



MANITOBA CURLING HALL OF FAME & MUSEUM INC.

CONSTITUTION and BYLAWS

(Ratified by Special Resolution of the Member: May 30, 2015 &
Amended September 21, 2019)

(Note the 2019 Amendment of Section 3:01 is highlighted in red)

GENERAL CONSTITUTION and BYLAWS
of
THE MANITOBA CURLING HALL OF FAME and MUSEUM INC.
(Hereinafter “the Corporation”).

ARTICLE 1: GENERAL

<p>1.01 Purpose</p>	<p>These Bylaws relate to the general conduct of the affairs of the Manitoba Curling Hall of Fame and Museum Inc., a corporation without share capital incorporated under the Manitoba Corporations Act, and referred to as the “Corporation” in these Bylaws.</p>
<p>1.01 Objective</p>	<p>The objective of the Corporation shall be to procure, preserve and promote the rich history of curling in Manitoba and to honour the outstanding accomplishments of curlers, builders, curler/builders and teams.</p>
<p>1.02 Head Office</p>	<p>The Head Office and domicile of the Corporation shall be the same as the Member and will at all times be within the Province of Manitoba.</p>
<p>1.02 Corporate Seal</p>	<p>The Corporation may have a corporate seal which may be adopted and may be changed by resolution of the Directors.</p>
<p>1.03 Definitions</p>	<p>The following terms have these meanings in these Bylaws:</p> <ul style="list-style-type: none"> a) Board – The Board of Directors of the Corporation. b) Corporation - refers to the Manitoba Curling Hall of Fame and Museum Inc. c) Corporations Act - the Corporations Act of the Province of Manitoba from time in force and all amendments to it. The definitions in the Corporations Act on the date these by-laws become effective apply to these by-laws. Referred to as the “Act”. d) Delegates - means delegates of the Member of the Corporation. e) Director (s) - an individual appointed to serve as a Director on the Board of the Corporation pursuant to these Bylaws. f) Interpretation - Words stating the singular shall include the plural and vice-versa, and words stating the male gender shall include the female gender as well as corporate bodies. g) Member - means the Manitoba Curling Association Inc. The Manitoba Curling Association Inc. may also be referred to as MCA or CurlManitoba. h) Officer - an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws. i) Ordinary Resolution – a resolution passed by not less than a majority

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	<p>of the votes cast at a meeting of the Board, or a meeting of Member for which proper notice has been given.</p> <p>j) Address of Record of the Member - means the address as recorded in the Corporation’s register of the Member;</p> <p>k) Special Resolution – a resolution passed by no less than two thirds (2/3) of the votes cast at a meeting of the Board or Member for which proper notice has been given.</p> <p>l) Days - will mean days irrespective of weekends and holidays.</p> <p>m) Ruling on Bylaws – Except as provided in the Act, the Board shall have the authority to interpret any provision of these Bylaws which is contradictory, ambiguous or unclear.</p>
1.04 No Gain for Member	The Corporation will carry on without the purpose of gain for its Member and any profits or other accretions to the Corporation will be used in promoting its object.

ARTICLE 2: MEMBERSHIP

2.01 Membership	Membership in the Corporation shall be limited to the Manitoba Curling Association Inc.
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ARTICLE 3: GOVERNANCE

