SASKATCHEWAN CURLING ASSOCIATION
BY-LAWS

ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Saskatchewan Curling Association, which may also operate as CURLSASK.

1.2 Definitions – The following terms have these meanings in these By-laws:

a) *Act* – the *Non-Profit Corporations Act*, as amended or any successor legislation
b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of CURLSASK for a report to the Members at the next Annual Meeting in accordance with the Act.
c) *Board* – the Board of Directors of CURLSASK.
d) *Corporation* – the Saskatchewan Curling Association (CURLSASK).
e) *Days* – days including weekends and holidays.
f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
g) *Officer* – an individual elected or appointed to serve as an Officer of CURLSASK pursuant to these By-laws.
h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
i) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.

1.3 Registered Office – The registered office of CURLSASK will be located within the Province of Saskatchewan.

1.4 No Gain for Members – CURLSASK will be carried on without the purpose of gain for its Members and any profits or other accretions to CURLSASK will be used to promote curling.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of CURLSASK.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II: MEMBERSHIP

2.1 Categories – CURLSASK has the following categories of Member:

a) Affiliated Members – Any curling club located in the Province of Saskatchewan that is registered as a member of CURLSASK, has paid the required fees and has agreed to abide by CURLSASK's By-laws, policies, procedures, rules and regulations. Affiliated Club Members must submit a Member Registry to CURLSASK no later than March 31st annually.

b) Associate Members – An organization or association that has an interest in the sport of curling, that is registered as a member of CURLSASK, has paid the required fees and has agreed to abide by CURLSASK's By-laws, policies, procedures, rules and regulations. Associate Members must submit a Member Registry to CURLSASK no later than March 31st annually.

c) Player Members – Any individual registered with an Affiliated Club Member or Associate Member, as a curler, has paid the required fees to CURLSASK, their affiliated Club and Curling Canada, and has agreed to abide by CURLSASK's By-laws, policies, procedures, rules and regulations. (Affiliated Club Members undertake the responsibility to remit the required Player Membership fees to CURLSASK).

d) Honorary/Life Members – Any current or former members of CURLSASK appointed by the Board of Directors by Ordinary Resolution in recognition of the member's outstanding contribution(s) to CURLSASK or the sport of curling and who has agreed to abide by CURLSASK's By-laws, policies, procedures, rules and regulations.

Authority of Members

2.2 Membership Authority – The voting Members of CURLSASK will have the following powers:

a) To appoint the Auditor
b) To amend the Bylaws
c) To elect Directors; and
d) As provided in the Act and in these Bylaws

Admission and Renewal of Members

2.3 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if the candidate member:

a) Makes an application for membership in a manner prescribed by CURLSASK;
b) Was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
c) Has paid fees as prescribed by the Board;
d) Agrees to uphold and comply with CURLSASK's governing documents;
e) Meets any other condition of membership determined by the Board;
f) Has submitted their Member Registry in the case of Affiliated Club and Associate Members;
g) Has met the applicable definition listed in Section 2.1; and
h) has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Dues and Duration

2.4 Year – Unless otherwise determined by the Board, the membership year of CURLSASK will be July 1 – June 30.

2.5 Dues and Fees – Membership dues and fees will be determined annually by the Board. All dues and fees are payable annually by June 30.

2.6 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.

2.7 Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of CURLSASK.

Transfer, Suspension, and Termination of Membership

2.8 Transfer – Membership in CURLSASK is non-transferable.

2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with CURLSASK's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice and the opportunity to be heard at such meeting.

2.10 Termination – Membership in CURLSASK will terminate immediately upon:

a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
c) Resignation by the Member by giving written notice to CURLSASK;
d) Dissolution of CURLSASK;
e) A decision made by a panel in accordance with CURLSASK's applicable discipline policies;
f) The Member's dissolution; or
g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.11 May Not Resign – A Member may not resign from CURLSASK when the Member is subject to disciplinary investigation or action by CURLSASK.

2.12 Arrears – A Member will be expelled from CURLSASK for failing to pay membership dues or monies owed to CURLSASK by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to CURLSASK by suspended or expelled Members will remain due.

2.13 Discipline – A Member may be disciplined in accordance with CURLSASK policies and procedures relating to the discipline of Members.

