

**CURLING ALBERTA  
PROPOSED BYLAW CHANGES 2021**

The following is a summary of the proposed changes to the current approved bylaws of ACF – operating as Curling Alberta. The numbering of the bylaws has been changed for ease of use. For the purposes of this document, the numbering reference will include both the old and new number.

2. **DEFINING AND INTERPRETING THE BYLAWS**

**NEW**

2.3 “Affiliated Member” means a Member as defined in Section 3

2.9 “Director Member” means any person who is a Director

2.11 “Member” means any Affiliated Member or Director member of the Federation as defined in Section 3.

***RATIONALE: Additional wording added to create clarification. No change to intent***

**CURRENT**

p) “Special Resolution” means a resolution approved by the Members at a Special General Meeting.

**NEW**

2.18 “SPECIAL RESOLUTION” means

2.18.1 a resolution passed:

2.18.1.1 at a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and

2.18.1.2 by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy;

2.18.2 a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting so agree; or

2.18.3 a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

***RATIONALE: This additional wording is a requirement by Corporate Registries.***

3. MEMBERSHIP

**CURRENT:**

DIRECTOR: Any Director of the ACF – Alberta Curling Federation

**NEW**

3.3 Director Members are all the Directors of the Federation

***RATIONALE: Housekeeping***

**CURRENT:**

The Board shall annually review and approve annual fees or assessments to be levied by the ACF on Affiliated Members for the upcoming fiscal year and shall establish terms of payment thereof.

3.2 Payment Date of Fees

The annual membership fees must be paid on or before January 31<sup>st</sup> of every year.

**NEW**

3.4 The Board shall annually review and approve annual fees or assessments to be levied by the Federation on Members for the upcoming fiscal year and shall establish terms of payment thereof.

3.5 The annual membership fees must be paid on or before a date that is established by the board on an annual basis.

***RATIONALE: This change allows for the establishment of a date on an annual basis as opposed to a date that is embedded in bylaws.***

4.6 VOTING

**CURRENT**

(last bullet)

- Verbally, if in attendance by conference call

**REMOVE WORDING**

***RATIONALE: This is redundant as it is covered in new clause 4.7 MEETING HELD BY ELECTRONIC MEANS (see next)***

## **NEW**

### 4.7 MEETING HELD BY ELECTRONIC MEANS

- 4.7.1 Any person entitled to attend a meeting of Members may vote and otherwise participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A Person participating in a meeting of members by such means is deemed to be present at the meeting.
- 4.7.2 Directors who call a meeting of Members may determine that:
- 4.7.2.1 the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate with each other during the meeting; and
- 4.7.2.2 any vote shall be held entirely by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
- 4.7.3 Any vote at a meeting of Members may be carried out by means of a telephonic, electronic or other communication facility, only if the facility:
- 4.7.3.1 enables the votes to be gathered in a manner that permits their subsequent verification; and
- 4.7.3.2 permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

***RATIONALE: Creates clarity and modernizes language around our ability to hold meetings remotely/electronically and the process that will be followed.***

## 6. GOVERNANCE OF THE ACF

### **CURRENT**

#### 6.1 FIRST DIRECTORS

The applicants for incorporation shall be the first Directors of the Corporation. The terms of offices of such first Directors shall be until the first meeting of the Members.

### **REMOVE**

***RATIONALE: This related only to the first meeting of the Corporation which has taken place so is no longer necessary.***

## **ADDITIONAL WORDING**

6.12.1 In the event of an equality of votes, the motion shall be deemed to have been defeated.

***RATIONALE: Provides clarity in the event of a tie vote.***

## 6.2 NOMINATION OF DIRECTORS

### **CURRENT**

6.2.1 Nominations for vacant Director positions shall be submitted in writing to the Chair of the committee responsible for nominations at least sixty (60) days in advance of the meeting at which the vote is to be held. It shall contain the signatures of two Members in Good Standing from the geographical zone for which the nomination is being made and a signed acceptance of the nomination by the nominee.

### **CHANGE**

Proposing to change the requirement of two signatures to one signature.

***RATIONALE: It is felt that this may take away an unnecessary barrier for someone to be nominated.***

## 6.5 (OLD 6.2.4.1) NUMBER OF DIRECTORS AND GEOGRAPHICAL REPRESENTATION

### **CURRENT**

There shall be a minimum of 8 and a maximum of 12 Directors

### **ADDITIONAL WORDING**

The Board shall determine the size of the Board from year to year in accordance with a Director appointment procedures adopted from time to time.

***RATIONALE: Provides the opportunity to be flexible depending on the work of the Board.***

## 6.11 MEETINGS OF THE BOARD

### **CURRENT**

Second Paragraph:

All Board Members shall be notified at least fourteen (14) days prior to the holding of any Board meeting.

### **CHANGE**

6.11.2 All Board Members shall be notified at least seven (7) days prior to the holding of any board meeting. Directors may waive this notice period with unanimous consent.

***RATIONALE: The reduction from 14 to 7 days' notice is more reasonable. Also, this clause provides an ability to waive the notice if needed e.g.- Calling an emergency meeting.***

6.7 RESIGNATION, DEATH OR REMOVAL OF A DIRECTOR

**NEW**

6.14.2 Upon resignation, death or removal of a Director, that person also ceases to be a Member.

***RATIONALE: Provides clarity around member definition.***