



OSHAWA SKATING CLUB

By Laws

Club Number:
1000506
Date of
Incorporation:
October 29, 1985
By-law Approved:

The Oshawa Skating Club

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By-law No. 1 – 2023

A by-law relating generally to the conduct of the activities and affairs of The Oshawa Skating Club (the “Club”).

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

Article 1 Interpretation

1.1 Definitions

In this By-law and in all other by-laws of the Club, unless the context otherwise requires:

- (a) “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario);
- (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) “Chair” means the chair of the Board;
- (e) “Club” means The Oshawa Skating Club;
- (f) “Coaching Representative” means a certified professional coach or registered skating coach, elected annually at least three days prior to the Annual Meeting by and from within the coaches of the Club, who has the right to attend and speak at meetings of the Board;
- (g) “day”, unless otherwise specified as a business day, means a clear calendar day;
- (h) “Director” means an individual elected or appointed to the Board;
- (i) “Members” means members of the Club as described in Article 3;
- (j) “Membership Year” means the period of time set out in section 2.1 (c);
- (k) “Policy” means a policy adopted by the Board in accordance with section 11.2;
- (l) “Purposes” means the Club’s purposes as set out in the Articles;

- (m) “President” means the president of the Board;
- (n) “Secretary” means the secretary of the Board;
- (o) “Skate Canada” means Skate Canada, a corporation governed by the laws of Canada and is the sport governing body for figure skating in Canada;
- (p) “Skate Ontario” means Skate Ontario, a corporation governed by the laws of Ontario and is the sport governing body for figure skating in Ontario;
- (q) “Skater” means an eligible individual who participates in a Club Skating Program and who has paid the fees as set by the Club and are registrants of Skate Canada;
- (r) “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) Appointment of an auditor to hold office until the close of the next annual meeting;
- (s) “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;
- (t) “Vice Chair” means one or more vice chair(s) of the Board; and,
- (u) “Vice-President” means the vice-president of the Board.

1.2 Interpretation

In this By-law and in all other by-laws of the Club, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act; words importing the singular shall include the plural and vice versa; and headings are used for convenience of reference and do not affect the interpretation of the by-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

Article 2

Members and Members’ Meetings

2.1 Membership Admission, Renewal, and Term

- (a) Any candidate will be admitted as a Member or renewed as a Member if:
 - (i) The individual makes an application for membership in a manner prescribed by the Board;
 - (ii) The individual has paid applicable fees of the Club, Skate Canada, and/or Skate Ontario;
 - (iii) The individual agrees to uphold and comply with the Club’s governing documents;

- (iv) The individual has met the applicable qualifications of membership listed in section 2.2; and,
 - (v) On renewal, the Member is a member in good standing of the Club, Skate Canada and Skate Ontario.
- (b) Membership is not transferrable.
 - (c) Membership Year will commence on September 1, or the date that fees are paid (whichever is the latter) and terminate on August 31.
 - (d) Membership and registration fees will be set by the Board on an annual basis.
 - (e) Skating rules and skating hours of the Club shall be as the Board decides from time to time. 2.2

Classes of Membership

There shall be two classes of membership as follows:

- (a) Voting Members: the following individuals are Voting Members:
 - (i) A Director, for so long as they remain a Director;
 - (ii) A Skater who is eighteen (18) years of age or older, for the duration of their current Membership Year;
 - (iii) A Parent or Legal Guardian whose child or children is under the age of eighteen (18) and registered as a Skater with the Club, for the duration of their child or children's current Membership Year. There is only one vote for each Member including those Members who may have more than one child registered as a Skater with the Club.
- (b) Non-Voting Honorary Members: The Members, at any special meeting of Members, may appoint any person an Honorary Member of the Club. An Honorary Member shall be exempt from Club dues (but not Skate Canada dues) and shall not vote at meetings of the Club unless otherwise qualified. At the discretion of the Chair, they may have a voice at the meetings of the Club.

