



ACF - ALBERTA CURLING FEDERATION

BYLAWS

1 PREAMBLEGENERAL

- 1.1 These Bylaws ~~are to regulate the policies and business~~ relate to the general conduct and affairs of the ACF - Alberta Curling Federation (the "Federation").
- 1.2 ~~The ACF - Alberta Curling Federation is incorporated pursuant to the Societies Act of Alberta~~ Societies Act RSA 2000, c S-14 of the Province of Alberta, as amended from time to time, or any statute substituted for it (the "Act").
- 1.3 ~~The registered office of the Federation will be located within the Province of Alberta. The Registrar shall be notified of any change in location of the head office in accordance with the Act.~~
- 1.4 ~~Except as provided in the Act, the Federation's Board of Directors (the "Board") will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Federation.~~
- ~~1.21.5~~ The Federation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Federation will be used in promoting its objects.

2 DEFINING AND INTERPRETING THE BYLAWSDEFINITIONS

The headings used throughout these Bylaws shall not affect the construction hereof. In these Bylaws, unless the context otherwise requires, expressions defined in the Act or any statutory amendment or modification thereof shall have the meaning so defined, and:~~in these Bylaws:~~

- 2.1 ~~"ACF" or "Federation" means the ACF - Alberta Curling Federation.~~
- ~~2.22.1~~ "Act" means the Societies Act R.S.A. 2000, Chapter S-15 as amended, or any statute substituted for it has the meaning ascribed to it in section 1.2.;
- ~~2.32.2~~ "Affiliated Member" means a Member as defined in section 33.;
- ~~2.42.3~~ "Annual General Meeting" or "AGM" means the meeting of the Membership convened in accordance with section 4.14.;
- ~~2.52.4~~ "Board" or "Board Members" means the Board of Directors of the Federation as described in section 6.;
- ~~2.62.5~~ "Boundary of the Federation" means the outer boundary of the map in Appendix A.;
- ~~2.72.6~~ "Bylaws" means these Bylaws of the Federation.;

~~2.8~~2.7 "Director" means any person elected or appointed to the Board;~~;~~

~~2.9~~2.8 "Director Member" means any person who is a Director;~~;~~

~~2.9~~ "Federation" has the meaning ascribed to it in section 1.1;

2.10 "Good Standing" means a Member or Officer or Director that has fulfilled all obligations to the Federation in accordance with section ~~3.6c~~~~3.8.3~~~~3.6.2~~.

2.11 "Member" means any Affiliated Member or Director Member of the Federation as defined in section ~~3~~~~3~~.

~~2.12~~ "Membership" means all Federation Members as defined in section 3.

~~2.13~~2.12 "Member Representative" and/or "Representative" means an individual selected by an Affiliated Member to attend and represent them at meetings of Members, in accordance with section ~~3.5~~~~3.7~~~~3.6~~.

~~2.14~~2.13 "Office" means the business office of the Federation;~~;~~

~~2.14~~ "Officers" means collectively the President, Vice-President, Secretary and Treasurer of the Federation as further described in section ~~6.8~~~~6.9~~;

~~2.15~~ "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution or consented to by all Members entitled to vote on that resolution;

~~2.15~~2.16 "Present" at a meeting means physically present or attending by conference call or other approved means;~~;~~

~~2.16~~2.17 "Register of Members" means the register maintained by the Board of Directors containing the names of Members of the Federation;

~~2.18~~ "Registrar" means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Business Corporations Act (Alberta)*;

~~2.17~~2.19 "Special General Meeting" means a meeting of the membership convened in accordance with section ~~4.4~~~~4.4~~

~~2.18~~2.20 "Special Resolution" means:

a. a resolution passed:

- i. at a ~~general~~ meeting of Members of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
- ii. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy;

- b. a resolution proposed and passed as a special resolution at a ~~general meeting~~ meeting of Members of which less than 21 days' notice has been given, if all the ~~M~~members entitled to attend and vote at the ~~general meeting~~ meeting of Members so agree; or
- c. a resolution consented to in writing by all the members who would have been entitled at a ~~general meeting~~ meeting of Members to vote on the resolution in person or, where proxies are permitted, by proxy; ~~and~~.

~~2.19~~ 2.21 "Voting Member" means a Member entitled to vote at a meeting of the Federation.

3. MEMBERSHIP

3.1 The Federation shall have the following categories of Members:

- a. ~~The Affiliated Members – of the Federation are~~ any: (i) ~~curling club;~~ (ii) ~~curling center;~~ or (iii) ~~equivalent organization which provides on ice curling activities, located within the boundaries of the Federation, that has:~~
 - i. ~~a~~Applied for membership;
 - ii. ~~p~~Paid the prescribed annual membership fee as defined in sections ~~3.23-3~~ and ~~3.33-4~~;
 - iii. ~~a~~Agreed to abide by these ~~Federation's bylaws~~ Bylaws and the Federation's policies, procedures and rules;

Affiliated Members shall be limited to a maximum of one membership per facility.

- b. ~~Affiliated Director Members – includes the Directors of the Federation. Members shall be limited to a maximum of one membership per facility.~~

~~3.2~~ Director Members are all Directors of the Federation.

~~3.33~~ 2 The Board shall annually review and approve annual fees or assessments to be levied by the Federation on Members (the "Annual Membership Fees") for the upcoming fiscal year and shall establish terms of payment thereof.

~~3.43~~ 3 The ~~A~~annual ~~M~~membership ~~F~~fees must be paid on or before a date that is established by the ~~B~~board on an annual basis.

