

Company Number: SC232571

# The Companies Acts 1985-1989

Company limited by Guarantee  
and not having a share capital

Memorandum and Articles  
of Association and Bye Laws

of

# The Royal Caledonian Curling Club

Founded 1838

Incorporated on 11 June 2002,  
with amendments to the Memorandum and Articles on 26 July 2003,  
31 July 2004, 27 October 2004, 18 June 2005, 17 June 2006,  
16 June 2007, 20 June 2009, 19<sup>th</sup> June 2010, 18<sup>th</sup> June 2011, 18 June 2016  
[17 June 2018].

*Royal Caledonian Curling Club  
Ochil House, Springkerse Business Park, Stirling, FK7 7XE*

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## The Companies Acts 1985-1989

*Company limited by Guarantee and not having a share capital*

### Memorandum of Association

of

#### THE ROYAL CALEDONIAN CURLING CLUB

1. The name of the Company, which is non-profit distributing, is **the Royal Caledonian Curling Club** (hereinafter referred to as "**the RCCC**").
2. The registered office of the RCCC is situated in Scotland.
3. The Objects of the RCCC are:
  - (a) to unite Curlers throughout the world into one Fellowship of the Rink;
  - (b) to regulate by rules the ancient Scottish Game of Curling; and
  - (c) to supply and promote related sporting and other services;
  - (d) to educate the public about the Game of Curling;(hereinafter referred to as "**the Objects**").
4. In furtherance of the Objects, but not otherwise, the RCCC shall have the following powers:
  - (a) To provide regulations, advice, consultancy, expertise and assistance in furtherance of the Objects.
  - (b) To manage and develop all aspects of the Game of Curling including competitions and training, assets and venues relative thereto.
  - (c) To conduct research, to prepare and organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, other meetings and other activities conducive to the Objects and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures of any medium, music and drama of any medium and other materials conducive to the Objects.
  - (d) To encourage and develop a spirit of voluntary or other commitment by individuals, unincorporated associations, firms, corporate bodies, agencies, local authorities and others and any groups or groupings thereof willing to assist the RCCC to achieve its Objects.
  - (e) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the RCCC.
  - (f) To construct, convert, alter, demolish, improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the RCCC.
  - (g) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the assets, property and rights of the RCCC.
  - (h) To manage and operate or arrange for the professional management and operation of properties, lands and estates whether owned by the RCCC or not and the entering into and carrying out of agreements in relation thereto with statutory and other bodies, individuals, unincorporated associations, firms, corporate bodies and others and any groups thereof in furtherance of the Objects.
  - (i) To manufacture, retail, sell, hire and supply equipment, items and goods generally conducive to the Objects.

- (j) To borrow money up to the limit of the value from time to time of the assets of the RCCC and give security for the payment of money by, or the performance of other related obligations of, the RCCC or any other person.
- (k) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (l) To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds in furtherance of the Objects of the RCCC.
- (m) To employ and train personnel in all aspects of the Objects and to remunerate any individual in the employment of the RCCC.
- (n) To promote any private Act of Parliament, Provisional Order and other authority to enable the RCCC to carry out its objectives, alter its constitution, and achieve any other purpose which may promote the RCCC's interests, and to oppose or object to any Parliamentary Bill, Local Authority Notice or Order, or any planning proposal, designation, application, notice or order, regulations or policies, whether issued by or on behalf of or by the authority of Parliament, any Government or statutory agency or any organisation, whether incorporated or unincorporated, any association, other bodies, individuals or generally any application or proceedings which may prejudice the RCCC's interests.
- (o) To establish, subsidise, promote, co-operate or federate with or become affiliated to, act as trustees or agents for, or manage or lend money or provide other assistance to, or subscribe and make contributions to or otherwise support any association, trust, society or other body corporate or unincorporated and having primary objects wholly or partly similar to those of the RCCC, or otherwise connected with the activities of the RCCC or with the furtherance of any of its Objects.
- (p) To establish, operate and administer and/or otherwise acquire separate trading companies or associations, whether charitable or not.
- (q) To enter into any arrangement with any organisation, government, authority or other body which may be advantageous for the purposes of the activities of the RCCC and to obtain from any such organisation, government, authority or other body any charter, right, privilege or concession.
- (r) To enter into trust or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (s) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- (t) To effect insurance against risks of all kinds for or on behalf of any one or more of the RCCC itself, its Directors, employees or members generally.
- (u) To invest monies of the RCCC not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.

- (v) To subscribe for, take, purchase or otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the RCCC is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any company, association or other body with which the RCCC is authorised to amalgamate.
- (w) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the Objects.
- (x) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the RCCC, whether by way of subscriptions, grants, loans, donations or otherwise.
- (y) To carry out any of the Objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (z) To control, sanction and where necessary promote television and the media in all their aspects in regard to Curling in Scotland and to permit Local Clubs, Tournament Committees, Associations and other organisations to arrange for the televising or broadcasting of events taking place under their management and control on such terms as the RCCC may from time to time determine; and to take such steps as may be open to the RCCC to retain and/or acquire any intellectual property in or relating to Curling in Scotland which the law may provide.
- (aa) To do anything which will further the attainment of any of the Objects.

And it is declared that in this whole Clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated in the world.

5. (a) Subject to Clause 5 (b),
  - (i) the income and property of the RCCC shall be applied solely towards the promotion of the Objects;
  - (ii) no part of the income and property of the RCCC shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the RCCC;
  - (iii) no Director shall be appointed to any office under the RCCC in respect of which a salary or fee is payable;
  - (iv) no Director shall rent or lease property to the RCCC;
  - (v) no Director shall be a relative, business partner or individual under the direction of any person renting or leasing property to the RCCC or providing the services specified at sub-clause (iii) above; and
  - (vi) no benefit in money or money's worth shall be given by the RCCC to any Director for his or her services as a Director, except repayment of out-of-pocket expenses.
- (b) The RCCC shall, notwithstanding the provisions of Clause 5 (a), be entitled:
  - (i) to pay reasonable and proper remuneration to any member of the RCCC or Director in return for professional services actually and specifically rendered to the RCCC (other than those carried out normally or habitually by any Director, Office-bearer or employee of the RCCC) and to reimburse any out-of-pocket expenses incurred by any such Director on behalf of the RCCC in furtherance of its Objects;

- (ii) to pay interest at a rate not exceeding the commercial rate on money lent to the RCCC by any member of the RCCC or Director; and
  - (iii) to purchase assets from any member of the RCCC or Director providing such purchase is at or below market value and to sell assets to any member of the RCCC or Director providing such sale is at or above market value.
- 6. The liability of members is limited.
- 7. Every Local Club as a Member of the RCCC undertakes to contribute such amount as may be required (not exceeding £1) to the RCCC's assets if it should be wound up whilst it is a Member or within one year after it ceases to be a Member, for payment of the RCCC's debts and liabilities contracted before it ceases to be a Member, and of the costs, charges and expenses of winding up.
- 8.
  - (a) The winding-up of the RCCC may take place only on the decision of not less than three-quarters of the Associate Members of the RCCC who are present in person or by proxy at an Annual or Special Meeting called specifically (but not necessarily exclusively) for the purpose.
  - (b) If on the winding-up of the RCCC any property remains after satisfaction of all the RCCC's debts and liabilities, such property shall be given or transferred to some body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the Objects of the RCCC and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does Clause 5 of this Memorandum of Association. If at the time of the winding-up the RCCC is itself a charity, then the body or bodies to which such property shall be given or transferred must itself or themselves be a charity or charities.
  - (c) The body or bodies to which property is transferred under sub-clause (b) hereof shall be determined on the decision of not less than three-quarters of the Associate Members of the RCCC who are present in person or by proxy at or before the time of dissolution or, failing such determination, by a decision of not less than three-quarters of the Board of Directors or, failing such determination by them, by an arbiter to be nominated by the President of the Law Society of Scotland.
  - (d) To the extent that effect cannot be given to the provisions of sub-clauses (b) and (c) hereof, the relevant property shall be applied to some other object or objects as shall be determined by ordinary resolution of the Associate Members of the RCCC at or before the time of dissolution or, failing such determination, by the Board of Directors or, failing such determination by them, by an arbiter to be nominated by the President of the Law Society of Scotland.
- 9. The RCCC promotes the highest ethical standards in all aspects of its activities and endeavours always to conduct its business openly and fairly without prejudice in respect of gender, race, religion or politics.