3.01 Composition of the Board and Terms of Office	<p>The affairs of the Corporation shall be governed by a Board of Directors which shall normally number not more than eleven (“Directors”):</p> <p>a) The Board of Directors of the Corporation will consist of the following:</p> <ol style="list-style-type: none"> i. 9 (nine) Directors based on the recommendations of a nominating committee of the Corporation and appointed by the MCA Board of Directors at a Meeting of the MCA Board of Directors ii. The Past-President, notwithstanding the term limit defined in Section 3.01 b) iii. A representative from the MCA Board of Directors <p>b) Up to two additional Directors may be appointed, for a term not exceeding one year, by the Board by a majority vote, to aid in the succession planning of President or Vice-President or to satisfy the need for a specific skill as identified by the Board. The Board will be tasked</p>
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	<p>with recruiting candidates for the members’ consideration.</p> <p>c) Terms of office for Directors appointed per 3:01 a) i shall be three year terms, renewable once with a maximum tenure of six consecutive years and will hold office until their successors have been duly appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.</p> <p style="padding-left: 40px;">a. EXCEPTION: A Volunteer Museum Curator may serve as a Director for an unlimited term. Term limits defined above shall be set aside until he/she is no longer acting as Curator.</p> <p style="padding-left: 80px;">1. A paid Curator and/or a volunteer Curator who chooses not to serve as a Director may serve as an ex-officio member of the Board.</p> <p>d) Terms of office for a Director appointed per 3:01 b) shall be one year, renewable once, with a maximum appointed tenure of two consecutive years and will hold office in accordance with these Bylaws, unless they resign, are removed from or vacate their office.</p> <p>e) Once a Director has completed six consecutive years, if appointed per 3:01 a) i, or two additional years, if appointed per 3:01 b), they must wait one year from the completion of their term before they may run again.</p> <p>f) The Past President shall remain on the Board for one year in the year immediately following the year he or she was President. Thereafter, a Past President may remain on the Board as a regular Director according to the bylaws on re-appointment for another three year term.</p>
<p>3.02 Powers of the Board</p>	<p>a) <u>Powers of the Corporation</u> - Except as otherwise provided in the Act, or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.</p> <p>b) <u>Managing the Affairs of the Corporation</u> - The Board may make policies, procedures, and regulations for managing the affairs of the Corporation in accordance with the Act, and these Bylaws. The Board shall supervise and exercise guidance over the operation of all committees.</p> <p>c) <u>Dispute Resolution</u> - The Board may implement policies, procedures and regulations relating to management of disputes within the Corporation and all disputes shall be dealt with in accordance with such policies and procedures.</p> <p>d) <u>Employment of Individuals</u> -The Board may employ such individuals, as it deems necessary to carry out the work of the Corporation.</p>
<p>3.03 Duties of the Board of</p>	<p>In order to achieve the Objective of the Corporation, the Board shall be charged with the development of a business plan, which may include but is</p>

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Directors	not limited to the following: a) To elect and induct members to the Hall of Fame. b) To arrange for the funding to support the Corporation’s objective. c) To establish and operate a place of honour for the members with a museum to relate and display the curling heritage of Manitoba.
3.04 Committees	a) The Board of Directors may appoint such Committees as it deems appropriate and necessary for the promotion of the objective and managing the affairs of the Corporation. Such Committees shall consist of members of the Board of Directors and/or such Member of the Corporation and/or other persons, as the Board may deem suitable and necessary. b) The Board of Directors may afford to any Committee such rights, powers and responsibilities, as it deems appropriate. c) A quorum of any committee will be the majority of its voting members. d) Where a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s terms. e) The Board by 2/3 votes may remove any member of any Committee. f) The President will be an ex-officio (non-voting) member of all Committees.
3.05 Removal from Board and Vacancies	The office of any member of the Board, shall be automatically vacated: a) If a member resigns by delivering a written resignation to the Board or to the Board through the President; b) If a member is unable to carry out his or her duty; c) If a member makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or becoming bankrupt or insolvent, takes the benefit of any Act that may be in force for bankrupt or insolvent debtors; d) On death; e) Is removed from office as per Article 3.07; f) Due to excess absences meaning more than three consecutive absences, without notice, in a twelve month period.
3.06 Replacement of a Director	Where the position of a Director becomes vacant for whatever reason, the Member in conjunction with the Board of Directors of the Corporation may appoint a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.
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<p>Removal of a Director</p>	<p>The Member of the Corporation may, by special resolution passed by at least two thirds of the votes cast by those delegates of the Member at an annual or special meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director of the Corporations’ Board from office before the expiration of his or her term of office.</p>
<p>3.08 Officers</p>	<p>The Officers of the Corporation shall consist of a President, Vice President, Treasurer, Secretary and Past President in the year immediately following the year he/she was President.</p> <p>If the President seeks re-election as allowed by Section 3.09, notwithstanding Section 3.01 c) (term limits) the Past-President, in his/her sole discretion, may continue as Past-President for up to three years.</p>
<p>3.09 Election of Officers</p>	<p>At the first meeting of the Board after each Annual General Meeting, the Board will elect a President, Vice-President, Treasurer and Secretary. In the event a Treasurer and/or Secretary cannot be found from within the group of Directors these two positions can be appointed per section 3.01 b).</p> <p><u>Order of Elections.</u> For the elected positions of Officers, the order of elections shall be: President, Vice-President, Treasurer, and Secretary.</p> <p><u>Election Procedure.</u> To be elected to a position of Officer, a Director requires a majority of the votes cast. If necessary, a series of ballots shall be cast with the candidate having the lowest number of votes being eliminated in each round. The Member or his/her delegate shall conduct the election.</p> <p><u>Re-election as President.</u> The President may be re-elected to a maximum of three consecutive one-year terms subject to intervening election(s). Following a break of at least one year following three consecutive years as President, he or she may be elected again from within the Board of Directors as President. No such restriction shall apply to the other elected positions.</p> <p>The Board may also elect or appoint such other officers and agents as they deem necessary. Such other officers and agents shall have such authority and perform such duties as may be determined by resolution of the Directors.</p>
<p>3.10 Duties of Officers</p>	<p>a) The President shall preside at all meetings of the Board of Directors and the Member, and shall carry a deliberative vote as well as a casting vote</p>

