



Northern Ontario
CURLING ASSOCIATION



CONSTITUTION & BYLAWS

Revised October 24, 2016

NOCA Constitution & Bylaws

NORTHERN ONTARIO CURLING ASSOCIATION CONSTITUTION AND BYLAWS TABLE OF CONTENTS

<u>Topic</u>	<u>Page</u>
Constitution	3
Bylaws	
Article I – General – definitions	page 3
Article II – Membership	page 4
Article III – Meetings of Members	page 6
Article IV – Governance	page 8
Article V – Officers	page 11
Article VI – Finance and Management	page 13
Article VII – Amendment of Bylaws	page 14
Article VIII – Dissolution	page 15
Article IX – Indemnification	page 15
Article X – Adoption of Bylaws	page 15

NORTHERN ONTARIO CURLING ASSOCIATION

CONSTITUTION

1. The name of the Corporation is “Northern Ontario Curling Association”.
2. The objects of the Corporation are to:
 - a) Organize, promote and develop interest and participation in curling in Northern Ontario and to regulate and govern amateur curling competitions under its jurisdiction;
 - b) Establish rules and regulations for curling competitions in Northern Ontario;
 - c) Maintain affiliation with the Canadian Curling Association and to seek support from and work cooperatively with other organizations, groups and individuals whose aims or objectives are consistent with those of the Corporation;
 - d) Maintain membership with the Ontario Curling Council (OCC), the Provincial Sport Organization responsible for curling in Ontario.
 - e) To uphold and promote the articles and objectives of the Canadian Curling Association or such national sport governing body that is affiliated with the World Curling Federation, with emphasis on safety, health and amateur sportsmanship;
 - f) Assist members in providing quality services and programs, and to provide technical, coaching, officiating and athlete development support to its members;
 - g) Provide opportunities for all amateur curling players and to encourage and promote proficiency and excellence by Northern Ontarians in all aspects of amateur curling;
 - h) To encourage and support curling events and competitions leading to participation in Provincial, National and International competition;
 - i) To seek and accept donations, gifts, legacies and bequests for the purpose of furthering its objectives;
 - j) Invest any profits in the development of curling in Northern Ontario.

NOCA Constitution & Bylaws

NORTHERN ONTARIO CURLING ASSOCIATION BYLAWS

ARTICLE 1: GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Northern Ontario Curling Association, an association incorporated under the Ontario Corporations Act, R. S. O. 1990, c. 38, and referred to as the “Association” in these Bylaws.
- 1.2 Definitions – The following terms have these meanings in these Bylaws:
- a) *Act* – the Ontario Corporations Act.
 - b) *Auditor* – an individual appointed by members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the members at the next Annual General Meeting. The Auditor will not be an employee or a director of the Association.
 - c) *Board* – the Board of Directors of the Association.
 - d) *Days* – will mean total days, irrespective of weekends or holidays.
 - e) *Delegate* – an individual appointed by a member club in accordance with these Bylaws to attend regional meetings and members meetings of the Association.
 - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - g) *Officer* – an individual appointed to serve as an officer of the Association pursuant to these Bylaws.
 - h) *Region* – an organization representing a specific geographical area or identified population, defined by the Board, within Northern Ontario operating as a member of the Association.
 - i) *Registered Address* – the most recent address of record in the register of members.
- 1.3 Head Office – The head office of the Association will be located within the Township of Atikokan, Ontario and may be changed by resolution of the Directors.
- 1.4 Corporate Seal – The Association may have a corporate seal which will be adopted and may be changed by resolution of the Directors.
- 1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its members and any profits or other accretions to the Association will be used in promoting its objectives.
- 1.6 Interpretation – In these Bylaws, words stating the male gender will include the female gender as well as corporate bodies (i.e. clubs), and words stating the singular will include the plural and vice-versa.

NOCA Constitution & Bylaws

- 1.7 Ruling on Bylaws – Except as provided in the Act, 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 Association.
- 1.8 Records – The Association will prepare and maintain at its registered office the articles of incorporation, Bylaws, minutes of members' meetings, resolutions of members and a register of directors all of which will be available for review by members of the Association.
- 1.9 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

ARTICLE II: MEMBERSHIP

- 2.0 Register – The Association will keep a register of its members. Each member club shall submit annually to the Association a list of all curlers participating in a league that is supported by the member club.

