

**ARTICLES OF ASSOCIATION OF
THE NEWFOUNDLAND AND
LABRADOR
CURLING ASSOCIATION**

Revised June 2017

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ARTICLE 1 – Name

The Association shall be called the "NEWFOUNDLAND & LABRADOR CURLING ASSOCIATION" and shall be affiliated with the Canadian Curling Association/l'Association Canadienne de Curling (O/A Curling Canada) (hereinafter referred to as "Curling Canada").

ARTICLE 2 - Head Office

2.1 Board of Directors may Determine Head Office - The Board of Directors may at any time determine the location and place of the Head Office of the Association.

2.2 Board of Directors may Appoint Offices - The Board of Directors may appoint an office or offices of the Association in such other place or places in the Province of Newfoundland & Labrador (hereinafter referred to as the "Province") as the affairs of the Association may require.

ARTICLE 3 - Corporate Seal

3.1 Form - The Corporate Seal shall be in the form impressed in the margin hereof and shall have the words "NEWFOUNDLAND & LABRADOR CURLING ASSOCIATION" endorsed thereon. The Board of Directors shall provide for the safe custody of the seal.

3.2 Authority to Affix Seal - Except as provided for in Article 3.3 hereof, the Corporate Seal shall not be affixed to any instruments except by the authority of a resolution of the Board of Directors and in the presence of one of the President, or a Vice-President, together with the Secretary or Treasurer of the Association or such other persons that the Board of Directors may appoint for the purpose and any documents to which the seal is affixed shall be signed by one of the President, or a Vice-President, together with the Secretary or Treasurer or by some other persons appointed by the Board of Directors.

3.3 Affixing Seal to Routine Documents - The Corporate Seal may be affixed to all articles, certificates, certified copies and extracts and other like documents of a routine nature by the Secretary or the Treasurer and it shall not be necessary for another member of the Board of Directors to sign any such document.

ARTICLE 4 - Financial Year

The financial year for the Association shall be from July 1 to June 30.

ARTICLE 5 – Auditor

5.1 Appointment

An auditor shall be appointed by the delegates at the previous annual general meeting who shall make examination of the books and transactions of the Association as will enable the auditor to report to the members at the next annual meeting.

5.2 Presentation of Auditor's Report

The results of such examination shall be presented to the ensuing meeting in a form certifying the correctness of the Treasurer's balance sheet and operating statement and detailed accounts of revenues and expenses of the Association for the year.

ARTICLE 6 - Membership

6.1 Categories of Membership

Membership in the Association shall be by (a) Association Members, (b) Honorary Life Members, and (c) Honorary Members.

(a) Association Members

Association members are those curling clubs that presently constitute the Newfoundland and Labrador Curling Association.

- (i) Any club shall be eligible to be received into the Association provided that it has not less than 20 members in good standing and it is properly organized with duly elected officers.
- (ii) The Board of Directors has full discretion in matters dealing with acceptance of clubs seeking Affiliation/Membership in our organization and shall advise the general membership of any such activity at the appropriate Annual General Meeting.
- (iii) To enter the Association or to be maintained as an Association Member, clubs shall pay affiliation fees in accordance with the Articles and regulations of the Association.

(b) Honorary Life Members of the Newfoundland and Labrador Curling Association

- (i) The Association at any annual general meeting may, upon the recommendation of a nominating committee, as appointed by the Board of Directors, or upon its own motion, appoint not more than two (2) honorary life memberships in recognition of special service to the Association. Honorary Life Members have, without the payment of membership fees, dues or subscriptions, all the rights and privileges of members, save voting.
- (ii) All Honorary Life Members of the Prior Associations known as the Newfoundland & Labrador Ladies Curling Association and the Newfoundland Curling Association are ipso facto Honorary Life Members of the Association.