# THE COMPANIES ACTS 1985 - 1989

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

### ARTICLES OF ASSOCIATION

OF

#### THE ROYAL CALEDONIAN CURLING CLUB

## 1. PRELIMINARY

1.1 In these Articles and any Bye-Laws or Policies hereunder:-

"**the Act**" means the Companies Act 1985 as amended and every statutory modification or re-enactment thereof for the time being in force;

"**Articles**" means these Articles of Association or any Article thereof;

"**Associate Members**" means those members of a Local Club aged 18 or over who pay a full subscription to the RCCC (that is, Ordinary Members and Honorary Members (Playing)), each of whom has one vote at all General Meetings of the RCCC as defined in Article 2.2;

"**Board**" means the Board of Directors of the RCCC;

"**Bye-Law**" means any Bye-Law adopted by the RCCC in terms of Article 4.3;

"**Chairman**" means the person defined in Article 5.12;

"**Clear Days**" in relation to a period of notice means that period excluding the day when the Notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**Company Secretary**" means the Company Secretary of the RCCC;

"**Form of Proxy**" means the Form referred to in Article 5.13 and Bye-Law 3.2;

"**Independent Director**" shall be defined as a person who is free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be independent even if they are a member of the organisation and/or play the sport. Examples of a close connection include: a) They are or have within the last four years been actively involved in the organisation's affairs, eg as a representative of a specific interest group within the organisation such as a committee, programme or area; b) They are or have within the last four years been an employee of the organisation, or; c) They have close family ties with any of the organisation's directors or employees.

"**Member**" means a Local Club in Scotland as defined in Article 2.1;

"**Policies**" means any Policies or Guidelines adopted by the Board and published as binding on the RCCC membership;

"**Proxy**" means the method by which an Associate Member may grant a Form of Proxy in terms of Article 5.13;

"**Representative Member**" means a member of a Local Club appointed by said Club as its representative at Province or Area Meetings of the RCCC;

"**RCCC**" means the Royal Caledonian Curling Club;

"**Rules**" means the Rules of the Game;

"**Senior Independent Director**" means an independent director who is appointed as such by the Board, and whose responsibilities include: a) providing a sounding board for the chair; b) serving as an intermediary for the other directors when necessary; c) acting as an alternative contact for stakeholders to share any concerns if the normal channels of the chair or the organisation's management fail to resolve the matter or in cases where such contact is inappropriate; and d) leading on the process to appraise the chair's performance.

"**Staff**" means the employees of the RCCC (whether full-time or part-time), and contractors and consultants whilst working for and volunteers specifically retained to assist with the work of the RCCC.

- 1.2 Unless the context otherwise requires, the singular shall include the plural and vice versa and bodies shall include corporate and unincorporated. Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

## 2. MEMBERSHIP

### 2.1 Local Clubs in Scotland

Any curling club which is situated in Scotland and complies with Bye-Law 1 shall be admissible into membership as a Member of the RCCC and hereinafter referred to as a "Local Club". Such clubs shall be bound by the terms of Bye-Law 1. Each individual member of a Local Club aged 18 or over who pays a full subscription to the RCCC (that is, its Ordinary Members and Honorary Members (Playing)) is an Associate Member of the RCCC in terms of Article 2.2 and has one vote in terms of Article 5.1. For the avoidance of doubt, whilst each Local Club has certain rights conferred by the Articles, no Local Club itself has any vote at any General Meeting of the RCCC.

### 2.2 Associate Members

Each individual member of a Local Club aged 18 or over who pays a full subscription to the RCCC (that is, as an Ordinary Member or an Honorary Member (Playing)) is an Associate Member of the RCCC in terms of the most recent Annual Return submitted and subscriptions paid by the Local Club to the RCCC in terms of Bye-Law 1.7 and 1.5. Each Associate Member shall be required as a continuing condition of Associate Membership to abide by the terms of these Articles and such Bye-Laws and Policies as may be adopted as binding on the entire membership. Each Associate Member has one vote in terms of Article 5.1. For the avoidance of doubt, an honorary member of any Local Club will, whilst still being a playing member, remain liable to pay the relevant annual subscription to the RCCC.

### 2.3 Affiliated Clubs outwith Scotland

Any curling club outwith Scotland (hereinafter referred to as an "Affiliated Club") shall be eligible for affiliation at the discretion of the Board provided



that it complies with Bye-Law 1 relating to Affiliated Clubs. For the avoidance of doubt, Affiliated Clubs have no vote.

#### 2.4 Recognised Organisations outwith Scotland

Six or more clubs in a country outwith Scotland or any other body or association may form themselves into a Recognised Organisation and on application to the Board may be affiliated to the RCCC as such provided that they comply with the terms of Bye-Law 9. Such Recognised Organisations will be required to observe all the requirements of Bye-Law 9 and clubs forming Recognised Organisations admitted into membership shall be entitled to the privileges of an Affiliated Club subject to satisfying the terms of Bye-Law 1 relating to Affiliated Clubs. For the avoidance of doubt, Recognised Organisations outwith Scotland have no vote.

#### 2.5 Honorary Life Members

It shall be competent for the Annual General Meeting on the recommendation of the Board to appoint Honorary Life Members of the RCCC. For the avoidance of doubt, Honorary Life Members have no vote.

#### 2.6 Patrons

The Annual General Meeting may on the recommendation of the Board agree to the appointment of one or more Honorary Patrons of the RCCC, on such terms and for such period or periods as the Board may from time to time determine. For the avoidance of doubt, Patrons have no vote.

#### 2.7 Admission or Affiliation to The RCCC

Any curling club desirous of joining the RCCC will be required to submit a form (which may be obtained from the RCCC) containing such information as may from time to time be required by the Board and shall be required to lodge that together with such supporting documentation as may be required by the Board. The admission or affiliation of clubs shall be determined promptly by the Board but such shall not be granted until after receipt by the RCCC of the appropriate entrance fee and annual subscription.

#### 2.8 Termination Of Membership

Any Local Club shall cease to be a member of the RCCC if notice of any resolution to wind up that Local Club is passed or if its playing membership as intimated to the RCCC falls below such number as the Board may determine. In that event, all individual members of that Local Club shall also cease to be Associate Members of the RCCC. The rights and privileges of membership shall not be transferable and shall cease on any Member ceasing to be a member for whatever reason.

In the event that a Local Club fails to pay its annual subscription (due in terms of Article 3.3 by 31<sup>st</sup> October) by the following 31<sup>st</sup> March, that Local Club shall be deemed to have resigned from the RCCC as at that 31<sup>st</sup> March. Any Local Club which has its membership terminated as a result of such non-payment of annual subscription must apply formally for re-admission into membership in terms of Article 2.1 if it wishes again to become a member of the RCCC.

#### 2.9 International Ambassadors

It shall be competent for the Annual General Meeting on the recommendation of the Board to appoint International Ambassadors on such terms and for

such period or periods as the Board may from time to time determine. For the avoidance of doubt, International Ambassadors have no vote.

#### 2.10 Supporter Membership

Any individual not engaged with a local club may be a Supporter Member, upon payment of the membership fee as set at an Annual General Meeting of RCCC, such persons may be a volunteer, spectator, parent, fan or other supporter. Each Supporter Member shall be required as a continuing condition of Supporter Membership to abide by the terms of these Articles and such Bye-Laws and Policies as may be adopted as binding on the entire membership. For the avoidance of doubt, Supporter Members have no vote.

### 3. **ENTRANCE FEE, LEVY AND ANNUAL SUBSCRIPTION**

#### 3.1 Entrance Fee

Each Local Club, Affiliated Club and Recognised Organisation shall, on admission, pay an Entrance Fee to the RCCC, at the appropriate rate fixed at the previous Annual General Meeting.

#### 3.2 Annual Subscription

The annual subscription due to the RCCC from Local Clubs, Affiliated Clubs and Recognised Organisations shall be fixed annually at the Annual General Meeting.