Categories of Membership

- 2.1 Categories – The Association has five (5) categories of membership:
- a) Adult member;
 - b) Youth member;
 - c) Member club;
 - d) Honorary Life Member, and
 - e) Affiliate member.

Qualifications for Membership

- 2.2 Adult Member – Any individual, 18 years of age or over, who applies for membership to the Association, has agreed to abide by the Association's Bylaws, policies, procedures and rules and regulations, is involved in curling leagues and whose club is a member.
- 2.3 Youth Member – Any individual, under 18 years of age, who applies for membership to the Association, has agreed to abide by the Association's Bylaws, policies, procedures and rules and regulations, is involved in curling leagues and whose club is a member.
- 2.4 Member Club – Any curling club within the boundaries, defined by the Board of the Association that:
- a) Has applied for membership to the Association and who has been accepted by the Board;
 - b) Has agreed to abide by the Association's Bylaws, policies, procedures and rules and regulations;
 - c) Offers regularly organized curling activities within a building properly equipped and maintained for curling;
 - d) Operates under the guidance of a board of directors, executive, committee, or any other body empowered to manage the sport of curling within the building;
 - e) Has bylaws and/or policies that are consistent with those of the Association;

NOCA Constitution & Bylaws

- f) Has agreed to register all of its players and participants who are involved in curling leagues with the Association.
- 2.5 Honorary Life Member – Honorary Life Memberships shall be bestowed on any person so recommended for recognition to the Association by way of 2/3 vote of the Board of Directors. Honorary Life members shall have contributed greatly to the development and promotion of amateur curling in Northern Ontario and be entitled to all the privileges of membership in the Association, save and except voting.
- 2.6 Affiliate Member – Any individual, 18 years of age or over, who applies for membership to the Association, and has agreed to abide by the Association’s Bylaws, policies, procedures, rules and regulations.
- 2.7 Admission of Members – No individual or organization will be admitted as a member of the Association unless:
- a) The applicant has made an application for membership in a manner prescribed by the Association;
 - b) The applicant has been approved by the Board or the individual delegated such authority;
 - c) The applicant has paid dues as prescribed by the Board.
- 2.8 Membership Not Transferable – The interest of a member in the Association is not directly or indirectly, transferable to any individual or organization.

Membership Dues and Duration

- 2.9 Year – Unless otherwise determined by the Board, the membership year of the Corporation will be September 1st - August 31st.
- 2.10 Dues – Membership dues for all categories of membership will be determined annually by the Board of Directors.

Withdrawal and Termination of Membership

- 2.11 Resignation – A member club or member may resign from the Association by giving written notice to the Board. The resignation will become effective the date on which the request is approved by the Board.
- 2.12 Arrears – A member club or member may be suspended from the Association for failing to pay membership dues by the deadline date as determined by the Board. Should membership dues remain unpaid for an additional fourteen (14) days, the member club or member may be expelled from the Association upon the sole discretion of the Board.
- 2.13 Discipline – In addition to suspension or expulsion for failure to pay membership dues, a member club or member may be suspended or expelled from the Association in accordance with the Association’s policies and procedures relating to discipline of members.

NOCA Constitution & Bylaws

- 2.14 Resignation when facing Discipline – Where a member club or member who is subject to a disciplinary investigation or action of the Association resigns, that member club or member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 2.15 Cease to be a Member – Any member club or member will cease to be a member upon its dissolution or winding up of affairs or upon expiration of their membership, unless renewed in accordance with these bylaws.
- 2.16 Special Resolution – Any member club or member may be expelled by a special resolution of the voting members passed at a meeting duly called provided:
- a) Notice of the special resolution for expulsion has been sent to all member clubs thirty (30) days before the meeting and is accompanied by a statement of reasons for the proposed expulsion; and
 - b) The member club or member subject to the proposed resolution is given an opportunity to be heard at the meeting before the special resolution is put to a vote.