2.3 Termination and Suspension of Membership

- (a) Membership in the Club will terminate immediately upon:
 - (i) The expiration of the Member's annual membership unless renewed in accordance with section 2.1 of this By-Law;
 - (ii) The Member's failure to maintain any of the qualifications or conditions of membership described in section 2.2 of this By-Law;
 - (iii) Resignation by the Member by giving written notice to the Club; or
 - (iv) Dissolution of the Club.
- (b) Membership of a Director terminates upon the Member ceasing to be a Director unless such Director is otherwise qualified to be a Member.
- (c) Membership in the Club shall be suspended upon the non-payment of membership fees as described in section 2.1(d) of this By-law, except for when a Member previously communicated such non-payment to the Board;

- (d) The Board may suspend or terminate the membership of a Member for acting contrary to the By-laws, Rules and Regulations of Skate Canada, Skate Ontario or of the Club as follows:
- (i) Upon notice of a Member's alleged breach of the By-laws, Rules and Regulations of Skate Canada, Skate Ontario or of the Club, the Board or a committee designated by the Board including the Club's Safe Sport Committee may interview the Members involved in such alleged breach provided that the Member being accused of the breach is given prior written notice. The Board may facilitate a mediation, further investigate, or contact the police before making a final decision regarding the suspension or termination of membership, if necessary as determined by the Board;
 - (ii) The Board may notify Skate Ontario of any alleged breach set out in section 2.3(d)(i) for further investigation. In the instance that Skate Ontario recommends suspension or termination of membership, such recommendation shall be presented to the Board for a final decision;
 - (iii) Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing suspension or the termination of membership; and,
 - (iv) The notice shall set out the reasons for the suspension or termination of membership, including an appeal process, as applicable.
 - (v) The Member receiving the notice shall be entitled to give the Board a written submission opposing the suspension or termination not less than 5 days before the end of the 15-day period; and,
 - (vi) The Board shall consider the written submission of the Member before making a final decision regarding suspension or termination of Membership.
- (e) The provisions of this Article are in addition to any Board-approved Dispute Resolution Policy. The

Board shall develop a Dispute Resolution Policy that contains a provision for suspending or expelling of any Member of the Club from such membership on terms and conditions that are deemed appropriate and necessary by the Board, in accordance with section 11.2. This policy shall be approved by the Board from time to time and it shall be in writing and made available to all Members in advance of its implementation. This policy must include an appropriate hearing and appeal process, which includes principles of due process, an appropriate reinstatement application process and an appropriate graduated series of disciplinary measures.

2.4 Good Standing

For a Member of the Club to be considered in good standing with the Club, that Member has:

- (a) Not ceased to be a Member of the Club;
- (b) Not been suspended or expelled from membership in accordance with section 2.3 of this By-law, or had other membership restrictions or sanctions imposed including but not limited to the removal from sessions and events of the Club;
- (c) Complied with the By-laws, Policies, and Rules of the Club;
- (d) Not been subject to a disciplinary investigation or action by the Club, Skate Ontario or Skate Canada, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and,

- (e) Paid all required membership fees to the Club. Members will not be permitted to take part in any Club activities if such fees are not paid within thirty (30) days of the date set for payment. Members in arrears shall be considered as having terminated their membership.

2.5 Cease to be in Good Standing

Members that cease to be in good standing, as determined by the Board, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out in section 2.4.

2.6 Meeting Location

Members' meetings shall be held at the registered office of the Club or at any place in Ontario as the Board may determine.

2.7 Annual Meeting

The Annual Meeting shall be held at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within six months of the close of the fiscal year end on March 31 and no later than fifteen (15) months of the previous Annual Meeting. Provided that, if there is a State of Emergency declared in Ontario when an Annual Meeting is to be called, then the Annual Meeting will be held based on the State of Emergency guidelines provided.