~~3.53~~ 4 A Member in Good Standing is entitled to:

- a. ~~r~~Receive notices of meetings of the Federation;
- b. ~~p~~Participate and vote in any meeting of the Members;
- c. Affiliated Members have preferred access to programs and resources offered by the Federation; and

- d. Affiliated Members have the opportunity to host provincial playdown and other Federation sanctioned events.

3.63.5 Member Representatives will be:

- a. a person of any gender being of the legal adult age; and
- b. selected by an Affiliated Member in accordance with the Affiliated Members' own procedure.

3.73.6 Voting Member

- a. Each Member in Good Standing shall have one vote at any meeting of the ~~Membership~~Members.
- b. Votes will be allowed by proxy, as defined in section ~~55~~.
- c. A Member is in Good Standing when:
 - i. the Member has paid ~~the Annual Membership Fees~~ or other required fees to the Federation by the dates prescribed by the Federation; and
 - ii. the Member is not suspended or subject to other sanctions.

3.83.7 Suspension or Sanction of Membership

- a. The Board, at a Special Meeting called for that purpose, may sanction or suspend a Member's membership for not more than 2 years for one or more of the following reasons:
 - i. If the Member has failed to abide by the Bylaws; or
 - ii. If the Member has done anything that, in the opinion of the Board, negatively affects the Federation or the sport of curling.
- b. Notice to the Member
 - i. The affected Member will receive written notice of the Board's intention to deal with whether the Member should be sanctioned, suspended or not. The Member will receive at least twenty-one (21) days of notice before the Special Meeting;
 - ii. The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Federation. The notice may also be delivered by an Officer of the Board; and
 - iii. The notice will state the reasons why sanction or suspension is being considered.
- c. Decision of the Board

- i. The Member will have an opportunity to appear before the Board to address the potential sanction or suspension;
- ii. The Board will determine how the sanction or suspension will be dealt with and may limit the time for the Member to address the Board;
- iii. The Board may exclude the Member from its discussion of the sanction or suspension, including the deciding vote; and
- iv. The decision of the Board is final.

3.93.8 Termination of Membership

a. Withdrawal

- i. Any Member may withdraw from the Federation by sending or delivering a written notice to the office of the Federation; and
- ii. Once the notice is received, the Member's name will be removed from the Register of Members. The Member is considered to have ceased being a Member on the date its name is removed from the Register of Members.

b. Deemed Withdrawal

- i. ~~if~~ a Member has not paid the Annual Membership Fees within sixty (60) days following the date fees are due (or a later date determined by the Board), the Member shall be deemed to have terminated its membership. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date its name is removed from the Register of Members.

c. Termination by the Board

- i. The Directors, at a Special Meeting of the Board called for that purpose, may terminate a Member's membership for one or more of the following reasons:
 - 1. ~~if~~ the Member has failed to abide by these Bylaws; or
 - 2. ~~if~~ the Member has done anything that, in the opinion of the Board, negatively affects the Federation or the sport of curling.

d. Decision of the Board

- i. The Member will have an opportunity to appear before the Board to address the termination;
- ii. ~~t~~The Board will determine how the termination will be dealt with and may limit the time for the Member to address the Board;

iii. ~~t~~The Board may exclude the Member from its discussion of the termination, including the deciding vote; and

iv. ~~t~~The decision of the Board is final.

~~iv-v.~~ Any monies owed at the time of termination remain due and there will be no refunds of monies paid to the Federation.

e. Reinstatement of Membership

i. A Member whose membership was suspended will be reinstated as a Member at the end of the suspension period, upon payment of any required affiliation fees; or

ii. A Member whose membership was terminated may apply to the Board to be reinstated as a Member.

3.103.9 Transmission of Membership

a. ~~No right or privilege~~Excluding the right to issue a proxy, the interests, rights and privileges of any Member in the Federation is non-transferable. All rights and privileges cease when the Member withdraws, is terminated, or is suspended from the Federation.

3.113.10 Continued Liability for Debts Due

a. Although a Member ceases to be a Member by withdrawal or termination, the Member is liable for any debts owing by the Member to the Federation at the date of ceasing to be a Member.

3.123.11 Limitation on the Liability of Members.

a. No Member is liable for any debt or liability of the Federation.

4 Meetings

4.1 Annual General Meeting (AGM)

a. The Annual General Meeting of the Members shall be called by the President and held at such date, time and place as determined by the Board within the province of Alberta on a date no later than one hundred and twenty (120) days following each fiscal year-end of the Federation.

4.2 Purpose of Annual General Meeting

a. The AGM shall be called for the transaction of business to be brought before the Members including, but not limited to a review of financial statements setting out its income, disbursements, assets and liabilities by the Federation's accountant of record and signed by the Federation's auditor for the current year; the election of Directors;

appointment of auditor for the next fiscal year, review of the Federation's operations and the Board's activities for the previous year.

4.3 Notice of Annual General Meeting

- a. Membership will be notified of the date and time of the Annual General Meeting by notice to the Member, by notice on the Federation website, by newsletter and/or by email.
- b. The accidental omission to give any notice to any Members, or any person or entity, or the non-receipt of any notice by any such Member, or any person or entity, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice.
- c. Notice of the Annual General meeting shall be posted at least sixty (60) days prior to the AGM.