3.3 Subscriptions shall be paid by 31 October at the rate fixed at the previous Annual General Meeting according to the number of individual club members as notified to the RCCC by each Local Club, Affiliated Club and Recognised Organisation as at the previous 30<sup>th</sup> September or such other date as may be determined by the Board. Each such Local Club, Affiliated Club and Recognised Organisation shall be required to comply with the terms of Bye-Law 1. Any Local Club which fails to pay the annual subscription due shall be deemed to have resigned from the RCCC if the provisions of Article 2.8 apply. Supporter Membership fees shall be paid on the anniversary of the date of joining, at the rate fixed at the previous Annual General Meeting.

3.4 It shall be competent for a General Meeting on a resolution from the Board to impose a levy for items not normally covered by the annual subscription and entrance fee on Local Clubs, Affiliated Clubs and Recognised Organisations of such sum as may be agreed at the General Meeting which shall also determine the basis and the date of payment of said levy.

### 4. **ALTERATIONS TO MEMORANDUM & ARTICLES OF ASSOCIATION AND RULES OF THE GAME AND ADOPTION OF AND ALTERATIONS TO BYE-LAWS**

4.1 No amendment to the RCCC's Memorandum or Articles of Association shall be made unless by means of a Special Resolution passed at a General Meeting called inter alia for the purpose of which due notice has been given in terms of Article 5.4 and passed by not less than three-quarters of the Associate Members present in person or by proxy and voting thereon (no account therefore being taken of Associate Members present in person or by proxy who abstain from voting or who are absent from the Meeting).

4.2 No amendment to the Rules of the Game shall be made unless by means of a Resolution at a General Meeting of which due notice has been given in terms of Article 5.4 and passed by a simple majority of the Associate Members present in person or by proxy and voting thereon (no account

therefore being taken of Associate Members present in person or by proxy who abstain from voting or who are absent from the Meeting),

- 4.3 Bye-Laws proposed by the Board for the efficient regulation of the affairs of the RCCC, or any alterations proposed thereto, may be adopted by means of an Ordinary Resolution at a General Meeting of which due notice has been given and passed by not less than a simple majority of the Associate Members present in person or by proxy and voting thereon (no account therefore being taken of Associate Members present in person or by proxy who abstain or who are absent from the Meeting).

## 5. GENERAL MEETINGS

- 5.1 The RCCC shall hold a General Meeting in every calendar year as its Annual General Meeting at a venue and at a date and time as fixed at the previous Annual General Meeting. Each Associate Member shall be entitled to attend a General Meeting in person or by proxy and shall have one vote thereat, all in accordance with Bye-Law 3 relating to Voting and Proxies.

- 5.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may whenever it thinks fit convene an Extraordinary General Meeting or shall do so within two months of its receipt of a requisition by not less than twenty-one (21) Local Clubs which contains one or more valid motions or resolutions in terms of Article 5.3.

### 5.3 Notice

Intimation of business and notices of motions or resolutions to be brought by any Local Club at any General Meeting shall be given in writing to the RCCC so that the RCCC receives this not less than six weeks before the General Meeting. Nominations for election called for in terms of Articles 5.6, 5.7 and 5.8 shall be lodged with the RCCC by 14th February in each year.

- 5.4 Thereafter the RCCC shall ensure that not less than twenty one clear days' notice in writing of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution or a Resolution in terms of Article 4.2 and not less than fourteen days' clear notice in writing of every other General Meeting specifying the place, date and the hour of the meeting and in the case of special business the nature of that business, shall be given to each Associate Member. The accidental omission to give notice of an Annual General or Extraordinary General Meeting to, or the non-receipt of such notice by any Associate Member shall not invalidate any resolution passed at or any proceedings of any General Meeting.
- 5.5 One hundred and twenty-five (125) Associate Members present in person or by proxy shall be a quorum. For the avoidance of doubt only Associate Members or their proxies shall be eligible to vote at a General Meeting in terms of Bye-Law 3.
- 5.6 The Associate Members at each Annual General Meeting shall elect, from nomination in terms of Article 5.3 and Bye-Law 4, a President who will hold office for one year and chair the Annual General Meeting held at the end of his or her term of office. The President will be an *ex officio* voting member of the Board.
- 5.7 The Associate Members at each Annual General Meeting shall also elect, from nomination in terms of Article 5.3 and Bye-Law 4, a Vice-President, also

for the term of one year, who shall not be a member of the Board but in respect of whom Article 6.6 shall apply.

- 5.8 The Associate Members at each Annual General Meeting shall also elect, from nomination in terms of Article 5.3 and Bye-Law 4, Elected Directors as required to fill any vacancies therein.(whether in terms of Article 5.9 or otherwise).
- 5.9 Each year, one-third of the Elected Directors, elected in terms of Article 6.2(b), (or the nearest number upwards) shall retire from office. No Elected Director will be entitled to serve more than two terms of office as an Elected Director (where a standard term of office is usually three years, but where any period of office of less than eighteen months will not count as a term of office) or a maximum of eight years continuously as such, but will be eligible for re-election after an interval of three years.
- 5.10 The Associate Members at each Annual General Meeting shall also elect an independent financial examiner, being responsible for certifying the financial statements of the RCCC to the Annual General Meeting.
- 5.11 The business of the Annual General Meeting may as appropriate include (not necessarily in the following order):-
- (a) the approval of the Minutes of the previous Annual General Meetings and of any subsequent Extraordinary General Meetings;
  - (b) the letter from the Royal Patron;
  - (c) the President's Report and such other reports as the Board considers appropriate to bring before the Annual General Meeting for approval or information;
  - (d) any Special Resolutions to alter the Memorandum and Articles of Association or the Rules of the Game;
  - (e) the submission and approval of the Annual Accounts appropriately certified;
  - (f) the fixing of entrance fees, annual subscriptions and any levies;
  - (g) reports from representatives to international federations;
  - (h) the election of the President and the Vice President;
  - (i) the election of Elected Directors;
  - (j) the appointment of any Honorary Members;
  - (k) the appointment of any Patrons;
  - (l) the appointment of a Chaplain;
  - (m) the appointment of the independent financial examiner;
  - (n) authorising the publication of the Annual, which would include publication on the internet or any other such means at the discretion of the Directors;
  - (o) the fixing of the place and date of the next Annual General Meeting;
  - (p) presentation of trophies;

- (q) the fixing of the place of the Grand Match;
- (r) any other competent business;
- (s) the Address by the Incoming President.

#### 5.12 Chairman

At all General Meetings, the President (whom failing the Vice-President) shall host the Meeting and will delegate the chairing of all business elements of the Meeting to the Chairman of the Board or his/her appointed deputy. For the avoidance of doubt, the Chairman of the Board of Directors or his/her appointed deputy shall have a casting vote, as well as any deliberative vote to which he or she may be entitled, in the case of equality.

#### 5.13 Voting

- a) All matters on which a division takes place, other than alterations to the Memorandum and Articles of Association (which require a special majority in terms of Article 4.1) and a vote of no confidence in a Director (which requires a special majority in terms of Article 8(g)), shall be decided by a simple majority vote.
- b) An Associate Member may vote at a General Meeting either in person, or by granting a Form of Proxy (in terms of Bye-Law 3.2) to instruct another person ("the proxy voter") to represent him or her at a General Meeting and vote on his or her behalf, or electronically (if and when the RCCC offers such a facility), by providing three options, namely:
  - (i) Option 1 - to appoint the Chairman of the General Meeting in question as the proxy voter, or
  - (ii) Option 2 - to appoint someone else as the proxy voter, or
  - (iii) Option 3 - to submit a vote on each resolution

5.14 In the event of a vote being required on any matter at a General Meeting, the vote shall be taken by a count of a show of hands of those Associate Members present in person or by proxy or ballot as the Chairman of the Meeting may determine. If the result of a vote is challenged by forty (40) or more Associate Members present in person or by proxy, the vote shall be taken by ballot. When a ballot takes place, it shall be taken immediately at the same meeting and shall be conducted in such a manner as the Chairman of the Meeting shall decide. The Chairman of the Meeting shall appoint and instruct tellers, who may cast a vote if eligible to do so. Declaration of the result of any vote by the Chairman of the Meeting shall be made at that meeting and shall be final.