Good Standing

- 2.17 Definition – A member of the Association will be in good standing provided that the member:
- a) Owes no outstanding membership dues or other debts to the Association;
 - b) Has not ceased to be a member;
 - c) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - d) Has completed and remitted all documents as required by the Association;
 - e) Has complied with the Constitution, Bylaws, policies and rules of the Association; and
 - f) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- 2.18 Cease to be in Good Standing – Members who cease to be in good standing, as determined by the Board of Directors, will not be entitled to vote at meetings of members and, where the member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

- 3.0 Types of Meetings – Annual General Meetings, Special Meetings, and Regional Meetings.
- 3.1 Special Meeting – A special meeting of the members may be called at any time by the President, by the Board or upon the written requisition of ten percent (10%) or more of the voting members of the Association. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

NOCA Constitution & Bylaws

- 3.2 Location and Date – The Association will hold meetings of members at such date, time and place as determined by the Board. The annual general meeting will be held within 15 months of the last annual general meeting and within six (6) months of the Corporation’s fiscal year end.
- 3.3 Notice – Written notice of meetings of members will be given to all clubs at least twenty-one (21) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit members to make informed decisions.
- 3.4 New Business – Any member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least fourteen (14) days prior to the meeting date.
- 3.5 Agenda – The agenda for the annual meeting will include:
- a) Call to Order
 - b) Constitution of Meeting
 - c) Acts of Directors
 - d) Report on Credentials
 - e) Approval of the Agenda
 - f) Adoption of Minutes of the Previous Annual Meeting
 - g) Business Arising
 - h) Report of Auditors and Review of Financial Statements
 - i) Appointment of Auditors
 - j) Board and Staff Reports
 - k) Adjournment
- 3.6 Quorum – Five (5) of the voting members will constitute a quorum.
- 3.7 Rescheduled meeting – If within one hour after the time appointed for a general meeting, a quorum is not yet present the meeting shall stand adjourned to such a date, time and place as determined by the Directors. Not less than fourteen (14) days notice of such date, time and place shall be given to the Directors and member clubs, and if, at the adjourned meeting, a quorum is not present within one (1) hour after the time appointed for the meeting, Directors present constitute a quorum if they represent two-fifths of the Board.
- 3.8 Closed Meetings – Meetings of members will be closed to the public except by invitation of the Board.

Voting Privileges at AGM and Special Meeting of Members

- 3.9 Voting – Voting shall be by a show of hands, orally, electronic means or secret ballot.
- 3.10 Voting Privileges – All members may attend all meetings of members.
- a) Directors in attendance at an AGM or special meeting in person, via conference telephone call, or other electronic method as authorized by the Board of Directors will be entitled to one (1) vote.
 - b) Club delegates will be entitled to one (1) vote at regional meetings.

NOCA Constitution & Bylaws

- 3.11 Proxy Voting – There will be no voting by proxy.
- 3.12 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.13 Written Resolution – A resolution in writing signed by all the members is as valid as if it had been passed at a meeting of the members.
- 3.14 Voting by Mail or Electronic Means – A member may vote by mail, telephonic or electronic means if the votes may be verified as having been made by the member entitled to vote.
- 3.15 Ordinary Resolution – Unless specified otherwise, questions at meetings will be decided by majority vote. In the case of a tie, the President shall cast the tiebreaking vote. An abstention from voting will not be counted as a vote.
- 3.16 Special Resolution – Matters required to be determined by special resolution will be passed by a majority of not less than two-thirds of votes cast by voting members at a general or special meeting for which proper notice has been given.

