

Summary of Proposed Bylaw Changes for Curling Alberta

1. General Updates and Language Modernization:

- Updated naming conventions and references to match current practices (e.g., "Societies Act RSA 2000, c S-14").
- Clarified terminology throughout, e.g., "Federation" defined as ACF - Alberta Curling Federation.
- Improved grammar, removed redundancy, and aligned formatting for clarity.

2. Membership:

- Clearer definitions of "Affiliated Members," "Director Members," and "Voting Members."
- Revised conditions for "Good Standing."
- Defined new process for suspension, termination, and reinstatement of membership.
- Formalized proxy voting rules.

3. Meetings:

- Adjusted quorum requirements for AGMs and Special General Meetings.
- Defined timelines for AGM notices (60 days) and Special Meeting notices (21 days).
- Expanded use of electronic meetings and voting.
- Defined procedures for tie votes (motions are defeated).

4. Board of Directors:

- Refined nomination and election processes for Directors.
- Enforced term limits (maximum of 2 consecutive terms).
- Allowed for appointments to fill vacancies.
- Introduced new accountability standards and minimum qualifications.
- Clarified voting and resolution procedures.
- **Key Change: The requirement for Directors to reside in specific geographic zones has been removed. This allows a broader, skills-based governance model while still encouraging representation from across Alberta. This change is**

significant and reflects Curling Alberta's commitment to effective leadership and operational flexibility.

5. Officers:

- Defined roles and responsibilities for President, Vice-President, Secretary, and Treasurer.
- Established one-year terms for Officers and clarified eligibility requirements.

6. Committees:

- Enabled creation of standing and ad-hoc committees.
- Required minutes and reports from committees.

7. Financial and Administrative Oversight:

- Required annual audits.
- Clarified financial recordkeeping and inspection rights.
- Formalized borrowing powers, signing authority, and document execution procedures.
- Defined fiscal year end to be determined by Board resolution.

8. Indemnity and Insurance:

- Strengthened protection and indemnity clauses for Directors and Officers.
- Mandated maintenance of Directors & Officers liability insurance.

9. Bylaw Amendments and Dispute Resolution:

- Special resolution required to amend bylaws.
- Added arbitration clause for resolving internal disputes.

10. Dissolution:

- Set out clear procedures for asset distribution upon dissolution.