue after current president retires from position
- Assists with other tasks / projects when required

### **Secretary**

- Keeps accurate records of Executive meetings; maintains a list of club contacts and similar information
- Lead organizer for TCA General Meetings and Dinner
- Assists with other tasks / projects when required

### **Treasurer**

- Keeps funds in a recognized Canadian financial institution that is a member of the CDIC
- Keeps an accurate record of all receipts and disbursements
- Presents an audited financial statement at the Annual Meeting; presents an interim financial report at Executive meetings and other TCA Representative meetings
- Works with Executive to establish financial goals and priorities and a budget for future projects / events
- Assists with other tasks / projects when required

### **Immediate Past President**

- Responsible for succession planning, including bringing new members to the Executive and providing training for them
- Assists with other tasks / projects when required

### **Director – Marketing and Communications**

- Works with clubs and TCA Executive to develop new marketing initiatives
- Develops and implements strategy for sponsor development
- Oversees Website development
- Oversees information flow to and from member clubs
- Works with TCA Executive and club Executive committees to refine TCA programs specific to clubs
- Works with other community contacts to promote curling in Toronto.
- Assists with other tasks / projects when required

### **Director – Bonspiels**

- Liaison between Executive and TCA Bonspiel committees
- Communicates event progress, successes and challenges to Executive
- Communicates TCA directions to committees
- Represents the TCA at sanctioned Bonspiel committee meetings as necessary
- Presents Bonspiel Budgets and Reports to the TCA Executive for review and approval
- Assists with other tasks / projects when required

### **Director – Junior Development**

- Co-ordinate and liaise with Junior bonspiel chairpersons to ensure the continued development and success of these events; to ensure financial responsibility of these events (specifically co-ordinate with the Swiss the exchange program tied to the Energizer TCA Jr. bonspiel)
- Co-ordinate and liaise with the youth league chairperson(s) to ensure the continued development and success of the events
- Maintain contact with and work with Junior Development primes in other curling associations and junior curling organization throughout Ontario for the purpose of growing the number of youth participants, specifically in the TCA; increasing the number of youth team coaches and providing the opportunity for coaches to improve their coaching skills.
- Work with the **Dir. – Marketing** to have junior curling recognized and integrated into marketing initiatives
- Work with **Dir. – Bonspiels** to ensure continuity with other events
- Assists with other tasks/projects when required

### **Director(s) Without Portfolio**

- Assists with tasks / projects when required