Regional Meetings

- 3.17 Regional Meetings – Each member club in good standing shall appoint one (1) voting delegate to attend and represent the member club at regional meetings. Each member club shall inform their respective regional directors of the name and address of its delegate prior to the commencement of any meeting.
- 3.18 Number of Regional Meetings – Regional meetings, at least one in both spring and fall, shall be convened by the regional directors.
- 3.19 Timing of Regional Meetings – A spring meeting shall take place within the prescribed region or by teleconference/electronic means as provided for in these Bylaws no later than two (2) weeks prior to the Association’s annual general meeting.
- 3.20 Quorum of Regional Meetings – Approval of business at regional meetings requires a simple majority of voting delegates in attendance.
- 3.21 Purpose of Regional Meetings – The purposes of regional meetings are:
a) The election of one(1) director from each region for a total of six(6);
b) Determine regional competition sites as assigned by the Board and to plan regional competitions;
c) Inform delegates of programs and services of the NOCA; and
d) Deal with any recommendations, concerns and/or requests from member clubs or the Board.
- 3.22 Minutes of Regional Meetings – Minutes for all regional meetings shall be forwarded to the Executive Director of the Association. Minutes from spring regional meetings must be forwarded no later than two (2) weeks prior to the Annual General Meeting.

NOCA Constitution & Bylaws

ARTICLE IV: GOVERNANCE

Composition of the Board

4.0 Board of Directors – The Board will consist of nine (9) directors.

4.1 Composition of the Board – The Board of Directors will consist of the following:

- a) Six (6) regional directors, one from each region, elected by the Club Delegates at the spring regional meetings, and three (3) at large directors elected by the Board of Directors. -.
- b) Candidates may only run in only one (1) region.

4.2 Eligibility – Any individual who is 18 years of age or older, who has the power under law to contract, agrees to be a Board member and is a member of the Association in good standing.

4.3 Election of directors shall be:

- a) In 2015 and every third year thereafter regions 1 and 6 will elect one (1) director each for a three (3) year term.
- b) In 2016 and every third year thereafter regions 2 and 5 will elect one (1) director each for a three (3) year term.
- c) In 2017 and every third year thereafter regions 3 and 4 will elect one (1) director each for a three (3) year term.

4.4 In 2015 and every year thereafter one(1) director at large shall be elected.

4.5 Terms – After gradual implementation as outlined in 4.3 and 4.4, Directors will serve terms of three (3) years and will hold office until their successors have been duly elected in accordance with the Bylaws, unless they resign, are removed from, or vacate their office.

4.6 Commencement of Term – Directors' term of office will coincide with the fiscal year of the corporation.

Resignation and Removal of Directors

4.7 Resignation – A director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is received by the Board. Where a director, who is subject to a disciplinary investigation or action of the Association resigns, that director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.8 Vacate Office – The office of any director will be vacated automatically:

- a) If the director is found by a court to be of unsound mind;
- b) If the director becomes bankrupt;

NOCA Constitution & Bylaws

- c) If the director becomes an employee or contractor of the Association or an employee or contractor of a member of the Association;
- d) If the director is not a member;
- e) If the director without reasonable excuse, fails to attend two (2) consecutive meetings of the Board; or any four (4) meetings, including the Board of Directors and executive committee meetings (if the director is on the Executive) in any twelve (12) month period; or
- f) Upon the director's death.

4.9 **Removal** – A director may be removed by two-thirds vote of the members present at a special regional meeting or at the annual general meeting, provided the director has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.10 **Vacancy** – Where the position of an elected director becomes vacant for whatever reason, the Board will notify the applicable region to appoint or elect an eligible individual to fill the vacancy for the remainder of the vacant position's term of office. They remain eligible for re-election.

Powers of the Board

- 4.11 **Powers of the Association** – Except as otherwise provided in the Act or Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
- 4.12 **Managing the Affairs of the Association** – The Board may make policies and procedures to manage the affairs of the Association in accordance with the Act and Bylaws.
- 4.13 **Discipline** – The Board may make policies and procedures relating to discipline of members and will have the authority to discipline members in accordance with such policies and procedures.
- 4.14 **Dispute Resolution** – The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.
- 4.15 **Employment of Persons** – The Board may employ or engage under contract such person(s) as it deems necessary to carry out the work of the Association.
- 4.16 **Borrowing Powers** – The Board may borrow money upon the credit of the Association as it deems necessary.

Meetings of the Board

- 4.17 **Call of Meeting** – The meetings of the Board of Directors will be held at any time and place as determined by the President or upon request of any four(4) directors.
- 4.18 **Notice** – Written notice, served other than by mail, of Board meetings will be given to all directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by

NOCA Constitution & Bylaws

mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all directors waive notice or if those absent consent to the meeting being held in their absence.

