



## BY-LAWS

As Approved on June 12, 2024

### Cochrane Figure Skating Club

*Member of:*

Skate Ontario

Skate Canada

Skate Canada Club Number: 1000300

Ontario Club Number: 439559

Date of Incorporation: March 21, 1980

#2-7 Tim Horton Drive

Cochrane, ON P0L 1C0

[www.cochranefigureskatingclub.com](http://www.cochranefigureskatingclub.com)

BY-LAW NO. 001 - 2024

*A by-law relating generally to the conduct of the activities and affairs of the*

**COCHRANE FIGURE SKATING CLUB**

*(hereinafter called the "Club")*

**ARTICLE 1: INTERPRETATION**

1.01 Definitions In this by-law and all other by-laws of the Club, unless the context otherwise specifies or requires:

- (a) "*Act*" means the *Not-for-Profit Clubs Act, 2010* (Ontario), and any statute amending it or any successor legislation, and where the context requires, includes the regulations made under the Act, as amended or re-enacted from time to time;
- (b) "*Articles*" means any instrument that incorporates the Club or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent, or a special act;
- (c) "*Board*" means the board of directors of the Club;
- (d) "*By-law*" means this by-law and any by-law of the Club from time to time in force and effect;
- (e) "*Club*" shall mean COCHRANE FIGURE SKATING CLUB;
- (f) "*Director*" means an individual elected or appointed to the Board;
- (g) "*Member*" means a member of the Club as described in Article 8;
- (h) "*Membership Year*" shall be September 1<sup>st</sup> to August 31<sup>st</sup> of each calendar year;
- (i) "*Officer*" means an officer of the Club;
- (j) "*ordinary resolution*" means a resolution submitted to a meeting of the Members of the Club duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or a resolution consented to by each Member of the Club entitled to vote at a meeting of the Members of the Club;
- (k) "*Registrant*" means (i) an individual who is registered by a club or skating school with Skate Canada and who is subject to all applicable rules, regulations and policies of Skate Canada and (ii) an individual who is engaged in an activity provided, sponsored, supported, sanctioned or recognized by Skate Canada and registered directly with Skate Canada;
- (l) "*Rules and Policies*" means the rules and policies of Skate Canada as set out in the technical rules, policies and procedures of Skate Canada as published from time to time;
- (m) "*Skate Canada*" means Skate Canada / Patinage Canada, or successor, our governing National Sport Organization (NSO);
- (n) "*Skate Ontario*" means Skate Ontario, or successor Provincial Sport Organization (PSO);

- (o) “*special resolution*” means a resolution submitted to a special meeting of the Members of the Club duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or a resolution consented to by each Member of the Club entitled to vote at a meeting of the Members of the Club;
- (p) “*special business*” means all business transacted at a special Members’ meeting and all business transacted at an annual Members’ meeting except for the following:
- (i) consideration of the financial statements;
  - (ii) consideration of the audit report, if any;
  - (iii) election of Directors; and
  - (iv) reappointment of the incumbent auditor;
- (q) “*telephonic or electronic means*” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks.

## 1.02 Interpretation

- (a) Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this by-law.
- (b) Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.
- (c) The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed to clarify, modify or explain the effect of any such terms or provisions.

## ARTICLE 2. MEMBERSHIP

### 2.01 Membership in Skate Canada and Skate Ontario

*The Club shall be a member in good standing of Skate Canada and Skate Ontario.*

- (a) The Club shall pay such annual fees and such other charges as shall be required of members of Skate Canada, and Skate Ontario, in order to maintain its membership.
- (b) The Club shall encourage the instruction, practice, enjoyment and advancement of its members in all aspects of skating in accordance with the Rules and Policies.
- (c) The Club, with respect to any aspect of skating, is to be managed and operated by amateurs who are duly registered as a Registrant.
- (d) The Club shall protect the eligible status of its Members. The Club shall not knowingly take or omit any action that would jeopardize the eligible status of its Members.

## ARTICLE 3. AFFAIRS OF THE CORPORATION

### 3.01 Registered Office

The registered office of the Club shall be in the town of Cochrane within the Province of Ontario as specified in the Articles, or at such location therein as the Board may from time to time determine by resolution or special resolution.

