

National Crokinole Association By-laws

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Article 1: General

1.1 Purpose – These By-laws related to the general conduct of the affairs of the National Crokinole Association (NCA).

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

- a) Association – National Crokinole Association
- b) Reviewer – an individual, partnership or corporation appointed by the Members at the Annual Meeting to review the books, accounts and records of the Association for a report to the Members at the next Annual Meeting
- c) Board – the Board of Directors of NCA
- d) AGM – Annual General Meeting
- e) Director – an individual elected or appointed to serve on the Board pursuant to these By-laws
- f) Member – a person that qualifies for membership in the Association according to Article 2
- g) Officer – an individual elected or appointed to serve as an Official of Association pursuant to these By-laws

- h) Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution
 - i) NCA Tour – the standings and collection of approved crokinole events, not necessarily organized by the Association, which are included in the standings of the NCA Tour
 - j) NCA Season - a one year period of the NCA Tour beginning with the first event on the NCA Tour and ending with the last event on the NCA Tour
- 1.3 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other financial gain to the Association will be used in administration and promoting its objectives.
- 1.4 Ruling on By-laws – The Board will have authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.
- 1.5 Conduct of Meetings – Motions brought forward at the Meetings of Members and meetings of the Board must have a seconder, followed by a vote, to be passed, all of which must be noted in the meeting minutes.
- 1.6 Interpretation - Words importing the singular will include the plural and vice versa and words importing an organization name, title, or program will include any successor organizational name, title, or program.

Article 2: Membership

2.1 Qualification – An individual will qualify to become a member through one of the following two processes:

(a) *Membership via Participation*, which includes any individual who:

- (1) completes a membership activation form and submits it to the Membership Committee
- (2) has participated in at least 3 tournaments on the NCA Tour in the previous NCA Season
- (3) is at least 16 years of age

(b) *Membership via Application*, which includes any individual who:

- (1) completes a membership application form and submits it to the Membership Committee
- (2) is approved by the Membership Committee and confirmed by the Directors
- (3) is at least 16 years of age

An individual who is currently a Member via Application will automatically be transitioned into a Member via Participation should they meet the criteria of 2.1(a)(2).

2.2 Authority of Members – The Members of the Association will have the following powers:

- (a) To appoint the Reviewer;
- (b) To amend the By-laws; and
- (c) To elect Directors;

2.3 Membership Transfer – Membership in the Association is non-transferable.

2.4 Expiration – Membership in the Association will be considered active from the date of commencement (section 2.5) until:

- (a) For individuals who have gained Membership via Participation, the conclusion of the NCA Season in which they fail to satisfy 2.1a(2)
- (b) For individuals who have gained Membership via Applications, 3 months after being given notice of the Membership's Committee decision to revoke their membership (notice via email is acceptable).
- (c) A member may initiate revocation of their own membership by informing the Board in writing. Email is an acceptable method for notifying the Board.

Any individual who had their membership expire or revoked will be required to satisfy the criteria of 2.1 again to regain membership.

2.5 Commencement - Membership in the Association will be considered active:

- (a) For individuals who have gained Membership via Participation, at the moment they satisfy 2.1(a)
- (b) For individuals who have gained Membership via Applications, 60 days following the confirmation of the Board of their application, as described in 2.1(b)(2)

Article 3: Meetings of Members

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings ("AGMs") and Special Meetings.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of at least 15 Members for any purpose connected with the affairs of the Association within 21 days from the date of the deposit of the requisition. Agendas of the Special Meetings will be limited to the subject matter for which the Special Meeting was duly called.

3.3 Annual General Meeting – The AGM will be held within 13 months of the last AGM, and after the conclusion of the NCA Season. The 13 months condition shall take precedence if the conclusion of the NCA Season falls beyond 13 months of the previous AGM. Any Member, upon request, will be provided, not less than 14 days before the AGM, with a copy of the financial statements and reviewer's report (if any).

3.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by electronic means that permit all participants to

communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Members or the Board may determine that the meeting be held entirely by electronic means that permit all participants to communicate adequately with each other during the meeting.