4.4 Special General Meeting of the Federation

- a. A Special General Meeting of the Members shall be called:
 - i. **b**By the President as required;
 - ii. **b**By the President upon written instruction of Members representing at least twenty percent (20%) of the Membership provided they request the President in writing to call such meeting and state the business to be brought before the meeting; or
 - iii. **b**By resolution of the Board.
- b. Only such business as is called for in the notices shall be transacted at a Special General Meeting. Any resolution must be passed by seventy-five percent (75%) of the votes cast.
- c. Notice of the meeting shall be posted at least twenty-one (21) days prior to the date fixed for a Special General Meeting. Membership will be notified of the date and time of the Special General Meeting by notice to the Member, by notice on the Federation website, by newsletter and/or by email. In the event of a Special General Meeting, Members shall be advised the purpose thereof.
- d. The accidental omission to give any notice to any Member, or any person or entity, or the non-receipt of any notice by any such Member, or any person or entity, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice.

4.5 Quorum

- a. Quorum at any Annual General Meeting or Special General Meeting of the Members shall be:

- i. A minimum of ~~twenty five (25)~~fifteen (15) Member Representatives entitled to vote, including a minimum of five (5) Board Members.
- ii. Member Representatives may participate in meetings by being physically present or, at the discretion of the Board, by conference call or other approved means.
- iii. In the case of the AGM or any Special General Meeting, if within sixty (60) minutes of the appointed time a quorum is not present, then the meeting shall be adjourned.
- iv. The meeting will be rescheduled to a time and place as determined by the President providing such time shall allow for a minimum seven (7) days' notice.

4.6 Voting

- a. Unless otherwise stipulated, any motions or questions arising at any meeting of Members shall be decided by simple majority of the votes cast at the meeting. Such votes may be made:
 - i. in person by show of hands;
 - ii. by proxy, as defined in Article section 55; or
 - iii. verbally, if in attendance by conference call.
- b. On any question proposed for consideration at a meeting of Members the chairperson may require a ballot. Alternatively, any person who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in whatever manner the chairperson directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
- c. Each Member shall be entitled to one vote at the Annual General Meeting or any Special General Meeting of ~~the Membership~~Members. In the event of an equality of votes on any question at a meeting of Members, the chair of the meeting shall not be entitled to a second or casting vote. a tie, the issue is defeated.

4.7 Meeting Held by Electronic Means

- a. 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-Federation 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.
- b. Directors who call a meeting of Members may determine that:

- i. the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting; and
 - ii. any vote shall be held entirely by means of a telephonic, electronic or other communication facility that the ~~Corporation~~ Federation has made available for that purpose.
- c. 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:
- i. enables the votes to be gathered in a manner that permits their subsequent verification; and
 - ii. permits the tallied votes to be presented to the ~~Corporation~~ Federation without it being possible for the ~~Corporation~~ Federation to identify how each member voted.

5 Proxy voting

- 5.1 Each member Representative entitled to vote at a meeting of Members may appoint a proxyholder to attend and act as the Member's Representative at the meeting in the manner and to the extent authorized by the proxy.
- 5.2 An instrument appointing a proxy shall be in writing executed by the Member in writing or by electronic signature. Such instruments must be submitted to the office of the Federation and confirmed by the Secretary twenty-four (24) hours prior to the start of the meeting.

6 Board of Directors

- 6.1 Governance and Management of the Federation
- a. The Board shall manage the business and affairs of the Federation, take such actions as deemed appropriate to affect the purposes of these Bylaws, exercise all of the powers of the Federation, and may adopt such policies, rules and procedures, recommendations and actions as deemed ~~advisable~~ advisable, and which are consistent with all applicable laws and these Bylaws.
 - b. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.
- 6.2 Nomination of Directors
- a. ~~The Board may appoint a Nominations Committee. If appointed, the Nominations Committee will be responsible to solicit and receive nominations for the election of available Director positions, which shall be Nominations for vacant Director positions shall be~~ submitted in writing to the Chair of the ~~Nominations C~~ ommittee ~~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.~~

- b. Nominations from the floor will be accepted when no candidates have been presented to the ~~membership Members for a vacant Director position to fill a vacancy,~~ in accordance with the paragraph above.
 - i. Nominees from the floor must be present and ~~accept the nomination provide written consent by signed or electronic signature~~ in order to stand for election to the Board of Directors.
 - ii. Nominations from the floor must be moved, seconded and properly approved by the Members present.

6.3 Election of Directors

- a. ~~Directors shall be elected by vote at the Annual General Meeting. At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.~~ The candidate or candidates with a majority of the votes cast ~~the largest number of votes cast~~ shall fill Director positions or vacancies where vacancies need to be filled. Failure of a candidate to provide an ~~signed~~ acceptance pursuant ~~to Clause section 6.2b.i6.2.1,~~ shall not, in itself, nullify the election of that person if that person subsequently takes up the office of Director by attending meetings of the Board or otherwise assuming the responsibilities of a Director.
- b. Elections for each Director position will be decided in accordance with the following:
 - i. One Valid Nomination – Winner elected by Ordinary Resolution.
 - ii. Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.
- ~~b.c.~~ Directors are elected for a term of three (3) years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office. The terms shall be staggered such that no more than four (4) positions are scheduled each year for election. A Director will only serve a maximum of two (2) terms. A minimum of one (1) year must pass before a Director who has had two (2) consecutive terms may be nominated to rejoin the Board, subject to the requirements of clause 6.3.3.
- c. ~~Elected Directors must reside in the geographical zone for which they are elected.~~

- d. No employee of the Federation may hold a Director position or have voting privileges at Board Meetings.

6.4 ~~Appointment of Directors~~ Filling a Vacancy of the Board

~~a. If there is a vacancy on the Board, the remaining Directors may appoint a Director to fill that vacancy until the next meeting at which Directors are to be elected, at which time the position will be available for election. A Director then elected into that position may remain for the remainder of the original term. When a position of a Director becomes vacant for whatever reason and there is still quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.~~

~~b. The office of any Director will be vacated automatically if the:~~

- ~~i. Director resigns;~~
- ~~ii. Director is found by a court to be incapable;~~
- ~~iii. Director becomes bankrupt; or~~
- ~~iv. Director dies.~~

~~b. Appointed Directors must reside in the geographical zone for which the vacancy exist.~~

6.5 ~~Number of Directors and Geographical Representation~~

a. There shall be a minimum of eight (8) and a maximum of twelve (12) Directors. The Board shall determine the size of the Board from year to year in accordance with a Director appointment procedure adopted from time to time.

~~b. The Board of Directors shall include Directors from each of 8 geographical zones. There will be no more than 2 Directors from any zone.~~

~~c. Geographical zones are:~~

- ~~i. Zone 1 – Sunny South~~
- ~~ii. Zone 2 – Big Country~~
- ~~iii. Zone 3 – Calgary~~
- ~~iv. Zone 4 – Parkland~~
- ~~v. Zone 5 – Black Gold/Yellowhead~~
- ~~vi. Zone 6 – Edmonton~~

~~vii. Zone 7 North Eastern Alberta~~

~~viii. Zone 8 Peace Country~~

~~d. The communities included in each zone are listed in Appendix A.~~

~~6.6 Limit on Consecutive Terms~~

~~a. A Director may not hold position for more than 2 consecutive terms. A minimum of 1 year must pass before a Director who has had 2 consecutive terms may be nominated to rejoin the Board.~~

6.76.6 Directors' Accountability

- a. Every Director of the Federation shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Federation, and in connection therewith shall. Exercise the degree of care, diligence and skills that a reasonably prudent person would exercise in similar circumstances, including reliance in good faith on:
 - i. ~~f~~Financial statements of the Federation provided to the Director by an ~~O~~fficer of the Federation or in a written report of a public accountant or auditor of the Federation fairly to reflect the financial conditions of the Federation; or
 - ii. ~~a~~A report of a person whose profession lends credibility to a statement made by that person.

6.86.7 Notice

- a. The Board shall provide notice to all Members of ~~the available~~ Directors' positions and terms open for election at least ~~one hundred twentyten~~ (120) days prior to the AGM.

6.96.8 Officers of the Federation shall be the President, Vice-President, Treasurer and Secretary.

- a. Officers are elected by the Board at the first meeting of the Board following the AGM. In the case of a tie between candidates, additional run-off ballots will occur until a winner is declared.
- b. The Officer holds office until re-elected or until a successor is elected.
- c. All ~~O~~fficer positions are for one (1) year.
- d. A Director may not hold the office of President for more than three (3) consecutive years.

- e. Any candidate to be considered as an Officer shall have prior Board experience within the Federation. The Board may waive such requirement upon receipt of evidence of other applicable experience.

6.106.9 Duties of the Officers of the Federation

a. President

- i. Supervises the affairs of the Board;
- ii. When present, chairs all meetings of the Society. Will be the chair of the Board and preside at the AGM and Special General Meetings of the Federation and at meetings of the Board unless otherwise designated, the Board;
- ~~iii.~~ Will be the official spokesperson of the Federation;
- ~~iii.~~ iv. Is an ex officio member of all Committees; and
- ~~iv.~~ v. Carries out other duties assigned by resolution of the Board.

b. Vice-President

- i. Presides at meetings in the President's absence;
- ii. Presides at various functions when asked to do so by the President or Board; and
- iii. Carries out other duties assigned by resolution of the Board.

c. Secretary

- i. Keeps accurate minutes of Board meetings and the AGM;
- ii. Has charge of the Board's correspondence;
- iii. Ensure that the Register of Members is kept up to date and includes a record of the: (i) full name; (ii) street address or postal code; (iii) date on which the Member was admitted to membership; (iv) date on which the Member ceased to be a Member; and (v) the category of membership names and addresses of all Members of the Federation is kept;
- iv. Keeps the Seal of the Federation;
- v. Ensures compliance with all legal documentation requirement, such as filing the annual return, changes in the Directors of the organization, amendments to the bylaws, and other required documentation; and
- vi. Carries out other duties assigned by resolution of the Board.

d. Treasurer

- i. Ensures all monies paid to the Federation are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- ii. Ensures that a detailed account of revenues and expenditures is presented to the Board as requested;
- iii. Ensures a reviewed statement of the financial position of the Federation is prepared and presented to the Annual General meeting;
- iv. Carries out other duties assigned by resolution of the Board.

6.116.10 Meetings of the Board

- a. Scheduled meetings of the Board shall be held as often as may be required, but at least four (4) times per year with one (1) meeting to be held immediately following the AGM.
- b. All ~~Board Members~~ Directors 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.
- ~~c. The President may call a special meeting of the Board for consideration of special matters and shall be called in like manner on the instruction of any three (3) Directors provided they request in writing to call such meeting and state the business to be brought before the meeting.~~
- ~~d.c.~~ A simple majority of the ~~Officers and~~ Directors holding office is a quorum.
- ~~e.d.~~ If all the Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time, provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

6.126.11 Board Votes

- a. Resolutions of the Board shall be adopted if a majority of the Directors present vote in favour of the resolution, provided that a quorum remains present. In the event of an equality of votes, the motion shall be deemed to have been defeated and the chair of the Board shall not be entitled to a second or casting vote.
- b. Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- c. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
- d. Meetings of the Board are open to Member Representatives for discussion purposes if invited to do so by the Board but only the Directors may vote. of the Federation but only Directors may vote. Member Representatives are only allowed to participate in a discussion when invited to do so by the Board. Officers and Directors present may ask any other Member Representatives, or other persons present, to leave.

6.136.12 Powers and Duties of the Board

- a. The powers and duties of the Board include:
 - i. Promoting the objectives of the Federation;
 - ii. Promoting membership in the Federation;
 - iii. Maintaining and protecting the assets and property of the Federation;
 - iv. Approving an annual budget for the Federation;
 - v. Paying all expenses for operating and managing the Federation;
 - vi. Paying persons for services and protecting persons from debts of the Federation;
 - vii. Investing any extra monies;
 - viii. Financing the operations of the Federation and borrowing or raising monies;
 - ix. Making policies for managing and operating the Federation;
 - x. Approving all contracts for the Federation;
 - xi. Maintaining all accounts and financial records of the Federation;
 - xii. Appointing legal counsel as necessary;
 - xiii. Making policies, rules and regulations for operating the Federation and using its facilities and assets;
 - xiv. Selling, disposing of, or mortgaging any or all of the property of the Federation; and
 - xv. Without limiting the general responsibility of the Board, delegating its powers and duties.

6.146.13 Resignation, Death or Removal of a Director

- a. A Director including the President, may resign from office by giving notice in writing to the Board. The resignation takes effect upon receipt, by ~~an Officer~~the Board, of the written notice. When a Director who is subject to a disciplinary investigation or action of the Federation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- b. Upon resignation, death or removal of a Director, that person also ceases to be a Member.
- c. Members may remove any Director, including the President, before the end of their term. Removal will be decided ~~by a vote~~by Ordinary Resolution at a Special Meeting of Members called for this purpose provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.
- d. The Board may remove a Director or Officer by affirmative vote of not less than seventy-five (75%) percent of the Directors when, in the opinion of the Board:
 - i. ~~it~~ is in the best interest of the Federation ~~or the Director or Officer;~~
 - ii. ~~t~~The Director or Officer has failed to abide by the Bylaws;
 - iii. ~~t~~The Director or Officer has failed to act in accordance with rules governing conduct; or
 - iv. ~~s~~Such Director or Officer has not fulfilled their obligations to the Board of the Federation.
- e. Where a Director or Officer is to be removed there must be notice provided to all the Board Members, of the intent to remove, including the Director being considered for removal.
- f. As determined by the Board by majority vote, Any Director or Officer missing three consecutive Board meetings without valid reason may be removed without the need to provide notice of intent.

6.156.14 _____ Board Committees ~~—~~ — The Board may establish standing committees or ad hoc committees, or both, as required.

- a. Committees may appoint members who are not Directors.
- b. A ~~Board Member~~Director must chairs each committee created by the Board.
- c. The Chair calls committee meetings.
- d. Each committee:
 - i. ~~r~~Records minutes of its meetings;

- ii. ~~d~~Distributes those minutes to the committee members; and
- iii. ~~p~~Provides reports to each Board meeting at the Board's request.

e. Committee members must be notified fourteen (14) days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

e.f. The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

7 Finance, Auditing and Other Management Matters

- 7.1 The fiscal year end of the Federation will be determined by Ordinary Resolution of the Board.
- 7.2 There must be an audit of the books, accounts and records of the Federation at least once ~~each~~ per year. A qualified accountant, appointed at each Annual General Meeting, must do this audit. -At each Annual General Meeting of the Federation, the auditor submits a complete statement of the books of the Federation for the previous year.
- 7.3 The Board may adopt a seal as the seal of the Federation.
 - a. The Secretary has control and custody of the seal, unless the Board decides otherwise.
 - b. The seal of the Federation can only be used by the Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.
- 7.4 Signing Authority
 - a. 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 Federation will be executed by at least two (2) individuals designated by ~~resolution~~ Ordinary Resolution of the Board.
- 7.5 Keeping and Inspection of the Books and Records of the Federation
 - a. The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
 - b. The Secretary keeps the original Minute Books at the Registered Office of the Federation. This record contains minutes from all meetings of the Federation Board.
 - c. The Board keeps and files all necessary books and records of the Federation as required by the Bylaws, the Societies Act, or any other statute or laws.

- d. A Member Representative wishing to inspect the books or records of the Federation must give reasonable notice to the President or Secretary of the Federation of his/her intentions to do so.
- e. All financial records of the Federation are open for such inspection by the Members, during normal business hours and with reasonable notice.

7.6 Powers of the Federation

- a. The Federation may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings.

7.67.7 Borrowing Powers

- a. The Federation may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- b. The Board may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Members.

7.8 Negotiable Instruments

- a. For the purpose of the Federation carrying out its objects, the Federation may draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

7.77.9 Remuneration of Directors and Officers-

- a. The Directors and Officers shall receive no remuneration for acting as such and no Director or Officer shall directly or indirectly receive any profit from ~~his~~their position. Directors and Officers may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

7.87.10 Protection and Indemnity of Directors and Officers

- a. Each Director or Officer holds office with protection from the Federation. The Federation indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Federation. The Federation does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- b. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Federation. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Federation, unless the act is fraud, dishonesty or bad faith.