## ARTICLE 4. DIRECTORS

### 4.01 Composition of the Board

In accordance with the Articles, the affairs of the Club shall be managed by the Board consisting of a minimum of three (3) and maximum of nine (9) Directors. The Board shall be comprised of the fixed number of Directors within such range as determined from time to time by special resolution of the Members, or, if the special resolution empowers the Board to determine the number, by resolution of the Board.

Each member of the Board will hold a specific position of responsibility with a designated portfolio of duties; portfolios and positions will be assigned directly after each AGM and may vary year to year depending on the needs of the Club at that time.

No more than one (1) Director on the Board shall be a certified professional coach; as per Skate Canada minimum standards of operation, a coach will hold one Director's position.

4.02 Eligibility of Directors - To be eligible for election as a Director, an individual must meet the following criteria:

- (a) Be eighteen (18) years of age or older;
- (b) Has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (c) Has not been found to be incapable by any court in Canada or elsewhere;
- (d) Does not have the status of bankrupt; and
- (e) Is a Member in good standing of the Club or become a Member within ten (10) days of being elected.

### 4.03 Term of Office and Vacancies

(a) The Board shall be elected and retire in rotation. Subject to the provisions of this section, the Directors referred to in section 4.01 shall be elected or appointed for a term of two (2) years, provided that each such Director shall hold office until the earlier of the date on which their office is vacated or until the end of the meeting at which their successor is elected or appointed.

For the purposes of the rotation referred to in this section, the Board shall be and is divided into two (2) classes, as nearly equal in number as possible, designated class I (elected in odd years) and class II (elected in even years). In case of any increase or decrease, from time to time, in the number of Directors, the number of Directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of Directors shall shorten the term of any incumbent Director.

New Directors shall be designated to the class of their predecessors.

- (b) So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office; otherwise such vacancy shall be filled at the next Annual Meeting of the Members at which the Directors for the ensuing year are elected.

#### 4.04 Ceasing to Hold Office The office of a Director shall *ipso facto* be vacated:

- (a) if they cease to be a Member of the Club;
- (b) the Director is absent from three (3) consecutive meetings of the Board;
- (c) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) if by notice in writing to the Club resigns their office which resignation shall be effective at the time it is received by the Club or at the time specified in the notice, whichever is later;
- (e) if they are removed from office by the Members in accordance with section 4.06 herein; or
- (f) if they die.

#### 4.05 Election and Nomination of Directors

- (a) Directors shall be elected annually by the Members at an annual meeting at which an election of Directors is required by ordinary resolution.
- (b) The Board shall circulate among the Members a request for nominations for Directors and requests to Ordinary Members, Parent Members, Honorary Members, and certified professional coaches who wish to present their candidacy as a Director on the Board at least thirty (30) days before the annual meeting of Members.
- (c) The nominator or candidate shall return their self-nomination by email application no later than ten (10) days before the annual meeting or by the deadline specified in the call for nominations.
- (d) The Board shall consider the applicants and prepare a slate of director nominees for presentation to/and election by the Members at the annual meeting in accordance with section 4.05(a) herein. The number of director nominees on the slate shall be equal to the number of Directors whose terms end on the day of the next annual meeting. The Board shall circulate the slate to the Members in the annual meeting notice in accordance with section 9.03 herein.
- (e) The Board may include on the proposed slate of director nominees, sitting Directors to continue as Directors on an annual basis, provided they continue as Members in good standing.
- (f) Any unfilled Director positions will be filled in accordance with the Act, the Articles, and section 4.06(a) herein.

#### 4.06 Removal of Directors

The Members may, by ordinary resolution at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the Director's term of office, and may, by ordinary resolution at such meeting, elect any person in the Director's stead for the remainder of the Director's term.

- (a) A vote by majority is sufficient to approve removal of a Director as above
- (b) Once removed, a Director is ineligible to run again for a full 2 year term.

4.07 Committees The Board may establish committees as follows:

- (a) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.
- (b) The Board shall determine the composition of & may dissolve any committee by resolution at any time.
- (c) The Board shall determine terms of reference for any committee.
- (d) All committees will report back to the President / Chair of the Board.

## **ARTICLE 5. MEETINGS OF DIRECTORS**

### 5.01 Place of Meetings

Meetings of the Board and of a committee, if any, may be held either at the registered office or at any place within Ontario to be determined by resolution of the Board.