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	<p>in the event of a tie at Directors Meetings. The President shall also be accountable for the general supervision of the affairs of the Corporation, will oversee and supervise staff, provide leadership and will perform such other duties as may be established by the Board. The President shall be an ex-officio member of all Committees.</p> <p>b) If the President is absent, the Vice President shall exercise and discharge the President's powers and duties.</p> <p>c) The Treasurer shall account for the funds of the Corporation, and keep proper record of said funds, receipts, books and disbursements necessary, as laid out by the Board of Directors and the provisions of the Corporations Act. Additionally, the Treasurer will supervise the management and the disbursement of funds of the Corporation, prepare annual budgets, when required, provide the Board with an account of financial transactions and the financial position of the Corporation and such other duties as may be established by the Board.</p> <p>d) The Secretary shall keep the records of all the meetings of the Board and keep the minutes of same. The Secretary shall preserve and keep custody of the minutes, complete records of all inductees and directors, shall ensure that all official documents and records of the Corporation are properly kept, and shall perform such duties as may be established by the Board.</p> <p>e) The Past President shall be a Director with voting privileges, shall act as advisor to the Board and shall be responsible for recruitment of new Board members.</p>
<p>3.11 Delegation of Duties</p>	<p>In the absence or inability to act as the President or any officer of the Corporation, or for any other reason that the Directors deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director.</p>
<p>3.12 Removal of an Officer</p>	<p>An Officer may be removed by Special Resolution of the Board, 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.</p>
<p>3.13 Remuneration of Directors</p>	<p>No Director shall be entitled to remuneration for acting as a Director. However, Directors may be reimbursed for reasonable expenses which they incur in carrying out their duties.</p>
<p>3.14 Protection of Directors</p>	
<p>3.14.1</p>	<p>No Director or Officer of the Corporation shall be liable for the acts,</p>

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	<p>receipts, neglects or defaults of any other Director or Officer or employee of the Corporation or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any security acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or with which any monies, securities or effects of the Corporation may be lodged or deposited, or for any loss, damage or misfortune whatever which may happen in execution of the duties of their office in relation thereto unless the same are occasioned by or through their own dishonesty or willful neglect.</p>
<p>3.14.2</p>	<p>Except in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, or their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Corporation if:</p> <ul style="list-style-type: none"> a) They acted honestly and in good faith with a view to the best interests of the Corporation; and b) In the case of a criminal or administrative action on proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
<p>3.14.3</p>	<p>The Corporation may, with approval of a court indemnify a person referred to in Article 3.14.2, in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, to which they are made a party by reason of being or having been a Director or Officer of the Corporation, against all costs, charges and expenses reasonably incurred by them in connection with the action if they fulfill the conditions set out in clauses a) and b) of Article 3.14.2.</p>
<p>3.14.4</p>	<p>Notwithstanding anything in Article 3.14, a person referred to in Article 3.14.2 is entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by them in connection with the defense of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Corporation if the person seeking indemnity was substantially successful on the merits in his defense of the action or proceeding; and fulfills the conditions set out in clauses a) and b) of Article 3.14.2.</p>