#### 5.15 The Annual

Subject always to Article 5.11(n), The Annual shall include, *inter alia*,

- a) A list of the Office-Bearers of the RCCC
- b) Details of each Local Club, showing the names of their Office-Bearers and its individual members who are Associate Members of the RCCC
- c) Proceedings of the RCCC during the previous year
- d) Minutes of the Annual Meeting and any Extraordinary General Meeting
- e) The Annual Accounts appropriately certified
- f) The place and date of the next Annual Meeting
- g) Any other matter deemed appropriate by the Board

### 6. THE BOARD OF DIRECTORS

- 6.1 The affairs of the RCCC shall be under the management of the Board of Directors.
- 6.2 From the Annual General Meeting of the RCCC at which these Articles are adopted, the Board shall comprise:-
- (a) The President (*ex officio*).
  - (b) Up to six Elected Directors, who shall be elected, in terms of Article 5.8 and in accordance with Article 5.9 and Bye-Law 4.
  - (c) Up to three individuals, who are Associate Members, may be co-opted by the Board as Co-opted Directors as they may determine from time to time, (but subject always to the terms of Article 6.4) who shall hold office until the end of the next Annual General Meeting after his or her co-option, after which the Board may re-co-opt such Co-opted Director, but the same individual cannot serve as a Co-opted Director for a period of more than 6 years in total. Co-opted Directors shall not be taken into account in determining the number of Elected Directors who are to retire by rotation at any Annual General Meeting.
  - (d) Any Chief Executive Officer (*ex officio*) appointed by the Board to carry out that role for the RCCC.
  - (e) The Board shall appoint not less than two Independent Directors, one of whom shall be Senior Independent Director, by open public recruitment and in the event that the number of non-independent Directors exceeds eight in number, one additional Independent Director shall be appointed. Such Independent Directors may be appointed for a period of three years and thereafter may be appointed for one further period of three years.
  - (f) The board shall appoint a Chairman who shall be recruited by an open and public process and shall exclude those holding office in terms of 6.2 (a) and 6.2 (d). The Chairman will be appointed for a period of up to three years, thereafter if eligible, he or she may apply for re-appointment as Chairman through the recruitment process.

For the avoidance of doubt, the Board shall remain in office until the end of the Annual General Meeting, at which time any changes therein as a result of elections or retirements thereof shall take effect (declaring that the position in relation to Elected Directors at the Annual General Meeting of the Royal Caledonian Curling Club at which these Articles are adopted is dealt with in Bye-Law 4.7).

- 6.3 It shall also be competent for the Board to appoint an Associate Member who is willing to act as a Director to fill a casual vacancy in any of the Elected Directorships but such Appointed Director shall hold office only until the next Annual General Meeting, when the vacancy shall be open to the election of an Elected Director in terms of Article 6.2(b) but subject to the newly Elected Director's serving only until the expiry of the term of that vacancy when he or she shall be required to retire by rotation in terms of Article 5.9.
- 6.4 Where either the President or the Vice-President fails for any reason to complete his or her term of office respectively in terms of Articles 5.6 and 5.7, or one or both of these posts fails to be filled by nomination in terms of Articles 5.6 and 5.7, it shall be competent for the Board to appoint a replacement to fill the casual vacancy until the end of the next Annual General Meeting of the RCCC, the presumption being in the case of a vacancy in the Presidency that this will be so filled by the Vice-President (or otherwise a

Director, other than the Chief Executive Officer) and in the case of a vacancy in the Vice-Presidency that this will be so filled by a Director (other than the Chief Executive Officer).

- 6.5 It shall be open to the Board to invite such other persons and officers as they deem fit to attend Board Meetings in a non-voting capacity.
- 6.6 The Vice-President is entitled to attend all Board Meetings and to contribute to discussions thereat in a non-voting capacity.
- 6.7 In the absence of the appointed Chairman at meetings, those Directors present at such a meeting will appoint a temporary deputy from their own number to chair the meeting
- 6.8 Five Directors present (of whom at least three must be Elected or Appointed Directors), but not including the Chief Executive Officer, will constitute a quorum of the Board. Each Director has one vote. The Chairman of the Board or his/her appointed deputy will have a casting vote, in addition to his or her deliberative vote at any Board Meeting, in the case of equality.

## **7. POWERS AND DUTIES OF THE BOARD**

- 7.1 The Chief Executive Officer, Staff and relevant Committees will be responsible for preparing the annual operational plan in line with the current strategic plan of the RCCC adopted by the Board. The annual operational plan will require to be approved by the Board for implementation as it deems appropriate.
- 7.2 The Board will be accountable to the members of the RCCC at the Annual General Meeting for the performance of the RCCC in implementing the strategic and annual operational plans.
- 7.3 The terms of reference for the Board are defined in Bye-Law 6.
- 7.4 The Board shall appoint representative(s) to other curling federations and associations under the constitution of the these federations and associations including but not limited to the World Curling Federation, the Scottish Curling Trust and British Curling Ltd (and their respective successors).
- 7.5 The Board shall have power for the proper and efficient regulation of the game of curling to make, adopt, vary, appeal and amend Policies to govern all those involved in the RCCC whether as playing members, competitors, coaches or otherwise, which shall be binding on all members.
- 7.6 The Board is also empowered to recognise other organisations at its discretion which accept and adhere to the terms of Bye-Law 9 (to be known as "Recognised Organisations"), to provide any such Recognised Organisation with a specific written remit and to establish such lines of communication and representation within the RCCC as the Board may deem appropriate from time to time.
- 7.7 The Board shall have the right to call for production of copies of the Constitution, Membership Lists and/or Annual Accounts of all Local Clubs, Affiliated Clubs and Recognised Organisations.
- 7.8 Save as otherwise provided, the Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit but shall meet not less than six times a year. Notice for meetings of the Board along with a full agenda of the business to be transacted and copies of all minutes to be submitted for approval shall be sent to each Board member at least

seven clear days prior to the meeting (except for urgent business where, with the prior approval of all Directors then in Scotland, not including the Chief Executive Officer, a Board meeting may be held on shorter notice).

- 7.9 The Board shall publish its Minutes on the RCCC website (to the extent not commercially sensitive or confidential) and will decide to whom otherwise and on what terms it will circulate Minutes of or reports submitted to its meetings from time to time.

## **8. RESIGNATION OF BOARD MEMBERS**

The office of Director shall be vacated:-

- (a) if he or she shall without the consent of the RCCC (other than in the case of the Chief Executive Officer) becomes an employee of the RCCC;
- (b) if he or she becomes insolvent or apparently insolvent or makes any arrangement or composition with his or her creditors generally;
- (c) if he or she becomes prohibited from being a Director by reason of any order made under the Company Directors' Disqualification Act 1986 and every statutory modification and re-enactment thereof for the time being or in force;
- (d) if he or she becomes incapable for medical reasons of fulfilling the duties of his or her office and such incapacity as certified (if necessary) by two medical practitioners is expected to continue for a period of more than six months from the date or later date of such certification;
- (e) if by notice in writing to the RCCC he or she resigns his or her office;
- (f) if he or she is directly interested in any contract with the RCCC and fails to declare the nature of his or her interest in the manner required by Article 10 and the Board resolves that he or she vacates that office;
- (g) if he or she is subject to a Special Resolution of no confidence which is passed at a General Meeting at which he or she has been given the opportunity to speak in his or her favour.

## **9. COMMITTEES**

- 9.1 The Board will establish and provide remits for Committees (whether Standing Committees or not) to advise and oversee the implementation of its policy in conjunction with the Staff of the RCCC.
- 9.2 There shall be elected annually an Area Standing Committee and a Ladies Standing Committee, as laid down in Bye Laws 7 and 8 respectively.
- 9.3 The Board will formally appoint the Chair of each Standing Committee, and such person need not be a member of the Board. The composition of other Committees (whether Standing Committees or not) will be drawn from the Areas, Local Clubs and key individuals with the expertise, interest and availability to assist the RCCC in its work programme. Each Standing Committee will be supported by the Staff of the RCCC and its secretariat will be located at the RCCC offices.