3.5 Notice – Notice of the meetings of Members will be posted on the Association website at least 30 days prior to the date of the meeting. It will also be sent to every current Member (notice via email is acceptable). Notice will contain reasonable information to permit Voting Members to make informed decisions, nominations of Directors (as appropriate), and the text of any resolution to be considered.

3.6 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board 60 days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be included along with the notice of calling an AGM.

3.7 Quorum – Quorum is achieved when 20 Voting Members are present, including by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Agenda – The agenda for the AGM should at least include, if applicable:

- a) Call to order
- b) Establishment of quorum
- c) Approval of agenda
- d) Declaration of any conflicts of interest
- e) Adoption of Minutes of previous AGM
- f) Presentation of reports – staff/board/committee/financial
- g) Report of Reviewer
- h) Appointment or Re-Appointment of Reviewer
- i) Business as specified in meeting notice
- j) Election of Directors
- k) Adjournment

3.10 Adjournments – With majority consent of the Members present, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within 30 days. Any business may be brought forward at an adjourned meeting which might have been addressed at the original meeting in accordance with the original notice.

3.11 Attendance – All Members, Directors, Reviewers of the Association and individuals possessing a proxy may attend the AGM. At the discretion of the Board or with majority consent of the Members present, the AGM may be open to the public or other specific individuals.

3.12 Voting Privileges - All Voting Members are entitled to 1 vote. Non-voting Members are not entitled to vote.

3.13 Determination of Votes – Votes will be determined by show of hands, orally, online or via email.

3.14 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must be submitted to the Board at least 2 days prior to the meeting of the Members.

3.15 Proxy Holder – A proxy holder will only hold a maximum of 3 proxies.

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

Article 4: Governance

4.1 Directors – The Board will consist of 5 Directors.

4.2 Composition of the Board – The Board will consist of the following:

- a) Chair
- b) 4 Directors at Large

4.3 Eligibility of Directors – To be eligible to serve as a Director, an individual must:

- a) be 18 years of age or older;
- b) not have the status of bankrupt
- c) is not disqualified in accordance with the Service Limits provision in Section 4.10

4.4 Election Officer – The Board will appoint an Election Officer at least 2 months prior to the AGM who will be responsible to solicit nominations for the election of Directors, and collect absentee ballots for director elections in advance of the Annual meeting. The Election Officer will ensure eligibility in accordance with these by-laws and will attempt to fulfil the objectives as required within the Election Officer's Terms of Reference.

4.5 Nomination – Any nomination of an individual for election will include the following and be submitted to the Election Officer by the deadline established by the Association (which deadline date will be communicated to the Members):

- a) The consent of the nominee
- b) A completed Board of Directors Application

4.6 Nominations from the Floor - An individual may be nominated from the floor of the meeting of the Members in accordance when there is a vacancy in a slate of nominations or when a slate of Directors is not elected. Individuals may nominate themselves or other consenting individuals. Only those individuals who meet the eligibility requirements of the vacant position may be nominated.

4.7 Circulation of Nominations – Nominations will be circulated to Members at least 30 days prior to the AGM. Nominations may optionally include a brief biography and intended platform of each nominee.

4.8 Elections – Directors will be elected at the AGM as follows:

- a) 3 Directors will be elected in fiscal years where the fiscal year end is an odd number
- b) 2 Directors will be elected in fiscal years where the fiscal year end is an even number

4.9 Method of Election:

- a) If the number of nominees is equal to or less than the number of available positions, then elections for each nominee will be decided by separate Ordinary Resolutions of the Members
- b) If the number of nominees is higher than the number of available positions, elections will be decided by vote of the Membership to be supervised by the Election Officer.
 - (1) A nominee shall be declared elected as a Director when the nominee receives a majority of votes cast. In the case of a tie, or if a nominee does not receive the majority of votes cast, the nominee receiving the fewest votes will be deleted from the slate of nominees and a second vote will be conducted. This process will continue until a winner is declared. If only two nominees remain and there continues to be a tie or a nominee does not receive a majority of votes cast, a vacancy will be declared.
 - (2) Absentee ballots should be ranked, with the #1 slot on the ballot corresponding to the nominee selected by the voter. In subsequent rounds of voting the highest slot on the ballot containing a nominee not yet elected and not yet deleted, will be the nominee of choice.
 - (3) Any unfilled positions will result in a vacancy being declared

4.10 Terms – Elected Directors will serve terms of 2 years to a maximum of 1 consecutive term and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office. Previous Directors of the Association may be nominated and elected as Director again following at least a 1 year break between their most recent term as Director.