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3.14.5	The Corporation shall procure such liability insurance as is necessary to carry out the required provisions stipulated within Article 3.14.
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ARTICLE 4: MEETINGS

<p>4.1 Annual General Meeting</p>	<p>The Corporation will hold meetings of the Member at such date, time and place as determined by the Board. The Annual General Meeting will be held within three months of the end of the fiscal year and within fifteen calendar months of the last Annual General Meeting</p> <p>Written notice of such meeting shall be given to all Directors and the Member at least twenty-one (21) days prior to the date of the Meeting.</p> <p><u>Closed Meetings</u> – Meetings of the Member will be closed to the public except by invitation of the Member.</p> <p><u>Delegates</u> - The Member will be represented at the Annual General Meeting by three (3) delegates appointed by the Member one of which shall be a director of Curl Manitoba.</p> <p><u>Quorum</u> – Three delegates of the Member will constitute a quorum.</p>
<p>4.2 Special Meetings of the Member</p>	<p>a) Special meetings of the Corporation may be called at such time and place as the Directors or the Member may determine. The notice of the special meeting shall state the business to be transacted and no other business shall be considered at the meeting.</p> <p>b) The Member will be represented at the special meeting by three (3) delegates appointed by the Member one of which shall be a director of Curl Manitoba.</p> <p>c) Written notice of such meeting shall be given to all Directors and the Member at least twenty-one (21) days prior to the date of the Meeting.</p> <p>d) <u>Quorum</u> – Three delegates of the Member will constitute a quorum.</p>
<p>4.3 Board of Directors Meetings</p>	<p>The Board of Directors shall meet at least four (4) times each year at the call of the President or a majority of Directors. Quorum will be 50% plus 1 of the Board of Directors filled positions. Notice of the Board Meeting shall be sent out to all Directors and the Member at least four days prior to the date of the Meeting.</p>

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	<u>Validity of Act of Directors</u> – No act of the Board or a Director will be nullified if it is discovered after the fact that the Director was improperly appointed or elected.
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<p>4.4 Special Meetings of the Board of Directors</p>	<p>The President may call Special Meetings of the Board of Directors, or by a written request made to the President, which is signed by six (6) members of the Board of Directors. Notice of the Special Meeting shall be sent out to all Directors and the Member at least four days prior to the date of the Meeting.</p>
<p>4.5 Absence of President and Vice-President</p>	<p>In the absence of both the President and Vice-President at a duly called meeting, those present shall elect a pro tem Chairperson who shall exercise and discharge the President’s powers and duties for that meeting.</p>
<p>4.6 Procedure of Meetings</p>	<p><u>Closed Meetings</u> – Meetings of the Board will be closed to the public except by invitation of the Board.</p> <p><u>Meetings by Telephone</u> – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a 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.</p>
<p>4.7 Notice of Meeting</p>	<p>In these Bylaws, notice shall mean notice, which is hand-delivered, emailed, faxed posted on the Member’s website or provided by mail or courier to the address of record of the Officer, Director or Member, as the case may be.</p> <p><u>Days</u> - In these Bylaws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.</p> <p><u>Error in Notice</u> -The accidental omission to give notice of a Meeting of the Directors or the Member, the failure of any Officer, Director or Member to receive notice, or an error in any notice, which does not affect its substance, shall not invalidate any action taken at the Meeting.</p>
<p>4.08 Voting</p>	
<p>4.08.1</p>	<p>At all Annual General Meetings and Special Meetings, the Member shall have three (3) votes represented by three delegates.</p> <p><u>Proxy Voting</u> – There will be no voting by proxy.</p>
<p>4.08.2</p>	<p>At all Meetings of the Board of Directors, all Directors shall have the right to vote.</p>