- c. Directors or Officers can rely on the accuracy of any statement or report prepared by the Federation auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- d. The Federation will ~~purchase and maintain insurance for the benefit of any person referred to in section 7.7 against any liability incurred by them in their capacity as a Director of the Society.~~ maintain in force Directors and Officers liability insurance at all times.

8 Amending the Bylaws

- 8.1 These Bylaws may be ~~cancelled~~ temporarily suspended, altered or added to by a Special Resolution ~~at any General or Special Meeting~~ of the Members.
- 8.2 The one hundred twenty (120) days notice of the Annual General Meeting or twenty-one (21) days notice Special Meeting of the Federation must include details of the proposed resolution to change the Bylaws.
- 8.3 The amended bylaws take effect after the approval of the Special Resolution at any meeting of Member~~the Annual General Meeting or Special Meeting~~ and after being accepted by the Corporate Registry of Alberta.

9 Disputes

- 9.1 A dispute arising out of the affairs of the Federation and between any Members of the Federation or between:
 - a. a Member or person who is aggrieved and who has for not more than six (6) months ceased to be a Member; or
 - b. a person claiming through the Member or aggrieved person or claiming under these Bylaws of the Federation,and the Federation or a Director or Officer of the Federation, shall be decided by arbitration, which shall be under the Arbitration Act.
- 9.2 A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of King's Bench and there is no appeal from it.

9.10 Distributing the Assets and Dissolving the Federation

~~9.1 The Federation does not pay any dividends or distribute its property among its Members.~~

~~9.2~~ 9.10.1 If the Federation is dissolved:

- a. any remaining gaming proceeds are to be donated to an eligible charitable or religious group or purpose or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose.

- b. any other funds or assets remaining after paying all debts are to be distributed equally to all Affiliated Members in Good Standing in the year of dissolution.

1011 Approval/Adoption of these Bylaws

11.1 These Bylaws ~~were accepted and approved at Meetings of Members of ACF – ALBERTA CURLING FEDERATION,~~ were ratified by the Members of the Federation at a meeting of Members duly called and held on [insert date].

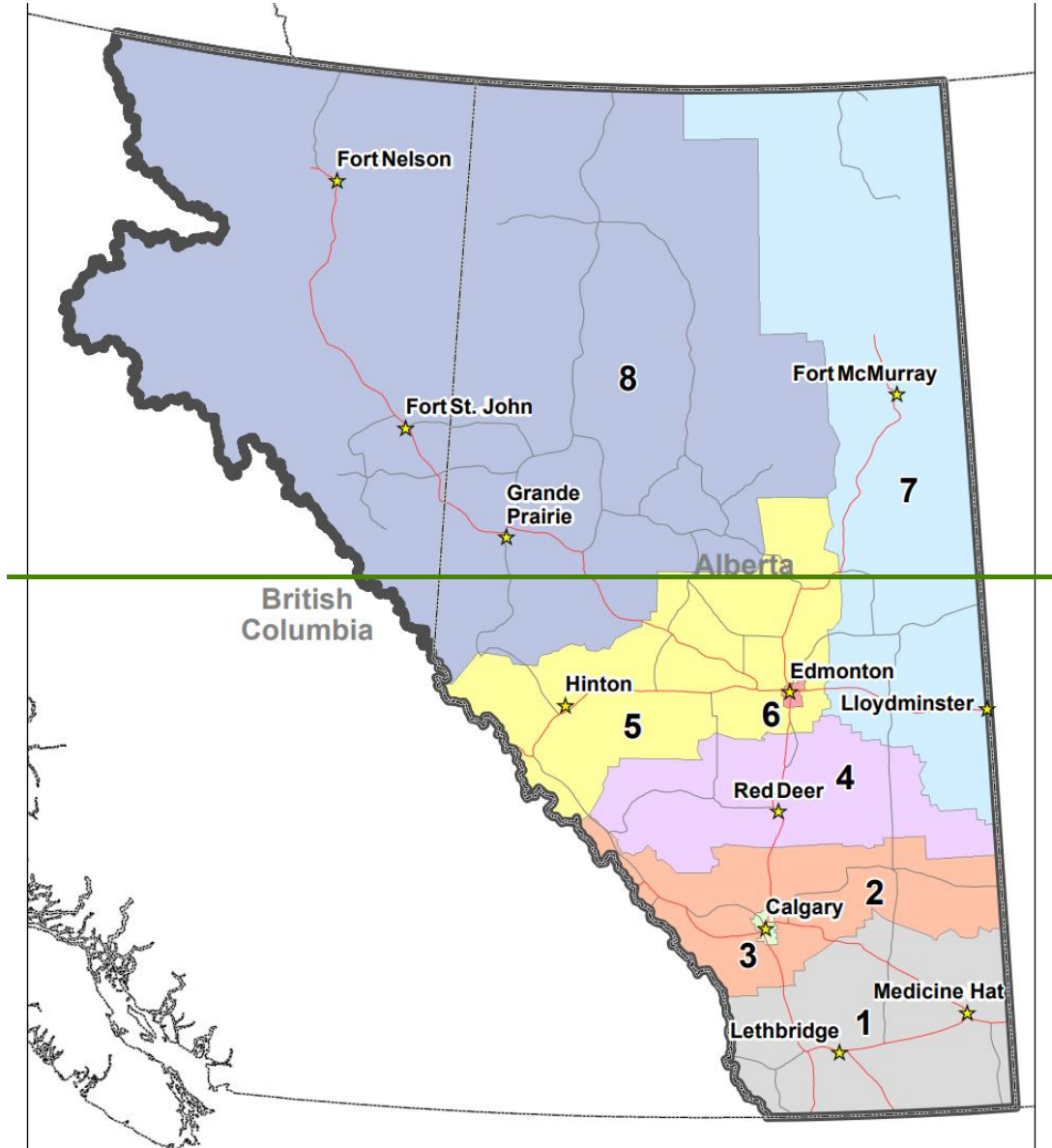
10.111.2 In ratifying these Bylaws, the Members of the Federation repeal all prior Bylaws of the Federation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