Good Standing

2.14 Definition – A Member will be in good standing, provided that the Member:

a) Has not ceased to be a Member;
b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
c) Has completed and remitted all documents as required by CURLSASK;
d) Has complied with the By-laws, policies, and rules of CURLSASK;
e) Is not subject to a disciplinary investigation or action by CURLSASK, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
f) Has paid all required membership dues.

2.15 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members 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. Members failing to submit the required membership fees or dues annually by June 30 will be deemed not in good standing, unless terminated in accordance with these By-laws.

Regions

2.16 Regions – The Province of Saskatchewan will be divided into regions as defined by the Board of Directors via Ordinary Resolution, subject to change from time to time as determined by the Board. For the purpose of clarity, the Board will determine the number and geographic locations of all regions, hereinafter "Regions".

2.17 Regional Coordinator – Each Region will elect or appoint one Player Member (in good standing with their Affiliate or Associate Member) from the Region to act as the Region's Region Coordinator who will liaise with CURLSASK's Executive Director relating to operations and activities of CURLSASK.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Annual Meeting – CURLSASK will hold meetings of Members at such date, time and place as determined by the Board within the Province of Saskatchewan. The Annual Meeting will be held within fifteen (15) months of the previous Annual Meeting and within four (4) months of CURLSASK's fiscal year end.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of five percent (5%) or more of the Members for any purpose connected with the affairs of CURLSASK that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if CURLSASK makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given in accordance with the Act.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board ninety (90) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 Quorum – Five (5) voting Members from at least three (3) Regions present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Agenda – The agenda for the Annual Meeting may include:

a) Call to order
b) Establishment of quorum
c) Appointment of scrutineers
d) Approval of the agenda
e) Approval of minutes of the previous Annual Meeting
f) Presentation and approval of reports
g) Report of Auditors (if any)
h) Appointment of Auditors (if any)
i) Presentation of Budget
j) Approval of membership dues and related fees
k) Business as specified in the meeting notice
l) Election of new Directors
m) Adjournment

3.10 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.

3.11 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.12 Attendance – The only persons entitled to attend a meeting of the Members are the Members, delegates representing Members, the Directors, the auditors of CURLSASK and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

3.13 Voting Rights – Members have the following voting rights at all meetings of the Members:

a) Affiliate Club Members have one vote each, to be exercised by the Affiliate Club Member's appointed Delegate
b) Associate Members have one vote each, to be exercised by the Associate Member's appointed Delegate
c) Player Members will not be entitled to vote.
d) Honorary/Life Members will not be entitled to vote.

3.14 Voting Powers – Each voting Member may vote on every issue.

3.15 Eligibility of Votes – On a specific date, the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than ten (10) days prior to the meeting.

3.16 Delegates – Members will appoint in writing (inclusive of electronic notice) to CURLSASK, the name of their Delegate. Delegates must be at least eighteen years of age, of sound mind, and be acting as the Member's representative.

3.17 Voting on Fundamental Changes – Each category of Member is permitted to vote separately on fundamental changes affecting CURLSASK.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.19 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

3.20 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV: GOVERNANCE

Composition of the Board

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

4.2 Composition of the Board – The Board will consist of the following:
- a) President
- b) Vice President
- c) Finance Officer
- d) Six (6) Directors-at-Large

Eligibility of Directors

4.3 Eligibility – To be eligible to serve as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
- b) Have the power under law to contract;
- c) Have not been declared incapable by a court in Canada or in another country; and
- d) Not have the status of bankrupt.

Election of Directors

4.4 Selection Committee – The Selection Committee will be responsible to solicit and receive nominations for the election of the Directors, to set policies around the documentation required for the nomination of directors, and to make official recommendations of directors. The Selection Committee shall be composed of; the President, the Vice President, the Finance Officer, and one external member, at a minimum.

4.5 Nominations:
- a) The nomination of a Director will include the written consent of the nominee by signed or electronic signature;
- b) Nominations will be made by a voting member of CURLSASK or the Selection Committee;
- c) Nominations must comply with the procedures established by the Selection Committee;
- d) Nominations are limited to one (1) nomination from each voting member of CURLSASK, there is no limit to the nominations from the Selection Committee;
- e) Nominations must be submitted to the Registered Office of CURLSASK seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board;
- f) The Selection Committee will be responsible for the final recommendation of nominees.

4.6 Circulation of Nominations – Valid nominations will be circulated to Members prior to the Annual Meeting.

4.7 Election – Directors will be elected at each Annual Meeting as follows:
- a) The President, Vice President and up to four (4) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section b.
- b) The Finance Officer and four (4) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section a.

4.8 Elections – Elections for each non-Director-at-Large position will be decided by Ordinary Resolution of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more

nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.9 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:

a) Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.

4.10 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of CURLSASK.

4.11 Terms – Directors will serve terms of two (2) years and will hold office until their term expires, they are removed from or vacate their office.

Resignation and Removal of Directors

4.12 Resignation – A Director may resign from the Board at any time by presenting written, signed notice of resignation to the Board. This resignation will become effective the date on which the written, signed notice is received by the President or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of CURLSASK resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.13 Vacate Office – The office of any Director will be vacated automatically if:

a) The Director no longer becomes eligible to serve as a Director;
b) The Director resigns;
c) The Director is found to be incapable of managing property by a court or under Saskatchewan law;
d) The Director is found by a court to be of unsound mind;
e) The Director charged and/or convicted of any criminal offence related to the position;
f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
g) The Director dies.
h) The Director has not attended the minimum required meetings and has been deemed to have violated the Board Member Responsibilities policy, been notified of said violation, and having a hearing by the Officers of the organization is removed by a unanimous vote of the Officers.

4.14 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.15 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term.

Meetings of the Board

4.16 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

4.17 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

4.18 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of CURLSASK.

4.19 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.20 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.21 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.22 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

4.23 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.24 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.25 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.26 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of another telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.27 Standard of Care – Every Director will:

a) Act honestly and in good faith with a view to the best interests of CURLSASK; and
b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.28 Powers of CURLSASK – Except as otherwise provided in the Act or these By-laws, the Board has the powers of CURLSASK and may delegate any of its powers, duties, and functions.

4.29 Empowered – The Board is empowered, including but not limited to:

a) Make policies and procedures or manage the affairs of CURLSASK in accordance with the Act and these By-laws;
b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;

c) Make policies and procedures relating to the management of disputes within CURLSASK and deal with disputes in accordance with such policies and procedures;
d) Employ or engage under contract such persons (such as the Executive Director) as it deems necessary to carry out the work of CURLSASK;
e) Determine registration procedures, determine membership dues, and determine other registration requirements;
f) Enable CURLSASK to receive donations and benefits for the purpose of furthering the objectives of CURLSASK;
g) Make expenditures for the purpose of furthering the objectives of CURLSASK;
h) Borrow money upon the credit of CURLSASK as it deems necessary in accordance with these By-laws; and
i) Perform any other duties from time to time as may be in the best interests of CURLSASK.

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President, and Finance Officer.

5.2 Term – The term of the Officers will be two (2) years or until they or their successors are elected or appointed.

5.3 Duties – The duties of Officers are as follows:

a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of CURLSASK and at meetings of the Board unless otherwise designated, will be the official spokesperson of CURLSASK, and will perform such other duties as may be established by the Board.

b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may be established by the Board.

c) The Finance Officer will keep proper accounting records as required by the Act, will cause to be deposited all monies received by CURLSASK in CURLSASK's bank account, will supervise the management and the disbursement of funds of CURLSASK, when required will provide the Board with an account of financial transactions and the financial position of CURLSASK, will prepare annual budgets and will perform such other duties as may be established by the Board.

5.4 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of CURLSASK, or to another Director.

5.5 Vacancy – Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors.

5.6 Honorary Officers – The Board may appoint up to four (4) Patrons of CURLSASK, which may include the Lieutenant Governor and the Premier of the Province of Saskatchewan. Honorary Officers have no authority or capacity in the activities of CURLSASK.

5.7 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI: COMMITTEES AND APPOINTMENTS

Committees

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of CURLSASK and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Executive Committee – The Executive Committee will be composed of the Officers and the Executive Director. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of CURLSASK's policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee will be ratified by the Board at the next meeting of the Board.

6.3 Vacancy – When a vacancy occurs on any Committee, other than the Executive Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.4 President Ex-officio – With the exception of the Executive Committee, on which the President is a voting member, the President will be an ex-officio and non-voting member of all Committees of CURLSASK.