4.11 Vacancies – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint individuals to Board positions to fill vacancies, subject to the following limitations:

- a) Candidates must meet the eligibility criteria of Section 4.3
- b) The term of a director appointed in accordance with this section expires at the conclusion of the next AGM

4.12 Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later.

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

- a) The Director resigns;

- b) The Director is found by a court to be of unsound mind;
- c) The Director becomes bankrupt;
- d) The Director dies

4.14 Removal - Any Director may be removed by a majority vote of the Voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given 14 days written notice of and the opportunity to be present and to be heard at such a meeting.

Article 5: Board Proceedings

5.1 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Chair, or by written requisition of at least 2 Directors.

5.2 Chair - The Chair will be the chair of all meetings of the Board unless delegated by the Chair. In the absence of the Chair, or if the meeting of the Board was not called by the Chair, the Vice-Chair (or designate) will be the chair of the meeting.

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

5.4 Number of Meetings – The Board will hold at least 2 meetings per year.

5.5 Quorum – At any meeting of the Board, quorum will consist of fifty percent plus one of the Directors holding office, rounded down to the nearest whole number.

5.6 Voting - Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot.

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

5.8 Closed Meetings – Meeting of the Board will be closed to all who are not Directors, except by invitation of the Board.

5.9 Written Resolutions – A resolution in writing signed by all the Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Board. The Association shall keep a copy of every resolution referred to in this provision with the minutes of the meetings of the Directors.

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

5.11 Standard of Care – Every Director will:

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

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

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

- a) Make policies and procedures or manage the affairs of the Association in accordance with these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Association and deal with disputes in accordance with such policies and procedures;
- d) Make expenditures for the purpose of furthering the objects and purposes of the Association

Article 6: Officers

6.1 Composition – The Officers will be comprised of:

- a) Chair
- b) Vice Chair
- c) Treasurer
- d) Secretary
- e) Commissioner
- f) Web Master
- g) Spokesperson
- h) Election Officer

6.2 Chair Eligibility – To be eligible for election as Chair an individual must be a Director.

6.3 Vice-Chair Eligibility – To be eligible for election as Vice-Chair an individual must be a Director and not hold the position of Chair.

6.4 Election – All Officers will be elected by the Board of Directors at the first meeting of the Board of Directors held following the election of new Directors. They shall take office immediately.

6.5 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for Chair, followed by Vice Chair. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the

run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

6.6 Term – The term of the Officers, until they or their successors are elected or appointed, will be:

- a) The Chair and Vice-Chair will serve terms of 1 year to a maximum of 2 consecutive years.
- b) All other Officers will serve indefinitely until another individual has been elected or appointed by the Board.

6.7 Duties – The duties of Officers are as follows:

- a) The Chair will be the chair of the Board, will preside at the Annual and Special Meetings of the Association and at meetings of the Board unless otherwise designated, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice-Chair will, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will, subject to the powers and duties of the Board, ensure proper accounts and records are kept, ensure that financial resources are spent and invested in line with the Association's policies, ensure the Board is provided with budgets and financial statements as required.
- d) The Secretary will attend and be the secretary of all Meetings of Members and the Board and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. The Secretary shall preserve, and as required update, the By-laws, Policies, and Procedures of the Association, along with any other key documents as designated by the Board.
- e) The Commissioner will be responsible for managing the NCA Tour and will chair the Competition Committee
- f) The Web Master will be responsible for managing the website of the Association, and making updates as determined by the Board.
- g) The Spokesperson will be the official spokesperson of the Association, and will give or cause to be given, as and when instructed, all notices to Members, directors and Officers.
- h) The Election Officer will have the duties described in section 4.4.