- 4.19 Agenda – An agenda will be set for every Board meeting. Any item not on the agenda will only be discussed with the approval of the Chair and the majority of the Board present.
- 4.20 Number of Meetings – The Board will hold at least four (4) meetings per year.
- 4.21 Quorum – Five(5) directors present together, in person via conference telephone call or other electronic method authorized by the executive, shall constitute a quorum for a meeting of the directors.
- 4.22 Voting – Unless specified otherwise, each director is entitled to one vote. Voting will be by a show of hands unless a majority of directors present request a secret ballot. Voting during meetings conducted via teleconference will be by no objection. Resolutions will be passed upon a majority of the votes being in favour of the resolution. The President of the Association is entitled to a second vote upon a tie.
- 4.23 Written Resolution – A resolution in writing, signed by all directors and placed with the minutes of meetings of directors is as valid and effective as if passed at a meeting of directors.
- 4.24 Closed Meetings – Meetings of the Board will be closed to members and the public except by invitation of the Board.
- 4.25 Meetings by Telephone – A meeting of the Board may be held by teleconference call or by means of other telecommunications technology. Any director who is unable to attend a face-to-face meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

ARTICLE V: OFFICERS

- 5.0 Officers – The officers of the Association are the President, Vice-President and Secretary-Treasurer and such other officers as the Board of Directors may determine by a resolution.
- 5.1 Term – The term of the officers will be one (1) year or until their successors are elected or appointed.
- 5.2 Election – The officers of the Association will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new directors, the directors shall elect a President, Vice-President and a Secretary-Treasurer. They shall take office immediately.
- 5.3 Voting – Elections will be decided by majority vote of the directors in accordance with the following:

NOCA Constitution & Bylaws

- a) One valid nomination – Winner declared by acclamation.
- b) Two or more valid nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the position will appear on the ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.4 Delegation of Officers' Duties – If an officer is absent or unable to act for any reason, the Board may delegate all or any of the powers of the officer to any other officer or to any director for the period of time of such absence or inability to act.

5.5 Duties

- a) The President will be responsible for the general supervision of the affairs and operations of the Association. The President will preside at the annual and general meetings of the Association and at the meetings of the Board and the Executive Committee and will perform such other duties as may from time to time be established by the Board.
- b) The Vice-President will support and assist the President in all duties and in the absence of the President, exercise the duties of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary-Treasurer will be responsible for the following duties unless they are assigned to staff employed by the Association (such as the Executive Director):
 - i. Create all correspondence of the Association;
 - ii. Issue notices of all meetings;
 - iii. Keep proper accounting records as required by the Act;
 - iv. Deposit all money received by the Association in the Association's bank account;
 - v. As directed by the Board, supervise the management and the disbursement of funds of the Association;
 - vi. When required, provide the Board with an account of the financial transactions and the financial position of the Association;
 - vii. Cause to be recorded all minutes of all meetings of members, Board of Directors and committees of the Association;
 - viii. Be responsible for the documentation of all amendments of the Association's Constitution and Bylaws;
 - ix. Ensure that all official documents and records of the Association are properly kept;
 - x. Maintain the register of members, certified coaches and officials;
 - xi. Be the custodian of the seal of the Association;
 - xii. Perform such duties as may from time to time be established by the Board.
- d) The President, Vice-President and Executive Director will attend annual general meetings of the Canadian Curling Association and the Ontario Curling Council.

NOCA Constitution & Bylaws

- 5.6 Removal – An officer may be removed by a special resolution of the Board or by a special resolution of the members in a meeting, provided the officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a special resolution is put to a vote.
- 5.7 Vacancy – Where the position of an officer becomes vacant for whatever reason, the Board may appoint a director to fill the vacancy for the remainder of the officer’s term, except in the case of the President which shall be filled by the Vice-President for the remainder of the term.