### 5.02 Notice

Notice of the time and place of each meeting of the Board shall be given in writing in the manner provided in Article Ten to each Director not less than seven (7) business days before the time when the meeting is to be held, provided that a meeting of the Board may be held at any time on shorter notice. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting. A notice of a meeting of Directors shall specify the purpose of or the business to be transacted thereat.

### 5.03 Omission of Notice

The accidental omission to give notice of any meeting of Directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

### 5.04 Telephonic or Electronic Meetings

With consent of all the Directors of the Club, a Board meeting or meetings of any committees of the Board may be held by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. Participation by a Director or a Member of a committee in a meeting under this section 5.04 shall constitute presence in person at such meeting. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting, including, if applicable, instructions for voting by such means at the meeting.

### 5.05 Others Entitled to be Present at Meetings

Any Member in good standing of the Club, may attend Board meetings and address the Board by emailing their request to be included in the meeting agenda to the President not less than three (3) days prior to such meeting. Members or other guests invited to attend Board meetings, with the consent of the Board, shall be informed of the time and place of the meeting and entitled, in the same manner and to the same extent as a Director to attend and speak at the meeting of the Board, but shall not be entitled to vote, or be present during any vote.

## 5.06 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at least once per month at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed.

## 5.07 Quorum

Unless the Articles or a special resolution otherwise provides, a majority of the current number of elected and appointed members of the Board constitutes a quorum, but in no case shall a quorum be less than three (3) Directors. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.

## 5.08 Voting

Each Director in attendance at a Board meeting shall be entitled to one (1) vote on each matter. Every question arising at Board meetings shall be decided by a majority of votes, and every question shall be decided by a show of hands unless a secret ballot/ poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. Online voting may be permitted for time-sensitive decisions and email must contain a Yes, No or Abstain and must be filed in a retrievable manner. Online votes must be documented in the subsequent meeting of the Board.

## 5.09 Remuneration of Directors

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

## 5.10 Duty of Directors

Every Director of the Club in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Club and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## 5.11 Absent Directors

No person shall act for an absent Director at a Board meeting. There will not be use of a proxy.

## 5.12 Written Resolution in Lieu of Meeting

Unless otherwise restricted by the Articles or this by-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing, and the writings are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

## ARTICLE 6. OFFICERS

### 6.01 Officers

The Board shall designate annually the offices of the Club. The Board shall appoint from among the Directors a *President* (Chair), *Treasurer*, *Secretary* and/or *Vice-President*. Officers will hold their office for a term of one (1) year, provided that each such Officer shall hold office until the earlier of the date on which their office is vacated or until the end of the meeting at which their successor is elected or appointed. Two (2) or more of the abovementioned offices may be held by the same person.

The Board may specify the duties of an Officer, in accordance with this by-law and subject to the Act delegate to such offices powers to manage the business and affairs of the Club.

### 6.02 Removal of Officers

The Board may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the Board, remove any Officer before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

### 6.03 President

The President shall be the chief executive officer of the Club and shall be responsible for implementing the strategic plans and policies of the Club. The President shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Club. As Chair of the Board, the President shall, when present, preside at all meetings of the Board and of the Members.

### 6.04 Vice-President

If appointed, the Vice-President shall, in the absence or inability to act of the President or President-Elect, perform the duties of the President or President-Elect and shall perform those other duties as the Board may specify.

### 6.05 Secretary

If appointed, the Secretary shall attend all meetings of the Members, the Board, and committees, if any, to act as a clerk thereof and to record all votes and minutes of all proceedings in the records to be kept for that purpose. The Secretary shall perform those other duties as may be prescribed by the by-laws or the Board.

### 6.06 Treasurer

If appointed, the Treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Club as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all their transactions as treasurer and of the financial condition of the Club. The Treasurer may work with a bookkeeper, if any, in the performance of the foregoing duties.



## 6.07 Powers and Duties of Officers

The powers and duties of all Officers shall be such as the terms of their engagement call for, or as the Board or (except for those whose powers and duties are to be specified only by the Board) may specify. The Board and (except as aforesaid) the President may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

## **ARTICLE 7. PROTECTION OF DIRECTORS AND OFFICERS**

### 7.01 Declaration of Conflict of Interest

(a) A Director or Officer who:

- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Club;  
or
- (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Club,

shall disclose to the Club or request to have entered in the minutes of Board meetings the nature and extent of their interest.

(b) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section 7.01(a) is one that, in the ordinary course of the Club's business, would not require approval of the Board or Members, then the Director or Officer shall disclose to the Club, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Director or Officer becomes aware of the contract or transaction or proposed contract or transaction.

(c) Except as permitted by the Act, a Director referred to in section 7.01(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.

(d) A contract or transaction for which disclosure is required under section 7.01(a) is not void or voidable, and the Director or Officer is not accountable to the Club or the Members for any profit or gain realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if

- (i) disclosure of the interest was made in accordance with this section;
- (ii) the Board approved the contract or transaction; and
- (iii) the contract or transaction was reasonable and fair to the Club when it was approved.

### 7.02 Limitation of Liability

Every Director and Officer of the Club in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Club and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, Officer or employee, or for joining in any act for conformity, or for any

loss, damage or expense suffered or incurred by the Club through the insufficiency or deficiency of title to any property acquired by the Club or for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Club shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

### 7.03 Indemnity

The Club shall indemnify each former and present Director and Officer of the Club, and each other individual who acts or acted at the Club's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Club or other entity if:

- (a) the person was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;
- (b) the person acted honestly and in good faith with a view to the best interests of the Club or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Club's request; and
- (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Club may indemnify such persons and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this by-law.

### 7.04 Insurance

Subject to the Act, the Club may purchase and maintain such insurance for the benefit of any person referred to in section 7.03 hereof as the Board may from time to time determine. The Club shall maintain annual liability insurance coverage as required and designated by Skate Canada.

## **ARTICLE 8. MEMBERSHIP**

### 8.01 Entitlement

Membership is open to all individuals irrespective of age, creed, ethnic origin or sex who are interested in furthering the Club's purposes and who have been accepted into membership in the Club by resolution of the Board. The individual agrees to uphold and comply with the Club's Articles and by-laws and meets the conditions of membership in section 8.03.

### 8.02 Classes of Membership *There shall be two (2) classes of membership in the Club:*

## 1. VOTING:

### a) ORDINARY MEMBER

An Ordinary Member of the Club is an individual who has paid all Skate Canada membership dues as required by the Club, and actively participates in the amateur skating programmes offered by the Club and is eighteen (18) years of age. An Ordinary Member is entitled to one (1) vote at all meetings of the Members.

### b) PARENT MEMBER

A Parent Member of the Club is a parent or legal guardian of an individual who has paid all membership dues as required by the Club, and actively participates in the amateur skating programmes offered by the Club and is under eighteen (18) years of age. A Parent Member is entitled to one (1) vote only with respect to any and all underage active participant(s) they represent as parent or guardian, at all meetings of the Members.

## 2. NON-VOTING: ASSOCIATE MEMBER

An Associate Member of the Club is an individual whose home club is not the Club (CFSC), with limited club privileges as may be determined from time and has paid all fees as required by the Club and actively participates in the amateur skating programmes offered by the Club. An Associate Member is not entitled to vote at any meetings of the Members.

### 8.03 Suspension for Non-Payment of Membership Fees

Any Member failing to pay dues, assessments or fees within a period of ten (10) business days after such dues or assessments shall have become due or payable shall be suspended from all rights and privileges of membership. If such arrears are not paid within ten (10) business days of such suspension, the Member shall, unless an arrangement for payment of such arrears is approved by the Board, cease to be a Member in accordance with section 8.07 herein. The Board shall refuse to recognize any further application from such Member unless and until all such arrears are paid in full. Upon payment of all unpaid dues, fees or assessments, Members in arrears may be reinstated at the discretion of the Board.

### 8.04 Suspension or Termination for Other Reasons

The Board shall have authority to suspend or expel any Member failing to abide by the terms of the Articles or the by-laws and/or the Rules and Policies of Skate Canada in accordance with section 8.07 herein.

### 8.05 Fair Discipline or Termination

If the Board or the Members determines that a Member should be suspended or expelled from membership in the Club, the President, or such other Officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make a written submission to the President, or such other Officer as may be designated by the Board, in response to the notice received within such 15-day period, and the Board. If no written submission is received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Club. If a written submission is received in accordance with this section, the Board will give the Member an opportunity to be heard orally or in writing, not less than five (5) days before the suspension or expulsion of membership becomes effective. The Board's decision shall be final and binding on the Member.