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

6.9 Removal – Officers may be removed from their position as follows:

- a) By Ordinary Resolution of the Board at a meeting of the Board, provided the Officer has been given at least 7 days notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If they hold the position of Director, the Officer remains a Director; or

- b) By Ordinary Resolution of the Members at a meeting of the Members in accordance with the removal provisions for Directors as described in these By-laws. The Officer's position as a Director will automatically and simultaneously be terminated.

6.10 Vacancy – When the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, vacant Officer positions are filled as follows:

- a) For the Chair position, the Vice-Chair shall become Chair and the Board may appoint a replacement for the position of Vice-Chair from among the Directors
- b) For all other positions, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office

6.11 Other Officers - The Board may determine other Officer positions and appoint individuals to fill those positions.

Article 7: Committees

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

7.2 Terms of Reference - The Board may establish the Terms of Reference and Operating Procedures for all Committees and may delegate any of its power, duties or functions to any committee.

7.3 Vacancy - When a vacancy occurs on any Committee, the Committee may nominate a replacement individual, for ratification by the Board, to fill the vacancy for the remainder of the individual's term.

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

7.5 Expenditures – No Committee will have the authority to make any expenditures in the name of the Association without the expressed written consent of the Board.

7.6 Standing Committees – The Standing Committees of the Association will be as follows:

- a) Competition Committee
- b) Rules and Standards Committee
- c) Promotion Committee
- d) Membership Committee

7.7 Establishment of Other Committees - The Board may establish such other committees as it deems necessary, appoint or provide for the election of members of each such committee, and may prescribe the duties of each such committee.

Article 8: Finance and Management

8.1 Fiscal Year – The fiscal year of the Association will be June 1st to May 31st, or such other period as the Board may from time to time determine.

8.2 Bank – The banking business of the Association will be conducted at such financial institution as the Board may designate.

8.3 Reviewer - At each AGM, the Voting Members will have the opportunity to appoint the Reviewer. The Reviewer will hold office until the next AGM. The Reviewer will not be a Director or Officer of the Association.

8.4 Annual Financial Statements - The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the last fiscal year of the Association and present the approved financial statements before the Members at every AGM. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than 14 days before the AGM. The Financial Statements will include:

- a) The financial statements;
- b) The reviewer's report (if any); and
- c) Any further information respecting the financial position of the Association.

8.5 Books and Records - The necessary books and records of the Association required by these By-laws will be necessarily and properly kept. The books and records include, but are not limited to:

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

8.6 Signing Authority – All written agreements and financial transactions entered into the name of the Association will be signed or approved by the Treasurer or at least 1 of the Board, or other individuals, as designated by the Board.

8.7 Borrowing – The Association may not borrow funds.

8.8 Expenditures – The expenditures of the Association in a fiscal year may not exceed one-third of the total balance of the Association at the beginning of that fiscal year, unless such expenditures have been declared in a formal budget approved by the Members at a Meeting of the Members.

8.9 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except

for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Association under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

8.10 Conflict of Interest - A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, and will refrain from influencing the decision on such contract or transaction.

Article 9: Amendment of By-Laws

9.1 Voting - These by-laws may only be amended, revised, repealed or added to by a majority affirmative vote of the Voting Members at a meeting duly called to amend, revise or repeal these by-laws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately, unless otherwise specified in the relevant resolution affecting such amendments, revisions, addition or deletions.

Article 10: Notice

10.1 Written Notice - In these by-laws, written notice will mean notice which is hand-delivered or provided by ordinary mail, or by another method that provides for a record of the notice having been sent, to the address of record of the Association, Director or Member, as the case may be.

10.2 Error in Notice - The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

Article 11: Dissolution

11.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organizations with similar purposes as the Association as determined by the Board.

Article 12: Adoption of these By-Laws

12.1 Ratification - These By-laws were ratified by an Ordinary Resolution vote of the Members of the Association at a meeting of Members (June 2025 AGM).

12.2 Repeal of Prior By-laws - In confirming these by-laws, the Voting Members repeal all prior by-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws.