

BY-LAW NO. 3

OF

SIMCOE CURLING CLUB (hereinafter called the “Corporation”)

A by-law relating generally to the transaction of the business and affairs of Simcoe Curling Club (the “Corporation”) superceding by-law # 3 of the Corporation dated the 22nd day of June, 1964.

BE IT ENACTED as a by-law of the Corporation as follows:

1. Head Office

The head office of the Corporation shall be in Norfolk County in the Province of Ontario, at such place therein as the Board (as hereinafter defined) may from time to time by resolution determine.

2. Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation for its use and safekeeping.

3. Directors

3.01 Board of directors. The affairs of the Corporation shall be managed by a board of directors (hereinafter referred to as the “Board”) consisting of twelve (12) directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members. The Board in addition to the nine (9) directors elected as hereinafter provided, shall include the President and/or a representative of the Day Ladies section, the Evening Ladies section and the Senior Men’s section who, by virtue of their office, shall be directors during the term of their appointment by their section.

3.02 Qualification of directors. Directors shall be individuals, eighteen or more years of age and shall, at the time of their election or within ten days thereafter and throughout the term of their office, be members of the Corporation.

3.03 Election of directors and term of office.

(1) The applicants for incorporation shall be the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected or appointed.

(2) At the first meeting of the members of the Corporation, three directors shall be elected for a term of one year, three directors shall be elected for a term of two years, and three directors shall be elected for a term of three years; thereafter at each annual general meeting of members for the election of directors, three directors shall be elected for a term of three years. The new Board shall come into office at the close of the regular business at the end of the annual general meeting of the Corporation and the directors' term of office shall be from the date of the meeting.

(3) Directors shall be elected by the members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this By-law, directors shall be eligible for re-election.

(4) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in the office, be filled by the directors from among the members of the Corporation if they shall see fit to do so; otherwise, such vacancy may be filled at the next meeting of members; and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

3.04 Vacation of office. A person ceases to be a director of the Corporation:

- (a) if he or she becomes bankrupt;
- (b) if her or she is found by a court to be mentally incompetent or of unsound mind;
- (c) if by notice in writing to the Secretary of the Corporation he or she resigns his or her office; or
- (d) if he or she ceases to be a member of the Corporation.

3.05 Removal of Directors. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office and may, by a majority of the votes cast at such meeting, elect any member in his or her stead for the remainder of his or her term.

3.06 Remuneration of directors. The directors of the Corporation shall serve without

remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

4. Meeting of Directors

4.01 Place of meeting and notice.

(1) Meetings of the Board may be held either at the head office of the Corporation or at any place within Ontario. A meeting of the Board may be convened by the President or any two directors at any time and the Secretary by direction of the President or any two directors shall convene a meeting of the directors.

(2) Notice of any meeting of the Board shall be delivered or mailed or sent by facsimile or e-mail or otherwise communicated to each director not less than seven days if mailed and not less than two days if delivered, sent by facsimile or e-mail or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent by facsimile or e-mail or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

(3) For the first meeting of the Board to be held immediately following the election of directors at an annual general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided a quorum of the directors is present.

4.02 Quorum. A quorum at any meeting of the Board shall be a majority of the directors in person.

4.03 Voting.

(1) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of equality of votes, the Chair of the meeting, in addition to his or her original vote, shall have a second or casting vote.

(2) At any meeting, unless a poll is demanded, a declaration by the Chair that a

resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5. Officers

5.01 Officers of the Board shall annually or as often as may be required, appoint a President, one or more Vice Presidents and a Secretary and if deemed advisable, may appoint annually or as often as may be required, a Treasurer and one more Assistant Secretaries. The offices of Secretary and Treasurer may, in the discretion of the Board, be held by the same person who may but need not be known as the Secretary-Treasurer. The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

5.02 Remuneration and removal of offices. The directors may fix the remuneration, if any, to be paid to officers of the Corporation. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

5.03 Delegation of duties of officers. In the case of the absence or the inability to act of the President, a Vice-President or any other officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

5.04 President.

(1) The President shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be the Chief Administrative Officer of the Corporation and shall be responsible to the Board for the co-ordination of all affairs of the Corporation. In all matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be. The President shall, when present, preside as Chair at all meetings of the members of the Corporation and at the Board.