## 8.06 Termination of Member Rights

The interest of a Member in the Club is not transferable and lapses and ceases to exist upon a Member's death, the expiration of their Membership Year or their suspension or expulsion pursuant to section 8.04, section 8.05 and section 8.06.

## 8.07 Liability of Members

The Members are not, in that capacity, liable for any liability of the Club, or any act or default of the Club, except as otherwise provided by this Act.

# ARTICLE 9. MEETINGS OF MEMBERS

## 9.01 Annual Meeting

The Club shall hold an annual meeting of Members within three (3) months of its fiscal year end, provided that such meeting is not later than fifteen (15) months after holding the preceding annual meeting. The annual meeting of the Members shall be held at such date and time in Ontario as determined by resolution of the Board and may be held in person, by telephonic or electronic means or as a hybrid of both.

Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the by-laws or Articles.

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;
- d) report of the auditor or person who has been appointed to conduct a review engagement;
- e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f) election of Directors; and
- g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Club of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

## 9.02 Special Meeting

A special meeting of the Members may be called at any time by the Board for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special meeting of Members may also be called by requisition of Members carrying not less than ten percent (10%) of the voting rights of the Club to the Board for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act.

### 9.03 Notice

Subject to the Act, not less than ten (10) days written notice of any annual or special Members' meeting shall be given in the manner specified in section 10.01 to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the Meeting.

### 9.04 Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice or the non-receipt of any notice by any Member or Members or by the auditor or person appointed to conduct a review engagement shall not invalidate the meeting and any resolution passed or any proceedings taken at any meeting of Members.

### 9.05 Participation by Telephonic or Electronic Means

If the Club chooses to make available communication facilities by telephonic or electronic means that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by such telephonic or electronic means in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Members under this section 9.05 who is entitled to vote at that meeting may vote, in accordance with the Act, by telephonic or electronic means that the Club has made available for that purpose, given that the Club can verify that such votes were made by voting Members and cannot see how each Member voted.

### 9.06 Votes

Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands unless a ballot/poll is demanded. At any meeting unless a ballot/poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost shall be conclusive evidence of the fact.

### 9.07 Proxies -

Votes at all Members' meetings shall be cast by those Members in attendance and shall not be by proxy. Attendance can be live in person or via telephonic or electronic means.

### 9.08 Quorum

The quorum at any meeting of the Members of Club shall be ten percent (10%) of Members entitled to vote at a meeting of the Members inclusive of those Members present. 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. If a quorum is not present at the opening of a meeting of the Members, the Members present may not transact any official business requiring a vote and will reschedule the meeting to an alternate time and place.

## 9.09 Member Right to Submit Proposal

- (a) A Member entitled to vote at an annual meeting of the Members may,
- (i) give the Club notice of any matter that the Member proposes to raise at the meeting, referred to as a "proposal"; and
  - (ii) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal.
- (b) The Club shall include the proposal in the notice described in section 9.03. Upon the request of the Member who submits a proposal, the Club shall include in the notice of meeting a statement in support of the proposal by the Member and the name and address of the Member. The statement and the proposal must together not exceed the prescribed maximum number of words or characters.
- (c) The Club is not required to comply with section 9.09 (b) if:
- (i) The proposal is not submitted to the Club at least fifteen (15) days before the date of the meeting;
  - (ii) It clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Club or the Directors, Officers, Members or debt obligation holders;
  - (iii) It clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Club;
  - (iv) Substantially the same proposal was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the proposal and the proposal was defeated.

## **ARTICLE 10. NOTICE**

### 10.01 Service

Any notice or other document required by the Act, the Articles or the by-laws to be sent to any Member, Director or to the auditor or person appointed to conduct a review engagement shall be delivered personally, sent by prepaid mail or sent by telephonic or electronic means to any such Member or Director at their latest address as shown in the records of the Club and to the auditor or person appointed to conduct a review engagement at their business address, or if no address by given therein then to the last address of such Member or Director known to the Board provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### 10.02 Signature to Notices

The signature of any Director or Officer of the Club of any notice to be given by the Club may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

### 10.03 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the by-laws or Articles the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.