(c) Honorary Members of the Newfoundland and Labrador Curling Association

The Association at any annual general meeting may upon the recommendation of a nominating committee appointed by the Board of Directors, or upon its own motion, appoint Honorary Members of any designation within the Association and these Honorary Members shall retain Honorary Membership until the next annual general meeting.

6.2 Registry of Members

The Association shall maintain a registry of all Association members together with listings of members of each as submitted annually, at the end of the curling season. The list of members submitted by the Association Members together with Honorary Life Members and the Honorary Members shall be the registered membership of the Association.

6.3 Obligation of Members

Membership in the Association obligates each Association Member, Honorary Life Member and Honorary Member to comply with and be bound by and duly enforce within its jurisdiction, all rules and decisions of the Association, the Board of Directors, Officers, or any committees so long as such rules and decisions are not contrary to law, the Memorandum of Association or the Articles of Association.

6.4 Resignation

Any Association Member, Honorary Life Member, or Honorary Member may resign membership at any time by notice in writing to the Secretary, but the resignation in no way relieves such member from any liability to the Association and is a forfeiture by such member of all rights to and claims upon the Association.

6.5 Suspensions, Exclusions and Re-admissions

Any Association Member may be expelled or suspended by the affirmative vote of two-thirds of the members present at a general meeting if the subject member

refuses or neglects to carry out any of the aforesaid obligations. During suspension, no suspended member is eligible to compete in any curling competition held under the auspices of the Association. The suspension or exclusion of a member may be lifted by the Board of Directors upon application by the delinquent member on such terms as the Board of Directors deems just and this decision remains in effect until the next general meeting of the Association at which time the Association may accept or reject the decision of the Board of Directors by majority vote.

ARTICLE 7 – Fees

7.1 Annual Affiliation Fees

Each club or establishment shall pay annually, to the NLCA, a per capita affiliation fee. This fee will cover both club affiliation and a fee for each active club member. The amount of this fee will be as determined by the NLCA and will be based upon the Club/Establishment membership for the previous season.

7.2 Registration Date, Payment of Fees and Default

- (a) The aforesaid affiliation fee and annual dues, in the amounts as from time to time as are set by the Board of Directors, shall be paid not later than the 1ST DAY OF DECEMBER of each year.
- (b) Should an Association Member be in default of its Annual Dues at the stated deadline it shall be ineligible for any competitions under the auspices of the NLCA for that season and no curlers from that Association are eligible to curl in any Competition held under the auspices of the NLCA.

7.3 Suspension

- (a) Notwithstanding Article 6.5, any Association Member, in default of its annual dues, may be suspended by the Board of Directors.
- (b) Any Association Member that has been suspended from the Association may, upon payment of one year's default dues, re-apply for Membership as per Article 6.1 (a).
- (c) Any Curler in default of his/her annual dues may, upon request of the Association Member, be suspended by the Board of Directors.

ARTICLE 8- Meeting of Members

8.1 Annual General Meeting

The annual general meeting of the Association shall be held in the Province on or before the 30th day of June in each year, at such time and place as the Board of

Directors may designate. Minutes of this meeting shall be distributed to all Association Members and Board of Directors by September 30.

8.2 Agenda

Except as otherwise provided by the Board of Directors, the following order of business shall be observed at the annual general meeting:

- (a) Reading notice of meeting;
- (b) Report on credentials of the delegates and the quorum;
- (c) Acceptance of Agenda;
- (d) Acceptance of the minutes of the last meeting and approval thereof;
- (e) Business arising from the minutes;
- (f) Correspondence;
- (g) Report of the President;
- (h) Review of the reports including:
 - (i) Treasurer's Report;
 - Audited statement - previous year
 - Proposed Budget
 - (ii) Secretary's Report;
 - (iii) Report of Zone Directors; Northern, Western, Central, Eastern
 - (iv) Report of the Tournament Coordinator on the Provincial and National Events;
 - (v) Report on the Annual Meeting of Curling Canada;
 - (vi) Report from Junior Coordinator and Technical Director;
 - (vii) Report on other subjects as specified by the Board of Directors;
- (i) Amendments to Articles of Association and Rules of Competition
- (j) Resolutions;
- (k) Ratification of the Acts of the Directors;
- (l) Report of the Nominating Committee;
- (m) Establishing the Board of Directors including the election of Officers;
- (n) The appointment of the Auditor, Tournament Coordinator, Technical Director;
- (o) New President's address;
- (p) New business and such other business as may properly be brought before the meeting;
- (q) Announcement of Sites & Dates of next year's championships;
- (r) Adjournment.

8.3 Special General Meeting

The Board of Directors may convene a special general meeting and shall convene a special general meeting upon the request of five (5) Association Members.

(a) Notice of Special General Meeting

Notice of a Special general meeting, giving full particular of the time, place and clearly stating the reason for the meeting shall be sent to the Association Members and the Board of Directors fourteen days prior to the scheduled date.

(b) Business of a Special General Meeting

At a special general meeting, no business shall be transacted other than that for which the meeting is convened and the resolution of the primary issues must be ratified by an affirmative vote of not less than two-thirds of the delegates entitled to vote at the meeting.

ARTICLE 9 - Rules of the Meetings of the Association

For purposes of clarification, these rules shall apply to all meetings of the Association including the annual general meeting and any special meetings. The rules of the meetings of the Board of Directors are those specified in Article 12.

9.1 Notice

Except for meetings contemplated by Article 8.3, notice of the AGM, giving full particulars of the time, place thereof, the pending motions, reports and the minutes of the previous meeting shall be e-mailed by the Secretary to each Member Association and to each officer at least twenty-one (21) days before the date of the meeting.

Delegates

- (a) Each Association Member may name a maximum of two (2) delegates to attend any meetings and prior to the commencement of the meeting each Association Member shall inform the Secretary in writing of the names and addresses of their authorized delegates.
- (b) An officer of the Association shall not be a delegate from his or her Club or establishment; however, for purposes of clarification, an officer is entitled to vote as a member of the Association.

9.3 Quorum

A quorum for any meeting of the Association is one third (1/3) or thirty three and a third (33 1/3) per cent of the Association Members entitled to vote being present either in person or via conference call, and no business shall be transacted at a meeting unless the quorum requisite is present at the commencement of business, but persons present at the duly constituted meeting may continue to do business until adjournment notwithstanding the withdrawal of enough delegates or members to leave less than a quorum.

9.4 Motions:

- (a) *Amendment to Articles*

- (i) All motions dealing with changes to the Articles of the Association must be in writing, moved and seconded by a duly elected member of a Club or by Officers of the Association.
- (ii) All such motions must be delivered to the Secretary of the Association at least thirty (30) days prior to a meeting. The Secretary shall then forward notice of the motions pending to all clubs with the notice of meeting.

(b) General Motions

- (i) General motions may be put forward at the Annual General Meeting by a voting delegate on behalf of their Member Club providing they are in writing, moved and seconded by elected officers of their respective clubs, and in the possession of the provincial secretary by the commencement of the Annual General Meeting.

(c) Debate

At all meetings no delegate shall speak more than once to a motion except in the case of its mover, who is entitled to speak a second time to close the debate.

(d) Waiver of Notice

A seventy-five percent vote at any meeting of the Association is required to waive any notice required to be given under any Article. If notice is waived, the issues may then come to the table.

- (e) To be accepted all motions must receive a two thirds majority of all Association Members present and eligible to vote.
- (f) For clarification it is noted that this Article related to Motions does not apply to meetings of the Board of Directors.

9.5 Voting

Each Association Member is entitled to name two (2) delegates to attend the AGM or a Special General meeting of the Association. These delegates must be Association Members and shall thereby each be entitled to one vote as the chosen representative. If an Association Member has only one delegate present, that delegate is entitled to two votes. All officers except the Chairperson have one vote on each motion but may not be a delegate for his/her own Member Association. The Chairperson will cast a written ballot to be used only in the event of a tied vote.

9.6 Adjournments

The Chairperson, with consent of any meeting and subject to such conditions as the meeting may decide, may adjourn the meeting from time to time and from place to place and no notice of such adjourned meeting need be given except when the

meeting is adjourned for thirty (30) days or more or is not adjourned to a fixed time and place in which event notice of the adjourned meeting shall be given as in the first instance. Any business may be brought before or dealt with at any such adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

ARTICLE 10- Officers

10.1 Officers

Immediate Past President is automatically an officer of the Association

Elected for a two-year term, the officers of the Association are:

- President
- Vice-President
- Secretary
- Treasurer
- Junior Program Coordinator
- Director at Large
- Zone Directors

Appointed Positions, which do not constitute officers of the Association are:

- Technical Director
- Tournament Coordinator

10.2 Commencement of Term

The newly elected officers of the Association shall take office immediately following the Annual General Meeting.

10.3 Immediate Past President

- (a) shall chair the Nomination Committee as per Article 14.3
- (b) shall be responsible for the NLCA Curling Hall of Fame and be the liaison with the Canadian Curling Hall of Fame.

10.4 President

- (a) shall preside at all meetings of the Association and of the Board of Directors;
- (b) is responsible for the general supervision of the affairs of the Association;
- (c) is an ex-officio member of all committees;
- (d) is responsible for all media co-ordination and press releases;

- (e) shall appoint, from among the members of the Board of Directors or otherwise, the Chairperson of each standing committee unless otherwise specifically provided in the Articles of Association;
- (f) shall appoint a member from the officers to be the delegate to Sport Newfoundland and Labrador;
- (g) shall oversee that Grant applications are complete.

10.5 Vice-President

- (a) if the President is absent, the Vice-President shall pro tem assume the office and has and may exercise any of the powers of the President and shall discharge all of the President's duties.
- (b) shall also exercise such powers and perform such duties as the President may delegate to this officer from time to time.

10.6 Secretary

- (a) the Secretary shall keep minutes of all meetings of the Association, the Board of Directors and all such other committees of the Association as the President may direct;
- (b) shall conduct all correspondence, give all notices and dispense pertinent information to the designated individual(s) or club(s).

10.7 Treasurer

- (a) shall collect all monies due the Association, make all disbursements and keep regular accounts of the Association;
- (b) shall be in receipt of all affiliation fees and team registration fees;
- (c) shall be responsible for preparing the annual budgets and the annual financial statements and be the liaison with the Auditors;
- (d) shall make the books and records of the Association open to inspection of any Officer of the Association.

10.8 Director at Large

- (a) Provide an opportunity for further participation on the NLCA executive for member clubs;
- (b) Provide the opportunity for interested individuals to step forward to help foster the development of the game in the Province, and allow the executive to have additional human resources to deliver the programs of the Association on a global basis as opposed to the more specific roles of the zone directors;

- (c) Provide an experienced base of candidates to draw upon to move into senior positions on the executive.

10.9 Junior Program Coordinator

- (a) shall be the chairperson of the Junior Program of the Association;
- (b) shall organize and direct an annual bonspiel, if interest is indicated;
- (c) shall be fully responsible for all aspects of the Junior Program.

10.10 Directors and Coordinators

- (a) A Zone Director shall be from the following regions:
 - (i) *Central*: including all communities west of and including Clarenville to the Baie Verte Junction;
 - (ii) *Eastern*: Including all communities east of Clarenville to, and including, the Avalon Peninsula.
 - (iii) *Northern*: including all communities in Labrador;
 - (iv) *Western*: including communities west of and including Baie Verte to Port aux Basques;
- (b) The Zone Director
 - (i) shall be responsible for coordinating their zone events;
 - (ii) work in cooperation with the Tournament Coordinator and the NLCA to ensure Provincial competition requirements are met;
 - (iii) develop a rapport with the clubs in his/her zone.
- (c) The Tournament Coordinator (Appointed Position)
 - (i) shall be the liaison from the NLCA to the Host Clubs/Chairpersons of zone and Provincial competitions;
 - (ii) shall forward to all host clubs updated copies of the Rules of Competition at the beginning of the season;
 - (iii) shall forward standardized guidelines to the host chairpersons for all zones and Provincial competition;
 - (iv) shall be responsible for maintaining approved NLCA draws to cover all possible number of entries and types of draws as applicable to entry numbers and forwarding same to host chairpersons;

- (v) shall direct the host chairperson as to the social requirements of competition;
 - (vi) shall forward list of teams eligible for zone and or Provincial competition to the host chairperson.
- (d) The Technical Director (Appointed Position)
- (i) shall be responsible for all Technical Development.

10.11 Absence of Presidents

If the President and the Vice President are absent from the meeting, the meeting shall elect a Chairperson who has pro tem all of the powers and duties of the President for the meeting.

10.12 Provincial Championship Responsibilities

- (a) Local zone representatives are responsible for coordinating all Provincial Championship events for their assigned zone;
- (b) NLCA may appoint alternate representatives to act as designate at any of the Provincial Championships.

10.13 Termination of Officers

- (a) By resolution, the Board of Directors may remove at any time an officer of the Association, which termination shall be for cause, provided that within fourteen (14) days from the date of removal, the officer may appeal the removal to a special general meeting which must be called by the President in the event that the particular officer makes such an appeal.
- (b) The special general meeting called for the purpose of considering the termination shall hear from both a representative of the Board of Directors and the removed officer and shall either affirm the removal or order reinstatement.

ARTICLE 11- Delegates to Curling Canada Meetings

The highest ranking officers, or designates, will be the delegates to the National Curling Conference and Annual General Meeting of Curling Canada.

ARTICLE 12 - Board of Directors

12.1 Composition

The Board of Directors shall consist of:

- (i) Immediate Past-President;
- (ii) President, Vice-President
- (iii) Secretary, Treasurer

12.2 Function

The Board of Directors shall be empowered to conduct the business of the Association between General Meetings. From time to time, subject to the Articles of the Association and the most recent edition of the Corporations Act of Newfoundland and Labrador, it may make such rules as it considers advisable for the due carrying out of the objectives of the Association, and may amend or remake any such rules or regulations provided no rule or regulation shall be endorsed or acted upon until sanctioned by the Association Members at a General Meeting.

12.3 Vacancies

Any casual vacancy occurring in the Board of Directors or among the officers may be filled by the Board of Directors and any person so appointed shall retain office only so long as the vacated member would have retained the office if no vacancy had occurred.

12.4 Replacement

The members in a meeting, by resolution, notice of which having been given in the notice calling the meeting, may remove any members, other than a Past-President, of the Board of Directors or officer before the expiration of the person(s) period of office and by resolution appoint another person in his or her stead; the person appointed shall hold office during such time as the member in which place she or he was appointed would have retained the office had the officer not been removed.

12.5 Meetings

The Board of Directors shall hold one or more meetings before the Annual General Meeting to receive and discuss the reports of the President, the Secretary, the Treasurer, and the Junior Program Coordinator, as well as the reports of all committees and to discuss other business as may be presented to the meeting.

12.6 Calling Board of Directors Meeting

A meeting of the Board of Directors may be called by the President, Vice-President or by the Secretary or the Treasurer on the direction of the President or the Vice-President.

12.7 Notice of Board of Directors Meeting

Notice of such meeting shall be e-mailed to each member of the Board of Directors at least ten (10) days before the date on which the meeting is to take place except that a meeting required to be held during the week in which an annual general meeting is to take place may be called by the President or on the request of any

four members of the Board of Directors as aforesaid on at least twelve (12) hours notice.

12.8 Quorum

At any meeting of the Board of Directors, five members constitute a quorum.

12.9 Voting

At all meetings of the Board of Directors every question shall be decided by a simple majority of the votes cast on the question.

12.10 Equality of Votes

The Chairperson is only entitled to cast a vote in the case of a tied vote at any NLCA meeting.

12.11 Remuneration

Members of the Board of Directors or any standing committee shall not be paid any remuneration for their services to the Association.

12.12 Expenses

The members of the Board of Directors and of any standing committee may be paid such sums in respect to their out of pocket expenses incurred in attending standing committees, Board of Directors or Association meetings or otherwise in respect of the performance by them of their duties.

12.13 Employees

The Board of Directors may engage such employees as it deems necessary and appoint them to such positions and upon such terms as it sees fit in accordance with these Articles.

ARTICLE 13 – Officers

13.1 Liability of Officers

No officer or other member of the Board of Directors is liable for the acts, receipts, neglects or defaults of any other officer or other member of the Board of Directors or employee of the Association or for joining in any receipts or other act for conformity or for any loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association and for the insufficiency or deficiency of any tortuous act of any person with whom any of the monies, securities or effects of the Association may be deposited or for any loss occasioned by any error of judgment or oversight on the part of the officer for any other loss, damage or

misfortune whatever which may happen in the execution of the duties of the office or the relation thereto unless the same happen through the officer's dishonesty.

13.2 Indemnification of Officers

Subject to the most recent edition of the Corporations Act of Newfoundland and Labrador and the Articles of Association, all members of the Board of Directors and other officers and their heirs, executors and administrators and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

- (a) all costs, charges and expenses whatsoever which the officer sustains or incurs in or about any action, suit or prosecution against the officer for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by the officer, in or about the execution of the duties of the office or alleged so to be, except such costs, charges or expenses as are occasioned by the officer's own willful default or neglect; and,
- (b) all other costs, charges and expenses that the officer sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by the officer's own willful default or neglect.

ARTICLE 14 - Standing Committees

14.1 Determined by Board

Standing Committees shall be determined by the Board of Directors.

14.2 Members

The President, the Vice-President, the Immediate Past-President, the Secretary and the Treasurer are ex-officio members of all Standing Committees. The President shall appoint, from amongst the members of the Board of Directors, or otherwise, the Chairperson of any Standing Committee considered necessary by the Board of Directors.

14.3 Nominating Committee

The Nominating Committee shall consist of a Chairperson being the Immediate Past President and two other persons chosen by the Chairperson.

14.4 Nominations

- (a) The positions of the Past-President and President will not be contested. Association Members will be asked to submit nominations for Vice-President every election year. Nominations for Secretary, Treasurer, Junior Program Coordinator, Zone Directors and Director at Large will be requested as

required. Association Members are required to nominate incumbents for an additional term of office.

- (b) Nothing in this Article precludes an Association member from making additional nominations for any vacant position.
- (c) Nomination for a position for which the nominating committee has not submitted a candidate may be accepted from the floor provided they are in writing, duly moved and seconded by voting delegates to the AGM, are endorsed by the nominee and are in the hands of the Secretary prior to the commencement of the AGM.

ARTICLE 15 – Competitions

15.1 Competitions

The Board of Directors shall establish rules and regulations governing competitions, subject to membership approval, and where they are silent then the rules and regulations of Curling Canada shall apply.

ARTICLE 16 – Miscellaneous

Each Association Member shall submit in writing to the Secretary of the Association the names and addresses of its curling executive(s) upon election each year who are duly authorized to move and second motions to the Association and where necessary, the name and address of the person who will be responsible for the receiving of all correspondence during the curling year.

DATED the day of June 2, A.D., 2017.

RATIFIED by a General Meeting of the Newfoundland and Labrador Curling Association on the day of June 3, A.D., 2017.

Susan Curtis
PRESIDENT

Baxter House
SECRETARY

Gary Tiller
TREASURER