6.5 Removal – The Board may remove any member of any Committee.

6.6 Debts – No Committee will have the authority to incur debts in the name of CURLSASK.

6.7 External Appointments – From time to time, the Board may appoint individuals to serve as representatives for CURLSASK (which includes a delegate at meetings of the Members of Curling Canada). Where possible, such appointees will be Directors.

ARTICLE VII: FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of CURLSASK will be July 1 – June 30

7.2 Bank – The banking business of CURLSASK will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of CURLSASK in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of CURLSASK.

7.4 Annual Financial Statements – The Directors will approve the CURLSASK financial statements (evidenced by signature of one or more Directors) of the last fiscal year. This will be completed not more than six (6) months before the Annual Meeting. The approved financial statements will be presented to the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Annual Financial Statements Package will include:

a) The financial statements;
b) The auditor's report or review engagement (if any); and
c) Any further information respecting the financial position of CURLSASK.

7.5 Books and Records – The necessary books and records of CURLSASK required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

a) CURLSASK's articles and By-laws;
b) The minutes of meetings of the Members and of any committee of Members;
c) The resolutions of the Members and of any committee of Members;
d) The minutes of meetings of the Directors or any committee of Directors;
e) The resolutions of the Directors and of any committee of Directors;
f) A register of Directors;
g) A register of Officers;
h) A register of Members; and
i) Account records adequate to enable the Directors to ascertain the financial position of CURLSASK on a quarterly basis.

7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by CURLSASK will be executed in accordance with CURLSASK's Finance Policy.

7.7 Property – CURLSASK 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.

7.8 Borrowing – CURLSASK may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

7.9 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

7.10 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to CURLSASK under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.11 Conflict of Interest – A Director, Officer 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 CURLSASK 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.

ARTICLE VIII: AMENDMENT OF BY-LAWS

8.1 Voting – These By-laws may only be amended, revised, repealed or added to:

a) By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the By-laws amendment by Ordinary Resolution; or
b) By a Member in the form of a Member Proposal. Member Proposals that amend the By-laws will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the By-laws amendment by Ordinary Resolution.

8.2 Member Proposal - A Member Proposal, submitted to CURLSASK at least ninety (90) days before the anniversary date of the previous Annual Meeting, must include the proposal itself and a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to a Member Proposal that was proposed at a meeting of the Members in the past two calendar years.

8.3 Effective Date – By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE IX: NOTICE

9.1 Written Notice – In these By-laws, 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 individual, Director, Officer, or Member, as applicable.

9.2 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 (5) days after the date the mail is post-marked.

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of 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 X: DISSOLUTION

10.1 Dissolution – CURLSASK may be dissolved in accordance with the Act.

ARTICLE XI: INDEMNIFICATION

11.1 Will Indemnify – CURLSASK will indemnify and hold harmless out of the funds of CURLSASK each Director and any individual who acts at CURLSASK's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at CURLSASK's request in a similar capacity.

11.2 Will Not Indemnify – CURLSASK will not indemnify a Director or any individual who acts at CURLSASK's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, CURLSASK will not indemnify an individual unless:

a) The individual acted honestly and in good faith with a view to the best interests of CURLSASK; and
b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance – CURLSASK will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XII: FUNDAMENTAL CHANGES

12.1 Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of CURLSASK. Fundamental Changes are defined as follows:

a) Change CURLSASK's name;
b) Add, change or remove any restriction on the activities that CURLSASK may carry on;
c) Create a new category of Members;
d) Change a condition required for being a Member;
e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
g) Add, change or remove a provision respecting the transfer of a membership;
h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
i) Change the purposes of CURLSASK;
j) Change to whom the property remaining on liquidation after the discharge of any liabilities of CURLSASK is to be distributed;
k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
l) Change the method of voting by Members not in attendance at a meeting of the Members; or
m) Add, change or remove any other provision that is permitted by the Act.

12.2 Special Class Vote Result – Should any membership category not, by Special Resolution, approve a special class vote on a fundamental change, the issue is defeated.

ARTICLE XIII: ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ammended by the board of directors on November 17, 2025, and came into effect pending ratification by the Members at the next Annual General Meeting.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of CURLSASK repeal all prior By-laws of CURLSASK provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.