DATED at the City of _____, in the Province of Alberta, this _____ day of _____, 2021.

President

Secretary

APPENDIX A — ZONES



The boundaries of the Federation are defined by this map.

Zone 1 – Sunny South

Aetna	Milk River
Arrowwood	Milo
Barnwell	Moon River Estates
Barons	Mountain View
Bassano	Nanton
Beaver Mines	New Dayton
Beazer	Nobleford
Blindless	Orion
Bow Island	Orton
Brant	Parkland
Brooks	Patricia
Burdett	Picture Butte
Gardston	Pincher Creek
Garmangay	Pincher Station
Carway	Purple Springs
Champion	Queenstown
Chin	Rainier
Claresholm	Ralston
Cluny	Raymond
Coaldale	Redcliff
Coalhurst	Rolling Hills
Coutts	Rosemary
Cowley	Scandia
Crowsnest Pass	Schuler
Del Bonita	Seven Persons
Diamond City	Shaughnessy
Duchess	Shouldice
Dunmore	Skiff
Enchant	Spring Coulee
Ensign	Stand-Off
Etzikom	Stavely
Foremost	Stirling
Fort MacLeod	Suffield
Gem	Taber
Glenwood	Tilley
Granum	Travers
Grassy Lake	Turin
Hays	Vauxhall
Hilda	Veinerville
Hill Springs	Vulcan
Iron Springs	Walsh
Irvin	Wardlaw
Jenner	Warner
Johnson's Addition	Waterton Park
Kimball	Welling
Kirkcaldy	Welling Station
Leavitt	Woodhouse
Lothbridge	Woolford
Lomond	Wrentham
Lowland Heights	
Lundbreck	
Magrath	
Manyberries	
Medicine Hat	

Zone 2—Big Country

Acadia Valley	Iddesleigh
Aome	Indus
Airdrie	Irricana
Aldersyde	Janet
Balzac	Kathryn
Banff	Kananaskis
Bearspaw	Keoma
Beiseker	Lac des
Benchlands	Lake Louise
Black Diamond	Langdon
Blackie	Linden
Bottrel	Longview
Bragg-Creek	Lyalta
Canmore	Madden
Carbon	Michichi
Carseland	Millarville
Carstairs	Morrin
Cayley	Mossleigh
Cereal	Munson
Cessford	Namaka
Chancellor	New-Brigden
Cheadle	Okotoks
Chestermere	Olds
Chinook	Oyen
Cochrane	Priddis
Cochrane Lake	Priddis Greens
Compeer	Redwood Meadows
Conrich	Richdale
Craigmyle	Rockyford
Cremona	Rosebud
Crossfield	Rowley
Dalemead	Rumsey
Dalroy	Sedalia
Delacour	Seebe
Delia	Shepard
De-Winton	Sibbald
Didsbury	Springbank
Dorothy	Standard
Drumheller	Strathmore
Eagle Hill	Sundre
Empress	Sunnynook
Exshaw	Swatwell
Ghost Lake	Three Hills
Gleichen	Torrington
Hanna	Trochu
Harvie Heights	Turner Valley
Heritage Pointe	Westward Ho
Herronton	Wimborne
High River	Waiparous
Hussar	Water Valley
	Youngstown

ZONE 3 Calgary

Calgary

ZONE 4 Parkland

<p>Alder Flats Alhambra Alix Alliance Altario Ardley Argentia Beach Armona Bashaw Bawlf Benalto Bentley Big Valley Birchcliff Bittern Lake Blackfalds Bluffton Botha Bowden Brownfield Buck Creek Buck Lake Burnstick Lake Byemoor Camrose Caroline Gastor Clive Condor Consort Coronation Crystal Springs Czar Daysland Delburne Dickson Donalda Duhamel Eckville Edberg Elnora Endiang Erskine Falun Ferintosh Fleet Forestburg Gadsby Galahad Grandview Gull Lake Gwynne</p>	<p>Half Moon Bay Halkirk Hardisty Hay Lakes Haynes Heisler Hoadley Hobbema Huxley Innisfail Itaska Beach Jarvis Bay Joffre Kelsey Killam Kingman Kirriemuir Lacombe Leedale Leslieville Linn Valley Lougheed Louisana Markerville Ma Me O Beach Meeting Creek Millet Mirror Monitor Morningside Mulhurst Bay Nevis New Norway Nordegg Norglenwold Ohaton Parkland Beach Pelican Point Penhold Ponoka Poplar Bay Red Deer Red Willow Rimbey Rochan Sands Rocky Mountain House Rosalind Round Hill Silver Beach Sedgewick</p>	<p>Springbrook Spruce View Stettler Strome Sunbreaker Cove Sylvan Lake Tees Tillicum Beach Veteran Village at Pigeon Lake Wetaskiwin White Sands Winfield Withrow Westerose</p>
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ZONE 5 Black Gold/Yellowhead