(2) In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over:

- (a) the selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board;
- (b) The formation of a special ad hoc committee, from year to year, comprised of himself or herself and two other officers of the Corporation, for the establishment of salaries and any other administrative matters affecting the establishment and maintenance of the head office of the Corporation and the personnel employed therein;
- (c) the preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to any director or officer of the Corporation or to any meeting of the members of the Corporation;
- (d) the preparation of the annual budget for the Corporation, showing expected revenues and expenditures; and
- (e) the safekeeping and good state of repair of all physical properties of the Corporation.

5.05 Vice-President. The Vice-President or, if more than one, the Vice-Presidents in order of seniority shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice President or, if more than one, Vice Presidents, shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

5.06 Secretary. The Secretary shall, when present, act as secretary of all meetings of directors and members, shall have charge of the minute books of the Corporation and the documents and registers referred to in the *Corporations Act*, R.S.O. 1990, c. C.38 as amended from time to time. The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

5.07 Treasurer. Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depositary or depositories as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to his or her by the Board or as are incident to his or her office. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no director shall be liable for failure to require

any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

5.08 Assistant Secretary. The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, shall perform all the duties of the Secretary in the absence or inability or refusal to act of the Secretary. The Assistant Secretary or if more than one, the Assistant Secretaries shall sign such contracts, documents or instruments in writing as required his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

5.09 Vacancies. If the office of the President, Vice President, Secretary or Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may elect or appoint an officer to fill such vacancy.

6. Board of Directors

(1) Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chair, in addition to his or her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand shall be made, the voting shall be taken by a show of hands. A declaration by a Chair that the resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his or her duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for that purpose. The Directors of the Corporation shall administer the affairs of the Corporation, in its name, any contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, any exercise all such other powers and do all such other acts and things as the Corporation by its charter or otherwise authorized to exercise and do.

(2) Without in any way derogating from the foregoing, the Directors are expressly empowered from time to time, to purchase, lease or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration upon such terms and conditions as they may deem advisable.

(3) The Board shall have charge of all the finances of the Corporation, determine ways

and means of revenue for its maintenance, supervise all its expenditures, and approve all accounts before payment.

7. Committees.

(1) The Board may, from time to time, constitute such committees as it deems necessary to assist the Directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committee.

8. Indemnities to Directors, Officers and Others.

Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her 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 Corporation, from and against.

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office except such costs, charges or expenses as are occasioned by his or her own willful neglect or default; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

9. For the Protection of Directors and Officers

(1) No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in

relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

(2) The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs for the Corporation, the fact of his or being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

10. Membership

10.01 Qualifications. The members of the Corporation shall be those persons who are from time to time enrolled as members of the Corporation at its head office. There shall be maintained at the head office of the Corporation a list of members in good standing enrolled at such office. Save as otherwise expressly herein provided, the fee for membership in the Corporation, for each class of member (as hereinafter provided for), shall be such sum per annum as may be fixed from time to time by the Board.

10.02 Classes of membership. There shall be three classes of membership in the Corporation, namely:

- (a) Curling members,
- (b) Junior members, and
- (c) Social members.

10.03 Curling, Junior and Social members. Curling, Junior and Social members shall be those individuals that have filed an application for such membership with the Corporation and who have been accepted as members.

10.04 Each of the Curling members is entitled to one vote at the annual or any special meeting of the Corporation.

10.05 Members may resign by resignation in writing which shall be effective upon the acceptance thereof by the Board.

10.06 In case of resignation a member shall remain liable for payment of any assessment

levied or which became payable by him or her to the Corporation prior to acceptance of his or her resignation.

10.07 Any member whose membership dues are in arrears for a period greater than thirty (30) days shall automatically forfeit his or her membership.

10.08 Each person shall promptly be notified by the Secretary of his or her admission as a member forthwith after his or her acceptance by the Board.

11. Meetings of Members

11.01 Annual Meetings. The Corporation shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Corporation, or such other place within Ontario, on such day in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, audited financial statements of the Corporation, the Secretary-Treasurer's report and such other information or reports relating to the Corporation's affairs as the directors may determine.

11.02 General Meetings. Other meetings of the members (to be known as "general meetings") may be convened by order of the President or by the Board to be held at any date and time and at any place within Ontario. In addition, the President shall call a general meeting of the members upon receipt of a written requisition to do so of not less than 5 of the directors or 15 of the members of the Corporation entitled to vote at such meeting.

11.03 Notice. A printed, written or typewritten notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served either personally or by sending such notice to each member of such meeting through the post, facsimile or e-mail not less than fourteen (14) nor more than sixty (60) days exclusive of the day of mailing but including the day for which notice is given before the date of every meeting directed to such address of each such member as appears on the books of the Corporation, or if no Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member.

11.04 Omission of notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

11.05 Contents of notice. Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy, who must be a member, to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

11.06 Proxies. At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member appointing him or her would be entitled to exercise if present at the meeting. A proxy must be a member of the Corporation.

11.07 Chair. In the absence of the President or Vice-President, the members present at any meeting of the members shall choose another director to act as Chair of the meeting and if no director is present or if all the directors present decline to act as Chair the members present shall choose one of their number to be Chair of the meeting.

11.08 Voting .

(1) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chair of the meeting shall have, both on a show of hands and on a poll, a second or casting vote. Otherwise, each member shall be entitled to one vote if present at a meeting in person or by proxy.

(2) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

11.09 Polls. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be

deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

11.10 Adjournments. The Chair may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. 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.

11.11 Quorum. A quorum for the transaction of business at any meeting of members shall consist of not less than the majority of the members present in person or represented by proxy; provided that in no case can any meeting be held unless there are fifteen (15) members present in person.

12. Assessments

(1) Each person whose application for membership has been accepted by the Board (except a Junior member) shall be assessed an initiation fee payable immediately upon acceptance. Failure to make such payment forthwith shall terminate the acceptance for membership.

(2) The Board shall establish each year an assessment for the initiation fee and for annual membership for the classifications set forth in Section 10 hereof.

(3) All annual fees shall become due and payable not later than the 1st day of November in each year and except therefore all additional assessments shall become payable not later than thirty (30) days after the account has been forwarded to the member, by pre-paid regular post to the member's last known address.

(4) All members, except those who have notified the Secretary in writing prior to the 1st of October in any year of a change in classification, shall be considered to be continuing members of the Corporation and shall be liable for the annual assessment of fees as established by the Board.

(5) The Secretary shall notify each member of the dues or assessments at any time payable by him or her, and, if any are not paid within thirty (30) days of the date of such notice, the member in default shall thereupon automatically cease to be a member of the Corporation; but any such member may, on payment of all unpaid fees or assessments, be reinstated by majority vote of the Board at a regular meeting of the Board.

13. Enactment, Repeal and Amendment of By-laws

(1) By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law.

(2) A copy of any by-law to be sanctioned at an annual or general meeting of members including a by-law which amends or repeals an existing by-law shall be sent to every member of the Corporation with the notice of such meeting .

14. Auditors

(1) The members shall at each annual meeting appoint an auditor to examine the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

15. Notices

15.01 Service. Any notice to be given to any member or director shall be served either personally or by sending it through the mail in a prepaid envelope, facsimile or e-mail addressed to such member, director at his or her address as the same appears in the books of the Corporation or, if no address be given therein, then to the last address of such member or director known to the Secretary of the Corporation. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope containing the notice was properly addressed and put into a Post Office or into a Post Office letter box.

15.02 Signatures to notices. The signatures to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

15.03 Computation of time. Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

15.04 Proof of service. A certificate of the President, a Vice-President, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, directors, officer or accountant or publication of any notice shall be

conclusive evidence thereof and shall be binding on every member, director, officer or accountant of the Corporation, as the case may be.

16. Cheques, drafts, Notes, etc.

(1) All cheques, drafts or order for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

17. Execution of Contracts, etc.

(1) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by (a) the President or a Vice-President, together with the Secretary or Assistant Secretary or (b) by any two directors, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

(2) The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.

(3) The term "contracts, documents or instruments in writing" as herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

(4) In particular, without limiting the generality of the foregoing, (i) the President or Vice President, together with the Secretary or Assistant Secretary or (ii) any two directors are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants, or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

18. Financial Year

(1) The Board may by resolution fix the financial year end of the Corporation and the Board may from time to time by resolution change the financial year end of the Corporation.

19. Interpretation

(1) In all by-laws and special resolutions of the Corporation, the singular shall include the plural the singular, the word "person" shall include firms and corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

Passed by the Board the day of May, 2007

Chair

Secretary

Confirmed by the Members of the Corporation this day of June, 2007

Chair

Secretary