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	<u>Proxy Voting</u> – There will be no voting by proxy.
4.08.3	At all Meetings, questions shall be decided by a show of hands in the case of an in-person meeting, electronically in the case of e-mail voting or orally in the case of a teleconference meeting, unless a ballot vote is requested by a Director or a delegate of a Voting Member, such request to be determined by a show of hands. A declaration by the President that a resolution has been carried or not carried, and an entry to that effect in the minutes of the meeting, is sufficient evidence of the fact without proof of the number of votes or proportion of the vote recorded in favour or against the resolution. In the case of a tie, the President will be entitled to a second vote.
4.08.4	A two-thirds (2/3) vote at any Annual General Meeting or Special General Meeting is required to waive any notice period. If notice is waived, the issue requires a two-thirds (2/3) majority to be accepted or adopted.

ARTICLE 5: FINANCES

5.01 Fiscal Year	The fiscal year of the Corporation shall be the same as the Member.
5.02 Financial Review	After the close of each fiscal year of the Corporation a qualified public or chartered accountant(s) as designated by the Member shall compile the financial transactions of the Corporation for the preceding year. The external accountants shall complete the financial statements and income tax return on a compilation basis only. These shall be presented to the Member, Board of Directors and to the annual meeting of the Corporation in the form of a Financial Statement containing a balance sheet, operating statement and detailed accounts of revenue and expenses of the Corporation.
5.03 Appointment of qualified public or chartered accountant(s)	A qualified public or chartered accountant(s) as designated by the Member shall be appointed for the ensuing year at each annual general meeting who shall compile the books and transactions of the Corporation.
5.04 Books and Records	The Board shall ensure that all books and records of the Corporation required to be kept by the Corporations Act, these Bylaws or any other statute or law are regularly and properly kept.

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<p>5.05 Powers and Authorities</p>	<p>The Board of the Corporation shall review from time to time the financial position of the Corporation, its annual budget, the management of funds and investments of the Corporation.</p>
<p>5.06 Execution of Instruments and Documents</p>	<p>(1) Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two of the President, the Vice-President, the Treasurer, or the Secretary. All contracts, documents or instruments in writing shall be subject to the approval of the Board of Directors.</p> <p>(2) The Board of Directors may, in addition to the officers mentioned in subsection (1), by resolution appoint an officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.</p> <p><u>Conflict of Interest</u> – A Director, Officer, or Committee member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.</p>

ARTICLE 6: AMENDMENT AND REPEAL OF CONSTITUTION AND BYLAWS

<p>6.01</p>	<p>This Constitution and Bylaws shall not be altered or repealed until approved by at least two-thirds (2/3) of the delegates of the Member in attendance at an Annual General Meeting or Special General Meeting and unless notice of such alteration or addition has been given in accordance with the provisions of Article 6.02 of this constitution.</p>
<p>6.02</p>	<p>Proposed amendments shall be made by Notice of Motion, which must be submitted in writing to the Directors of the Corporation and the Member at least sixty (60) days preceding an Annual General Meeting or Special General Meeting.</p>
<p>6.03</p>	<p><u>Waiver of Notice</u> – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 6.02 may be waived by an affirmative vote of not less than two-thirds (2/3) of the Delegates of the Member present and entitled to vote.</p>

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ARTICLE 7: DISTRIBUTION OF ASSETS ON DISSOLUTION OF CORPORATION

7.01	In the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to the Manitoba Curling Association’s Curling For Life Endowment Fund as administered by the Winnipeg Foundation.
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ARTICLE 8: ADOPTION OF THESE BYLAWS

8.01 Ratification	These Bylaws are ratified by Special Resolution of the Member effective <u>May 30, 2015</u>
8.02 Repeal	In ratifying these Bylaws, the Member of the Corporation repeals all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action taken pursuant to the repealed Bylaws.
8.03 Enactment	These Bylaws are hereby enacted and shall come into force when confirmed by the Member in accordance with the Corporations Act (acceptance by the Registrar).