<p>Abee Alberta Beach</p>	<p>Gainford Gibbons</p>	<p>Perryvale Pibroch</p>
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<p>Alcomdale Antler Lake Ardrossan Athabasca Barrhead Beaumont Betula Beach Birch Cove Blue Ridge Bon Accord Bondiss Boyle Breton Bruderheim Brule Buford Busby Cadomin Calahee Calling Lake Calmar Campsie Carbondale Cardiff Carvel Castle Island Cherhill Clyde Colinton Collingwood Cove Cynthia Dapp Devon Donatville Drayton Valley Duffield Edson Egremont Elk Island Ellescott Entwistle Evansburg Fallis Fawcett Flatbush Fort Assiniboine Fort Saskatchewan</p>	<p>Glenevis Golden Days Grande Cache Grassland Green Court Gunn Half Moon Lake Hastings Lake Hinton Island Lake Island Lake South Janvier South Jarvie Jasper Josephburg Kapasiwin Kavanagh Keophills Lakeview Lamoureux Larkspur Leduc Legal Lodgepole Long Lake Looma Lottie Lake MacKay Manola Marlboro Mayerthorpe Meanook Mearns Mewatha Beach Morinville Nakamun Park Namao Neerlandia Nestow New Sarepta Newbrook Nisku Niton Junction Norris Beach North Cooking Lake Oneway Opal Peers</p>	<p>Pickardville Pine Sands Pinedale Point Alison Radway Redwater Rich Valley Riviere Qui Barre Robb Rochester Rochfort Bridge Rocky Rapids Rolly View Ross Haven Sandy Beach Sangudo Seba Beach Sherwood Park Silver Sands South Baptiste South Cooking Lake South View Spring Lake Spruce Grove St. Albert Stony Plain Sundance Beach Sunnybrook Sunrise Beach Sunset Beach Sunset Point Swan Hills Tawatinaw Telfordville Thorhild Thorsby Thunder Lake Tomahawk Val Quentin Villeneuve Vimy Violet Grove Wabamun Warburg West Baptiste West Cove Westlock Whispering Hills White Gull Whitecourt Wildwood Yellowstone</p>
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ZONE 6 Edmonton

Edmonton

ZONE 7 North Eastern Alberta

Amisk		Spedden
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Andrew	Hairy Hill	St. Edouard
Anzac	Hayter	St. Lina
Ardmore	Heinsburg	St. Michael
Ashmont	Hilliard	St. Paul
Atmore	Holden	St. Vincent
Beauvallon	Horseshoe Bay	Star
Beaver Crossing	Hughenden	Streamstown
Beaver Lake	Hyle	Therion
Beaverdam	Innisfree	Tofield
Bellis	Irma	Tulliby Lake
Blackfoot	Islay	Two Hills
Bode	Kikino	Vegreville
Bonnyville	Kinsella	Vermillion
Bonnyville Beach	Kitcoty	Viking
Breynat	La Corey	Vilna
Bruce	La La Biche	Wainwright
Cadogan	Lafond	Wandering River
Caslan	Lament	Warspite
Chauvin	Lavoy	Waskatenau
Cherry Grove	Lindbergh	Willingdon
Chipman	Lloydminster	Westek
Clandonald	Mallaig	
Cold Lake	Mannville	
Conklin	Manwayne	
Fitzgerald	McLaughlin	
Derwent	Metiskow	
Dewberry	Minburn	
Duvernay	Mundare	
Edgerton	Myrnam	
Elk Point	Paradise Valley	
Fabyan	Pelican Narrows	
Fort Chipewyan	Plamondon	
Fort Kent	Provost	
Fort MacKay	Ranfurlly	
Fort McMurray	Ribstone	
Glendon	Rivercourse	
Greenshields	Riverview	
	Ryley	
	Smoky Lake	

ZONE 8 Peace-Country

Beaverlodge	Grouard	Poplar Ridge
Berwyn	Grovedale	Rain
Bezanson	Guy	Red Earth Creek
Bluesky	High Level	Rene
Bow Lake	High Prairie	Ridgevalley
Brownvale	Hines Creek	Rycroft
Buffalo Lake	Hythe	Sandy Lake
Cadotte Lake	Jean Cote	Sexsmith
Canyon Creek	Joussard	Slave Lake
Chisholm	Kinuso	Smith
Clairmont	La Crete	Spirit River
Cleardale	La Glace	St. Isidore
Deadwood	Landry Heights	Tangent
DeBolt	Little Buffalo	Teepee Creek
Dixonville	Little Smoky	Trout Lake
Donnelly	Loon Lake	Valhalla Centre
Eaglesham		

<p> East Prairie Enilda Faust Fairview Falher Fort Vermilion Fox Creek Gift Lake Girouxville Goodfare Goose Lake Grande Prairie Grimshaw </p>	<p> Manning Marie Reine Marten Beach McLennan Nampa North Star Notikewin Paddle Prairie Peace River Peavine Peerless Lake Peoria </p>	<p> Valleyview Wabasca-Desmarais Wagner Wanham Watino Wedgewood Wembley Whitelaw Widewater Woking Worsley Zama City Chetwynd, BC Dawson Creek, BC Fort St. John, BC Fort Nelson, BC Hudson's Hope, BC Taylor, BC Tumbler Ridge, BC </p>
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