## **ARTICLE 11. AUDITORS**

### **11.01 Appointment, Vacancies, and Remuneration**

At each annual meeting, the Members shall appoint an auditor to review the accounts of the Club or a person to conduct a review engagement of the Club, by ordinary resolution. Such individual will hold office until the next annual meeting, until a successor is duly appointed or until the earliest of their death, resignation, disqualification, or removal. Directors may fill any vacancy in the office of auditor or a person to conduct a review engagement if there is a quorum of Directors present. If there is not a quorum of Directors, the Directors shall, within thirty (30) days of the vacancy, call a special meeting of Members to fill such vacancy. Notice of the appointment of an auditor or person appointed to conduct a review engagement shall be given in writing to them forthwith after the appointment is made. The remuneration of the auditor or person appointed to conduct a review engagement of the Club shall be fixed by the Members by ordinary resolution or by the Board.

### **11.02 Entitlement to Notice**

The auditor or a person appointed to conduct a review engagement is entitled to attend any meeting of Members of the Club and to receive all notices and other communications relating to any such meeting that Member is entitled to receive and to be heard at any such meeting that they attend on any part of the business of the meeting that concerns them.

### **11.03 Right of Access**

The auditor or a person appointed to conduct a review engagement always has the right of access to records, documents, books, accounts and vouchers of the Club and is entitled to require from the Directors and Officers such information and explanations they are reasonably able to give.

## **ARTICLE 12. GENERAL**

### **12.01 Restrictions on Directors, Officers and Members**

Directors, Officers and Members of the Club shall comply with all of the by-laws, resolutions, rules and regulations of the Club and Skate Canada. Members shall take no action in the name of the Club not specifically provided for by the by-laws, rules and regulations of the Club, either individually or together with other Members of the Club, without the prior written approval of the Board.

### **12.02 Use of the Club's Information**

Directors and Officers are required to use the club email and to display the logo of the Club within their communications particular to Club business but upon the termination of membership in the Club for any reason, the retiring Members shall return to the President's office, any and all facsimiles of the board email, logo, files, and other records or objects belonging to the Club, together with any means of reproduction thereof and shall cease to use or display the club email and/or logo in any manner whatsoever.

### **12.03 Financial Year End**

The financial year of the Club ends on June 30th each year or on such other date as the Board may from time to time by resolution determine.

**ARTICLE 13. EXECUTION OF DOCUMENTS**

**13.01 Signing Officers**

Deeds, transfers, assignments, contracts, cheques, and obligations of the Club must be signed by any two (2) of the President, Vice-President, Secretary or Treasurer where the President and/or Vice President have knowledge, and approval, of the signed documents.

**ARTICLE 14. BY -LAWS, AMENDMENTS AND RULES AND REGULATIONS**

**14.01 Enactment** Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

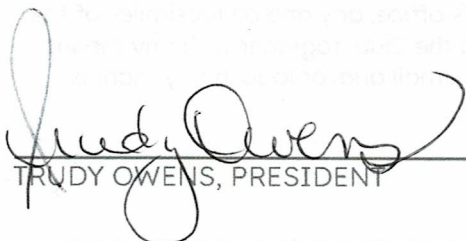
**14.02 By-laws Requiring Special Resolution** Section 14.01 does not apply to a by-law that requires a special resolution of the Members according to section 103(1) of the Act. A special resolution is required to make any amendment to the membership conditions described in section 8.01 and section 8.03, notice of meetings described in sections 9.03, conduct of meetings described in section 9.05, absentee voting described in section 9.07 and this section 14.02.

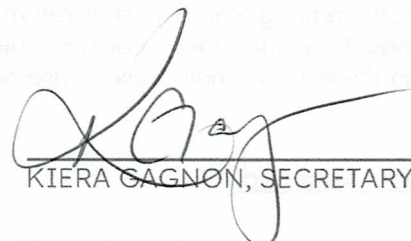
**14.03 Policies** The Board may, from time to time, adopt, amend, or repeal policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Board and the conduct of the Directors, Officers, and Board committee, if any, provided that any such policy shall be consistent with the provisions of this by-law.

**14.04 Effective Date** This by-law shall come into force without further formality upon its enactment in accordance with the Act.

**14.05 Dissolution** Upon dissolution of the Club and after payment of all debts and liabilities, its remaining property shall be distributed and/or disposed of in accordance with the Articles.

AMENDED this 12th day of June, 2024.

  
TRUDY OWENS, PRESIDENT

  
KIERA GAGNON, SECRETARY