- 9.4 The Board may establish such other Committees as it deems necessary or appropriate from time to time. The Board will set the remit for each Committee and is thus empowered to delegate its functions.
- 9.5 In every case the Committees (whether Standing Committees or not) shall be governed by the remit and any regulations of the Board and shall be required to provide Minutes of all their meetings to the Board. No Committee shall have power to bind the RCCC without the prior approval of the Board.
- 9.6 All acts done by any meeting of the Board or of any Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of any such body acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

## **10. CONFLICTS OF INTEREST**

All Directors and Staff of the RCCC have an obligation to declare any interest which might arise in respect of dealings with the RCCC by themselves and/or by parties with whom they are connected or associated and where such arise to avoid conflicts of interest by way of such declaration either of a general nature to the Company Secretary on an annual basis or of a specific nature to the chairman of the meeting in question. Where a conflict, real or potential, arises in any Board meeting, it will be up to the chairman of the meeting in question to determine:

- (a) whether the potential or real conflict simply be minuted; or
- (b) whether in addition the Director in question, whilst being permitted to remain at the meeting in question, must not partake in discussions or decisions relating to such matter; or
- (c) whether in addition the Director in question should be required to leave the meeting during that particular matter (in which event he or she would no longer form part of the quorum thereat).

## **11. FINANCE**

- 11.1 The Board shall be responsible for the setting of budgets and the keeping of accounts and records showing a true and fair view of the financial affairs and intromissions of the RCCC. The Board shall be responsible for overseeing the operation of any banking arrangements made by or on behalf of the RCCC and arrangements for the collection of the entrance fees, annual subscriptions, any levy and all other revenue of the RCCC.
- 11.2 The financial statements shall be brought to a balance on the 31<sup>st</sup> day of March in each year, or such other date as may be prescribed from time to time by the Board, and thereafter submitted for certification. The accounts shall subsequently be submitted after certification for approval at the next Annual General Meeting. The books of account shall be open for inspection by members of the Board of the RCCC but shall otherwise be available for inspection only as the Board may determine.

## **12 NOTICES**

- 12.1 A notice may be served by the RCCC upon any Associate Member, Local Club, Affiliated Club or Recognised Organisation either personally, by e-mail or by sending it through the post in a prepaid letter addressed to the last intimated Local Club Secretary at their address or by e-mail. Only those

Local Clubs which are listed with the RCCC and have complied with their obligations in terms of Bye-Law 1 will be entitled to receive notices from the RCCC. The RCCC is not obliged to serve notice upon or on behalf of any Associate Member where it has neither a postal address nor an email address for that person.

- 12.2 Any notice whether served by post or otherwise shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise despatched.
- 12.3 For the avoidance of doubt, an Associate Member present in person or by proxy at any General Meeting of the RCCC shall be deemed to have received notice of the meeting and where appropriate of the purpose for which it was called.
- 12.4 The business of the RCCC and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by fax or e-mail or other appropriate electronic means or otherwise if publicised on the RCCC's website where the RCCC has advised each member of this and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the Internet.

The RCCC may send or supply documents, including accounts, to members by website. Members can request paper copies of documents from the RCCC by submitting a written request following receipt of a Notice under Article 12.1.

### **13 INDEMNITY**

- 13.1 Subject to the provisions of Section 310 of the Act the Directors or members of any Committee and all or any other office bearers or Staff for the time being of the RCCC shall be indemnified out of the funds of the RCCC against all loss, costs and charges which they may respectively incur or be put to on account of any contract, deed, act, matter or thing done, entered into, executed or permitted by them respectively on behalf of the RCCC and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other but each of them for his or her own acts, receipts, neglects or defaults only. Subject as aforesaid, no Director or any Committee member or any other office bearer or Staff or his or her heirs, executors or administrators shall be liable for any loss or expense happening to the RCCC through the insufficiency or deficiency of title to any property acquired for or on behalf of the RCCC or for the insufficiency or deficiency of any obligation of security in or upon which any funds of the RCCC shall be invested or for any loss or damage arising from bankruptcy, insolvency or wrongful act of any person or body with whom any monies, securities or effects shall be deposited or for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own fraud, wilful neglect, default, breach of duty or breach of trust.

## THE ROYAL CALEDONIAN CURLING CLUB

### BYE-LAW 1 - LOCAL CLUBS, AFFILIATED CLUBS AND RECOGNISED ORGANISATIONS

These Bye-Laws are written under and with reference to the RCCC's Articles of Association, are subject to all definitions and terms therein and have been adopted by the RCCC on 18 June 2005 and amended on 20 June 2009 and 19 June 2010.

#### 1. LOCAL CLUBS, AFFILIATED CLUBS AND RECOGNISED ORGANISATIONS

##### 1.1 Local Clubs

For a Local Club to be capable of admission into membership of the RCCC, it must:

- (a) have at least eight members;
- (b) be situated in Scotland;
- (c) have its own Constitution;
- (d) be governed by Office-Bearers and/or a Management Committee elected in accordance with its Constitution; and
- (e) be sponsored by two Local Clubs which are already member clubs of the RCCC.

Every Local Club on admission shall be a member of the appropriate Province and Area as said Provinces and Areas are defined in Bye-Law 5.

##### 1.2 Affiliated Clubs

Any curling club outwith Scotland shall be eligible for affiliation at the discretion of the Board of the RCCC provided that it:

- (a) has its own Constitution; and
- (b) is governed by Office-Bearers elected in accordance with its Constitution;

##### 1.3 Application for Admission and Affiliation

Any curling club desirous of joining the RCCC may obtain from the RCCC a form of application, which on completion by the applicant club shall contain all relevant details as set out in Bye-Law 1.7. The applicant club shall then forward a copy of this application form together with a copy of (a) its Constitution and (b) the names of the two sponsoring Local Clubs, (as confirmed by the counter-signature of two officials of each such Local Clubs), which details shall be lodged with the RCCC. For the avoidance of doubt, the admission or affiliation of Clubs shall be at the discretion of the Board but such shall not be granted until after payment of the appropriate entrance fee and annual subscription.

- 1.4 On admission or affiliation and after payment of the appropriate entrance fee and annual subscription, each club shall receive formal notification of admission or affiliation, and in the case of Local Clubs, be allocated to the appropriate Province and Area, whose secretaries shall be notified by the RCCC.

1.5 Obligations of Local Clubs

Clubs shall be obliged to pay subscriptions (at the rate fixed at the previous Annual General Meeting) by 31st October, or such other date as the Board may determine, to the RCCC according to the number of Club members notified in the Club's list of current members recorded in the RCCC's membership database as at 30th September or such other date as the Board may determine. In the event that any Club is late with any subscription payment due in terms of this Bye-Law, or fails to provide its Annual Return in terms of Bye-Law 1.7, the Board may fix an administration charge to deal with any late payment and/or the cost of reminders and other correspondence, which charge shall be due and payable by any such Club.

Only those Local Clubs which are listed with the RCCC and have complied with their obligations in terms of these Bye-Laws will be entitled to receive notices from the RCCC.

- 1.6 Clubs or individuals wishing to purchase the Annual of the RCCC should place their order with the RCCC by the date specified by the Board each year. All orders should be accompanied by payment in full. The price of the Annuals will be set by the Board of Directors each year.

1.7 Annual Return

Following the introduction of the membership database outlined in 1.5 above, there is now no formal Annual Return required by the RCCC. However, clubs are required to make sure their club entry is completed correctly by the date specified by the Board for the issue of invoices each year in 1.5 above ("the specified date"), Local Clubs shall endeavour to keep their record of members up to date at all times in the RCCC's membership database and must appoint a minimum of one database administrator to maintain their club's record. For the avoidance of doubt, Local Clubs must list all of their members in the membership database.

Local Clubs will be required to pay subscriptions for all members on the list as at the specified date plus any other members added after the specified date during the season.

Individuals listed in the membership database shall only be considered Associate Members of the RCCC if their subscription is fully paid up.

For the avoidance of doubt, a curler may be a member of more than one Local Club but shall not be entitled to represent more than one Local Club in any one RCCC competition in the same season except as may be defined in the competition rules and shall nominate his or her chosen Local Club at the time of entry.

The definition of a Junior (U21) Member shall be the same as that defined by the World Curling Federation i.e Under 21 as at the 30<sup>th</sup> June preceding the current season or such other definition as the WCF may determine.

1.8 If any Local Club fails to pay the subscriptions of its members by 31<sup>st</sup> October, or such other date as the Board may determine, the Local Club and the individual members of that club will forfeit the right to participate in all RCCC competitions and events, including Area and Province competitions, until such time as the full amount due by the Local Club is paid. The club may also be eligible for other costs in terms of Bye-Law 1.5.

1.9 Any Local Club falling into arrears with its annual subscriptions shall be struck off the list of the RCCC and shall not be eligible for re-admission until all arrears are paid. It shall be within the discretion of the Board not to enforce this Bye-Law fully when in its opinion the circumstances justify this course of action.

1.10 Notices from the RCCC

The preferred method of communication by the RCCC to Local Clubs and Associate members is by e-mail. Clubs are encouraged to record Associate Members' e-mail addresses in the membership database to facilitate easy communication. Where no e-mail address is available, the RCCC will write to Associate Members and Local Clubs using the address held in the membership database. Each Local Club shall be responsible for ensuring that all its members who are Associate Members of the RCCC receive promptly all notices and other details, as received by the Local Club from the RCCC.

1.11 Representation and Voting at Area and Province Meetings

Each Local Club shall elect a representative to attend and vote on its behalf at Area and Province Meetings.

## **THE ROYAL CALEDONIAN CURLING CLUB**

### **BYE-LAW 2 - APPLICATION FOR AFFILIATION**

These Bye-Laws are written under and with reference to the RCCC's Articles of Association, are subject to all definitions and terms therein and have been adopted by the RCCC on 19 June 2010.

#### **2. APPLICATION FOR AFFILIATION**

Applications forms for affiliation can be obtained from the RCCC upon request or can be found on the RCCC's website.

Applications must be proposed and seconded by secretaries of different clubs in the relative province and supported by the secretary of the local province. By applying for affiliation, clubs undertake to be bound by the Memorandum & Articles of Association and the Bye Laws of the Royal Caledonian Curling Club, including the guarantee contained in Clause 7 of the Memorandum of Association.

Applicants will be assisted in the application process by administration staff at the RCCC and by their local Province officials.

## THE ROYAL CALEDONIAN CURLING CLUB

### BYE-LAW 3 - VOTING AND PROXIES

These Bye-Laws are written under and with reference to the RCCC's Articles of Association, are subject to all definitions and terms therein and have been adopted by the RCCC on 18 June 2005 and amended on 20 June 2009 and 19 June 2010.

#### 3. VOTING AND PROXIES

- 3.1 The Associate Members (see Article 2.2) each have one vote. Except in the case of a written resolution (see Bye-Law 3.3), the Associate Members may attend and vote at any General Meeting of the RCCC in person or by proxy.
- 3.2 Whilst personal attendance by Associate Members at any General Meeting of the RCCC is encouraged, an Associate Member shall be entitled to complete a form of proxy in order to appoint a proxy to attend a General Meeting on his or her behalf, in respect of which the following apply:
  - (a) A proxy need not be an Associate Member.
  - (b) A proxy appointed to attend and vote at any General Meeting instead of an Associate Member shall have the same right as the Associate Member who appointed him or her to speak at the General Meeting and to vote thereat.
  - (c) The form appointing the Proxy shall be in the following general terms (which can be modified as required to conform to the terms of Article 5.13):

Continued/.

**The Royal Caledonian Curling Club  
Proxy Form**

Name of Member.....

Address of Member.....

.....Postcode.....

Member Number:.....

I am unable to attend the General Meeting on .....[insert date]  
and am aware that I have three options - I may (Option 1) appoint the Chairman of the  
meeting as my proxy, or (Option 2) appoint someone else as my proxy, or (Option 3) submit  
my proxy votes on each resolution by post.

I, the above-named member of the Royal Caledonian Curling Club, being entitled to  
attend and vote at the said General Meeting hereby: **(tick only one option)**

**Option 1** Appoint the Chairman of the Meeting

**Option 2** Appoint **Name of Proxy:**   
**Address of Proxy:** .....  
.....  
**Postcode:**.....

**Option 3** Vote by postal proxy (*see below*)

Proxy voting by post

If you wish to submit your proxy vote by post, please place a X in either the 'For',  
'Against' or 'Abstain' box for each resolution.

		For	Ag	Ab
1	To receive the Report and Annual Accounts for the year end 31 <sup>st</sup> March 2xxx	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To Approve the Changes to the Rules of the Game	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To approve Special / Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To appoint the Independent Financial Examiners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*A separate ballot paper is enclosed for the election of President, Vice President and the positions of Elected Directors.*

Signed  Dated

To be valid this form must be completed, signed and received by the Royal Caledonian Curling Club at least 48 hours prior to the start of the said General Meeting.

Completion and lodgement of a Proxy Form may be dealt with electronically by any Associate Member if and when the RCCC offers such a facility.

- (d) The form appointing a proxy shall be lodged with the RCCC not less than 48 hours before the time appointed for holding the General Meeting or adjourned meeting at which the person named in the form proposes to vote, and in default the form of proxy shall not be treated as valid.
- (e) Appointment of a proxy may be revoked by the granter by written notice received by the RCCC at least 48 hours prior to the start of the General Meeting (or adjourned meeting) to which it relates.

- 3.3 (a) Ordinary and Special Resolutions may be passed in writing, rather than at a General Meeting, if the provisions of this Bye-Law are followed.



- (b) An ordinary resolution in writing signed by or on behalf of a simple majority of all the Associate Members shall be as valid and effective as if the same had been passed at a General Meeting of the RCCC duly convened and held, provided that the provisions of this Bye-Law are followed.
- (c) A Special Resolution in writing signed by or on behalf of not less than 75% of all the Associate Members shall be as valid and effective as if the same had been passed at a General Meeting of the RCCC duly convened and held, provided that the provisions of this Bye-Law are followed.
- (d) Written resolutions may not be used either for the removal of a Director prior to the expiration of his or her term of office, or for the removal of an independent financial examiner prior to the expiration of his or her term of office.
- (e) Any written resolution must be issued in hard copy (by hand or by post) or in electronic form (by fax or e-mail), or by means of a website at the same time, to all Associate Members on the Circulation Date (that is, the date on which copies of the written resolution are sent to the Associate Members).
- (f) Where such a written resolution is proposed, it must include the following express statements:
  - (i) an explanation to the Associate Members how to signify their agreement to the resolution (which can be sent back by them in hard copy (by hand or by post) or in electronic form (by fax or by e-mail), and to explain that a failure to reply will be deemed to be a vote against the resolution in question; and
  - (ii) confirmation of the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date).
- (g) Any such written resolution may consist of several documents in the same form, each signed by or on behalf of one or more Associate Members.
- (h) Once an Associate Member has signed and returned a written resolution in agreement thereto, his or her agreement is irrevocable.

## THE ROYAL CALEDONIAN CURLING CLUB

### BYE-LAW 4 - ELECTIONS OF PRESIDENT, VICE PRESIDENT AND DIRECTORS

These Bye-Laws are written under and with reference to the RCCC's Articles of Association, are subject to all definitions and terms therein and have been adopted by the RCCC on 18 June 2005 and amended on 17 June 2006, 20 June 2009, 19 June 2010 and 18 June 2011.

#### 4. ELECTIONS OF PRESIDENT, VICE PRESIDENT AND DIRECTORS

- 4.1 Where, in terms of Articles 5.6, 5.7 and 5.8, there is a requirement to elect a President, Vice President or Elected Directors, the arrangements for such elections shall be as set out in this Bye-Law.
- 4.2 Nominations for the posts of President and Vice President and for vacancies in the Elected Directors shall be lodged with the RCCC by 14th February in each year.
- 4.3 In the normal course of events, where a Vice President is in place, he/she will succeed to the position of President as a matter of course. In that case, there will be no election for President. The position of President will only fall for election where no Vice President is in place or where the Vice President has intimated that he/she does not wish to take up the position as President.
- 4.4 Each nominee must be an Associate Member of the RCCC.
- 4.5 There must be lodged by or on behalf of each nominee:
  - (a) a completed nomination form signed by the President or Secretary of any Local Club making said nomination and including a statement to confirm the nominee's willingness to act in the relevant post if successful; and
  - (b) a short curriculum vitae in the form required within the nomination form asserting the nominee's relevant experience, skills and fitness for the post nominated.
- 4.6 All of the nominations for President, Vice-President and Elected Directors, together with the curriculum vitae of each nominee, shall be published on the RCCC's website by the 1<sup>st</sup> March. For the avoidance of doubt, nominations for President, Vice-President and Elected Directors will fall to be considered at the next ensuing AGM and voted upon by a simple majority vote, by a count of hands or ballot of the Associate Members present in person or by proxy in accordance with Article 5.14.

Where unopposed nominations are received, no vote will be required unless at the instigation of the Board or a nomination is challenged in writing by forty (40) or more Associate Members no later than one calendar month after the nominations are published by the RCCC.

Where there is only one nomination for the position of Vice President no ballot will be required. On the basis that there are normally two vacancies for the position of Board Director and two nominations or less are received no ballot will be required.

- 4.7 The result of all elections, including the number of votes cast for each of the candidates, will be published on the RCCC's web-site.

- 4.8 The new President, Vice-President and Elected Directors will assume office from the end of the AGM after their successful election. A retiring President or Vice-President and any Elected Directors who are retiring by rotation and/or who are unsuccessful in being elected or re-elected will be deemed to have retired as at the end of the AGM.
- 4.9 Voting may be dealt with electronically by any Associate Member if and when the RCCC offers such a facility.

## THE ROYAL CALEDONIAN CURLING CLUB

### BYE-LAW 5 - AREAS AND PROVINCES

These Bye-Laws are written under and with reference to the RCCC's Articles of Association, are subject to all definitions and terms therein and have been adopted by the RCCC on 18 June 2005 and amended on 19 June 2010.

#### 5. AREAS AND PROVINCES

##### 5.1 Areas and Provinces

Scotland is divided into Areas and each Area is sub-divided into Provinces. The current list of Areas and Provinces can be obtained upon application to the RCCC and viewed on the RCCC's website or membership database.

5.2 The Board may review these Areas and Provinces and make any changes as it deems necessary from time to time.

5.3 Each Area shall appoint members in terms of Bye-Law 5.8 to the RCCC's Areas Standing Committee, which Committee shall have the function of the promotion of RCCC competitions at Area and Province level, maintaining communications with the Areas, Provinces and volunteers and providing the pool of expertise from which members may emerge as capable of discharging the duties of a director of the RCCC.

5.4 Each individual Area shall be responsible for the fostering of curling amongst its member Provinces and clubs and also with other Areas.

##### Area Meetings

5.5 A meeting of the representatives of all Local Clubs in each of the Areas should be held annually by 30<sup>th</sup> April and shall be convened at a time and place to be intimated not less than one month in advance to all Province secretaries, and by notice in the ice rinks in the area posted by the senior serving member of the Areas Standing Committee representing that Area or by the Area Secretary.

5.6 The senior serving member of the Areas Standing Committee representing that Area shall preside as Chairman of the Meeting whom failing the junior serving member whom failing any Local Club representative appointed by the meeting and the Chairman of the meeting shall have a deliberative vote and in the cases of equality a casting vote.

5.7 Each Local Club represented at the meeting shall have one vote.

5.8 At the Area meeting there shall be nominated in every alternate year one Area representative to serve on the Areas Standing Committee of the RCCC. All nominations shall be lodged with the Area Management Committee fourteen days before the meeting. It shall be the duty of the Area representative convening the meeting to intimate to the RCCC the name and address of the person nominated and that not later than 14 April in every year. Each Area representative shall serve for a term of four years, two as junior serving member of the Areas Standing Committee for the Area and two as senior serving member of the Areas Standing Committee for the Area. In the event of a vacancy occurring, the Area concerned shall be entitled to nominate a replacement to serve the remainder of the term of the previous member.

- 5.9 The members of the RCCC Areas Standing Committee and two representatives from each Province in the Area shall form the Area Management Committee and may elect such other officials as they may require.

#### Provinces

- 5.10 A Province shall consist of a minimum of six Local Clubs situated in a circumscribed area as defined from time to time by the Board of the RCCC which shall allocate the Provinces to the appropriate Areas as defined in Bye-Law 5.1.
- 5.11 Each Province shall hold an annual meeting of representative members of the Local Clubs in the Province. Each Local Club represented at the annual meeting of the Province shall have one vote and at this meeting the Province shall appoint two representatives to the Area meeting to be convened in terms of Bye-Law 5.5 and such other meetings as the Province Committee may determine. Every Province shall appoint office bearers including a Province Secretary and a list of these office bearers and its component clubs shall be forwarded to the RCCC annually by 31st July. The representatives of the Local Clubs in the Province shall themselves elect the Province Committee and the Province Committee shall have control of the affairs of the Province and shall arrange the annual Province meeting.
- 5.12 It shall be competent for Provinces to apply to the Board of the RCCC for any readjustment of their boundaries which they may by mutual agreement with their adjoining Province or Provinces deem advisable, including amalgamation or partition, as may be required, to comply with the terms of Bye-Law 5.10 which application shall be subject to the approval of the Board of the RCCC.

#### 5.13 Bonspiels

For Province Bonspiels, a Local Club may be associated with a Province or Provinces other than that within whose Area it is located. The names of Local Clubs so associated shall be printed in a supernumerary list kept by the RCCC and shall be termed "Extra-Provincial". In inter-Province matches, a Local Club may play only for the Province within whose Area it is situated.

#### 5.14 Medals

On application to the Board which shall be made not later than 1 April in each year, any Province may be awarded a medal for its annual bonspiel played during that season, and all conditions governing these competitions shall be made by the several provinces themselves but such conditions shall conform to the Rules of the RCCC.

## THE ROYAL CALEDONIAN CURLING CLUB

### BYE-LAW 6 - THE ROLE OF THE BOARD

These Bye-Laws are written under and with reference to the RCCC's Articles of Association, are subject to all definitions and terms therein and have been adopted by the RCCC on 18 June 2005

#### 6. THE ROLE OF THE BOARD

6.1 The Board of the RCCC shall be responsible for the administration of the affairs of the RCCC within the objects of the RCCC.

6.2 In particular, without limiting that responsibility, the Board shall:

- (a) Approve annually the review and updating of a four year Strategic Plan produced by the Chief Executive Officer; such plan shall cover both commercial and non-commercial aspects of the RCCC's business.
- (b) Approve the annual Operational Plan and Budget to be produced by the Chief Executive Officer.
- (c) Monitor the performance of the RCCC against the Operational Plan and Budget. Set, and from time to time review, the limits of authority of the Chief Executive Officer. Receive regular reports from the Chief Executive Officer on the commercial and financial position of the RCCC.
- (d) Monitor the performance of the Chief Executive Officer and Staff.
- (e) Approve expenditure contracts and commitments that fall outside the above limits of authority of the Chief Executive Officer as referred to in (c) above.
- (f) Appoint, on the recommendation of the Chief Executive Officer, new staff.
- (g) Appoint, on the recommendation of the relevant Committee after appropriate consultation, the National Coach and other key members of the National Teams' management.
- (h) Consider and if appropriate recommend any changes or additions to the policies of the RCCC.
- (i) Approve the playing structure and competitions for the Game in Scotland and agree the programme of matches for the National Teams.
- (j) Monitor the performance of any other associate or joint venture company in which the RCCC invests or is involved.
- (k) Set and review the procedures for any decisions or other action which would normally require discussion at a Board Meeting but because of its urgency requires immediate action.
- (l) Take action to suspend, expel, discipline or ban members for breach of the Rules and Bye-Laws of the RCCC based on the rulings of the

Discipline and/or Appeals Committees and in accordance with the appropriate sanctions as set out in the Disciplinary Policy of the RCCC.

- (m) Co-opt additional members of the Board as set out in Article 6.2(c).
- (n) Discharge such other responsibilities as required to ensure the effective governance and operations of the RCCC.

6.3 At the first meeting of the directors after the Annual General Meeting where a chairman is not already in place, the directors shall elect a chairman. The outgoing chairman, or in his absence, the President shall chair the meeting until the Chairman is elected. Candidates for the Chairman role may be required to leave the meeting and may present their case to the remaining directors one at a time. The President would have a casting vote if required.

## THE ROYAL CALEDONIAN CURLING CLUB

### BYE-LAW 7 - THE AREAS STANDING COMMITTEE

These Bye-Laws are written under and with reference to the RCCC's Articles of Association, are subject to all definitions and terms therein and have been adopted by the RCCC on 18 June 2005

#### 7. THE AREAS STANDING COMMITTEE

##### Objects

7.1 The Areas Standing Committee set up in terms of Article 9.2 of the RCCC's Articles shall carry out the following functions:

- (a) promoting RCCC competitions at Area level;
- (b) maintaining communication with the Areas, Provinces and volunteers;
- (c) providing the pool of expertise from which members may emerge as capable of discharging the duties of a Director or the RCCC;
- (d) providing members to Committees of the RCCC as required; and
- (e) such other functions as may be delegated to it, for time to time, by the Board of the RCCC

##### Membership

7.2 The membership of the Areas Standing Committee shall comprise:

- (a) the President;
- (b) the Vice-President;
- (c) Immediate Past President;
- (d) members from each of the Areas in Bye-Law 5 as may be elected at Area Meetings which should be held by 30th April in each year where such members shall be appointed under Bye-Law 5.8 to serve on the Areas Standing Committee; and
- (e) the Chief Executive Officer
- (f) the chairman of the board of directors

7.3 The Chairman of the Areas Standing Committee shall be the President of the RCCC.

7.4 Eleven members of the Areas Standing Committee shall form a quorum. The Areas Standing Committee may act notwithstanding any vacancy in its body.

7.5 A representative member elected to serve as a member of the Areas Standing Committee shall be obliged to demit office as such if any of the situations set out in Article 8 have effect on such a person or when serving as a Director of the RCCC.

##### Amendment



- 7.6 Any amendment proposed to this Bye Law shall be made in consultation with the RCCC Board and thereafter will be put to a General Meeting of the RCCC for formal adoption in terms of Article 4.3

## THE ROYAL CALEDONIAN CURLING CLUB

### BYE-LAW 8 - LADIES BRANCH

These Bye-Laws are written under and with reference to the RCCC's Articles of Association, are subject to all definitions and terms therein, and have been adopted by the RCCC on 18 June 2005

#### 8. LADIES BRANCH

##### Definition

- 8.1 Ladies Branch is the name for the network of Ladies Centres whose Representatives form the Ladies Standing Committee.

##### Objects

- 8.2 The Objects of Ladies Branch are:
- (a) to foster and encourage the game of Curling for women in Scotland; and
  - (b) to promote friendship among women curlers worldwide.

##### Terms of Reference

- 8.3 The Ladies' Standing Committee, formed in terms of Clause 8.1 of this Bye-Law, will deal with matters concerning women's curling and such other matters as are remitted to it by the Board of the RCCC in terms of Article 9 and regulations of the Board thereunder.
- 8.4 Women who are members of a Local Club in Scotland in terms of Articles 2.1 and 2.7 shall ipso facto have the right to be represented on the Ladies' Standing Committee through a 'Centre' representative (as defined in Clause 8.5 of this Bye-Law).
- 8.5 Every ice rink in Scotland ('a Centre') is eligible to have one lady representative on the Ladies Standing Committee, subject to its adopting a recognised Constitution, to be approved by the Ladies Standing Committee and formally approved by the RCCC Board. Ice rinks may choose to operate independently or join with other ice rinks to create a combined 'Centre' for this purpose. Any ice rink that closes may still be represented for a limited period (of not more than three years) on the Ladies Standing Committee.

##### Ladies Standing Committee

- 8.6 It shall be the responsibility of the Ladies Standing Committee to report to the RCCC Board in terms of Article 9.5.
- 8.7 The Ladies Standing Committee shall comprise: Chairman, Vice-Chairman, Junior Vice-Chairman, Treasurer, one Centre representative elected from each Centre and the Chief Executive Officer of the RCCC (ex officio), who will meet regularly as required.
- 8.8 Centre Representatives shall be elected by their Centre to serve on the Ladies Standing Committee for not more than four years consecutively.
- 8.9 Each member of the Ladies Standing Committee shall have a vote and nine members shall form a quorum.

- 8.10 The Ladies Standing Committee shall have the function of providing a pool of expertise to serve on RCCC committees and will be represented as appropriate on RCCC Committees.

#### Finance

- 8.11 The Finance of the Ladies Standing Committee will be kept as a separate identified bank account which will be administered by the RCCC, certified by the person so appointed by the Ladies Standing Committee and integrated into the accounts of the RCCC. The Treasurer appointed by the Ladies Standing Committee shall be responsible for overseeing the operation of banking arrangements and shall be a member of the RCCC Finance Committee.

#### Administration

- 8.12 The Ladies Branch shall hold an Annual Meeting in every calendar year at a venue, date and time as fixed at the previous Annual Meeting.
- 8.13 The Annual Meeting shall elect a President of Ladies Branch, who will chair the Annual Meeting and hold office for one year.
- 8.14 The President of the Ladies Branch shall formally be appointed by the Board in terms of Article 9.3 as the Chairman of Ladies Standing Committee.
- 8.15 The Annual Meeting shall elect a Vice-President and a Junior Vice-President of Ladies Branch for the period of one year.
- 8.16 The Offices of President, Vice-President and Junior Vice-President of Ladies Branch may, in special circumstances, be re elected for a further year with the maximum term of office two years.
- 8.17 The Annual Meeting shall elect a Treasurer of Ladies Branch.
- 8.18 The Annual Meeting shall also elect the person responsible for certifying the financial statements of the Ladies Branch.

#### Amendment

- 8.19 Any amendment proposed to this Bye-Law shall be made in consultation with the RCCC Board and the Ladies Standing Committee and, once ratified by the Annual Meeting of Ladies Branch will be put to a General Meeting of the RCCC for formal adoption in terms of Article 4.3

## THE ROYAL CALEDONIAN CURLING CLUB

### BYE-LAW 9 - RECOGNISED ORGANISATIONS

These Bye-Laws are written under and with reference to the RCCC's Articles of Association, are subject to all definitions and terms therein and have been adopted by the RCCC on 18 June 2005

#### 9. RECOGNISED ORGANISATIONS

9.1 The Board has power in terms of Article 7.5 to recognise organisations which comply with the requirements of this Bye-Law such that provided they continue to adhere to the terms of this Bye-Law as the Board of the RCCC may determine.

9.2 Each such organisation will be required to apply annually for recognition which shall be granted on such terms as the Board may from time to time determine.

9.3 The minimum requirements for an organisation to be recognised are:-

- (a) its objects and constitution (whether a limited company or not) are acceptable to the Board;
- (b) it accepts the remit given to it by the Board;
- (c) its membership is deemed appropriate by the Board as to the method of election of members;
- (d) its governance (whether by way of a Committee or not) is accepted as being appropriately democratic;
- (e) its finances are conducted and reported subject to standard accounting procedures and are subject to appropriate audit or certification as the Board of the RCCC may determine;

9.4 The Board will in each case determine the lines of communication and representation within the RCCC for such organisation as the Board may determine from time to time.

## **THE ROYAL CALEDONIAN CURLING CLUB**

### **BYE-LAW 10 - CHILD PROTECTION POLICY**

These Bye-Laws are written under and with reference to the RCCC's Articles of Association, are subject to all definitions and terms therein and have been adopted by the RCCC on 19 June 2010 and 18 June 2011.

#### **10.0 CHILD PROTECTION POLICY**

10.1 Affiliated Clubs and Associate Members agree to be bound by the RCCC's child protection policy. Copies of the policy can be obtained upon written application to the RCCC or found on the RCCC website

### **BYE-LAW 11 - ADULT PROTECTION POLICY**

#### **11.0 ADULT PROTECTION POLICY**

11.1 Affiliated Clubs and Associate Members agree to be bound by the Adult Protection policy as promoted by the RCCC. Copies of the policy can be obtained upon written application to the RCCC or found on the RCCC website.

## **THE ROYAL CALEDONIAN CURLING CLUB**

### **BYE-LAW 12 - ETHICAL PRACTICE**

These Bye-Laws are written under and with reference to the RCCC's Articles of Association, are subject to all definitions and terms therein and have been adopted by the RCCC on 18 June 2011

#### **12.0 ETHICAL PRACTICE**

12.1 The RCCC is committed to ensuring equality of opportunity and fair treatment of all people within the organisation, regardless of gender, reassignment, disability, race (including ethnic background, nationality and colour), marital or civil partnership, status, age, sexual orientation, religion or belief, or social background.