Executive Committee

- 5.8 Executive Committee – The Executive Committee will be comprised of the officers and the Executive Director, if applicable, but the Executive Director will be a non-voting member of the Executive Committee. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board and will perform such duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

Other Committees

- 5.9 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees and may delegate to any committee any of its powers, duties and functions except where prohibited by the Act, the Constitution or Bylaws.
- 5.10 Quorum – A quorum from any committee will be the majority of its voting members.
- 5.11 Terms of Reference – The Board will establish the terms of reference and operating procedures for all committees and may delegate any of its powers, duties or functions to any committee.
- 5.12 Vacancy – When a vacancy occurs on any committee, upon a recommendation of the committee chairperson, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee’s term.
- 5.13 President Ex-officio – The President will be an *ex-officio* (non-voting) member of all committees of the Association.
- 5.14 Removal – The Board may remove any member of any committee.

Remuneration

- 5.15 No Remuneration – All directors, officers and members of committees will serve their term of office without remuneration, except for reimbursement of expenses in accordance with policies approved by the Board. This section does not preclude a director, officer or member of a committee from providing goods or services to the Association under contract or for purchase. Any director, officer or member of a committee will disclose the conflict/potential conflict in accordance with these Bylaws.

NOCA Constitution & Bylaws

Conflict of Interest

- 5.16 Conflict of Interest – A director, officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be. That person will refrain from voting or speaking in debate on such contract or transaction and will refrain from influencing the decision on such contract or transaction.

ARTICLE VI: FINANCE AND MANAGEMENT

- 6.0 Fiscal Year – The fiscal year of the Association will be May 1 to April 30, or such other period as the Board may from time to time determine.
- 6.1 Bank – The banking business of the Association will be conducted at such financial institution as the Board may designate.
- 6.2 Auditors – At each annual general meeting the members will appoint an auditor to audit the books, accounts and records of the Association who will report to the members at the next annual general meeting. The auditor will hold office until the next annual general meeting.
- 6.3 Book and Records – The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.
- 6.4 Signing Authority – The officers of the Association and the Executive Director will have signing authority for all financial transactions conducted in the name of the Association. All such transactions will require two signatures.
- 6.5 Execution of Agreements – All written agreements entered into in the name of the Association will be signed by two officers, which may include the Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Association.
- 6.6 Property – The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 6.7 Borrowing – The Association may borrow funds upon such terms and conditions as the Board may determine. Notwithstanding anything contained in these Bylaws, borrowing in the excess of TEN THOUSAND DOLLARS (\$10,000) must first be approved by the members by ordinary resolution.

NOCA Constitution & Bylaws

ARTICLE VII: AMENDMENT OF BYLAWS

- 7.0 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, additions or deletions will be effective immediately.
- 7.1 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to member clubs thirty (30) days prior to meeting at which it is to be considered.
- 7.2 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.1 may be waived by an affirmative vote of not less than two-thirds (2/3) of the members present and entitled to vote.
- 7.3 Registration – The amended Bylaws will take effect after acceptance by the membership.

Notice Definitions

- 7.4 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 Association, director or member, as the case may be.
- 7.5 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 7.6 Error in Notice – The accidental omission to give notice of a meeting of the directors or the members, the failure of any director or member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE VIII: DISSOLUTION

- 8.0 Dissolution – Upon dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board and ratified by a two-thirds affirmative vote of the members eligible and present at a meeting of members.

ARTICLE IX: INDEMNIFICATION

- 9.0 Will Indemnify – The Association will indemnify and hold harmless out of the funds of the Association each director and officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a director or officer.

NOCA Constitution & Bylaws

9.1 Will Not Indemnify – The Association will not indemnify a director or officer or any other person for acts of fraud, dishonesty, or bad faith.

9.2 Insurance – The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE X: ADOPTION OF THESE BYLAWS

10.0 Adoption by Board – These Bylaws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on June 24, 2013.

10.1 Ratification – These Bylaws are ratified by a two-thirds affirmative vote of the members of the Association present and entitled to vote at a meeting of members duly called and held on June 24, 2013.

10.2 Repeal of Prior Bylaws – In ratifying these Bylaws, the members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

Stephen Chenier _____
President

Ronald Henderson _____
Secretary-Treasurer