2.8 Order of Business

The order of business at an Annual Meeting shall be as follows:

- (a) Reading of the Notice of Meeting;
- (b) Confirmation of Quorum;
- (c) Approval of Agenda;
- (d) Minutes of the preceding Annual/ Special meeting;
- (e) Consideration of the Annual Financial Statements;
- (f) Election of Board;
- (g) Reappointment of Auditor or a person to conduct a review engagement for the coming year (as applicable); and,
- (h) Such other or special business as may be set out in the notice of meeting.

2.9 Calling Meetings

- (a) The Board or Chair shall have the power to call, at any time, a Members' meeting.
- (b) The Board shall call a special meeting on written requisition of the Members who hold at least 10 percent (10%) of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition unless the Act provides otherwise.
- (c) If the Board, Chair, or Members call a Members' meeting, the Board or Chair may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

2.10 Quorum

Ten percent (10%) of the Members shall constitute a quorum. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

2.11 Notice

(a) Notice of Members' meetings shall be given by one of the following methods:

by sending it to each Member, Director, and to the auditor fifteen (15) days in advance, in accordance with section 12.1 of this By-law, and by posting the time and place of the meeting, the agenda, full details of any proposed amendments to these By-laws and a complete list of the candidates nominated for election to eligible voting Members on the Club's bulletin board or website, www.oshawaskating.com; or

(i) in any other manner permitted by the Act.

(b) Not less than twenty-one (21) days before each Annual Meeting or before the signing of a resolution in lieu of the Annual Meeting, the Club shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Club and the results of its operations required by the Articles or this By-law to all Members who have informed the Club that they wish to receive a copy of those documents.

(c) Notice of a Members' meeting at which Special Business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting.

2.12 Waiver of Notice

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

2.13 New Business

Matters of business should be limited to matters properly brought before a Members' meeting. 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 sixty (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 sent to all Members with the agenda and the notice calling an Annual or Special Meeting.

2.14 Closed Meetings

Meetings of Members will be closed to the public except by invitation of the Board or Members attending the meeting, and in accordance with section 2.16.

2.15 Scrutineers

At the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. In cases where a Members' meeting is conducted electronically, the platform used should include a "scrutineer" mechanism.

2.16 Attendance

The only persons entitled to attend a meeting of the Members are Members and the Directors of the Club, the auditor, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting or in accordance with section 2.14.

2.17 Voting

- (a) Each Voting Member in attendance at a Members' meeting shall be entitled to one vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast, unless otherwise specifically provided by the Act or this By-law.
- (c) If there is a tie vote at a Members' meeting, the chair of the meeting shall not have a second vote to break the tie.
- (d) Voting may be by a show of hands or electronic ballot, except for the election of Directors which shall be by secret ballot before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct.
- (e) Votes at all Members' meetings shall be cast by those Members in attendance at the meeting and may be by proxy. Each proxy holder may carry a maximum number of proxies that is equal to five percent of the eligible votes at the respective meeting. A proxy must:
 - (i) Be signed by the Member;
 - (ii) Comply with the format stipulated by the Club and in accordance with the Act; and,
 - (iii) Be submitted to the Club in accordance with the notice of the Member's meeting.
- (f) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

2.18 Majority of Votes

Except as otherwise provided in this By-law, a simple majority of votes will decide each issue. In the case of a tie, the motion will be deemed defeated.

2.19 Chair of the Meeting

The chair of a Members' meeting shall be:

- (a) The Chair; or
- (b) A Vice Chair, if the Chair is absent, unable, or unwilling to act; or

- (c) A chair elected by the Members present if the Chair and Vice Chair(s) are absent, unable, or unwilling to act. The Secretary shall preside at the election of the chair of the meeting but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

2.20 Adjourned Meetings

- (a) With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- (b) If within one-half hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.
- (c) If a Members' meeting is adjourned for fewer than thirty (30) days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned.
- (d) If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 2.11.

2.21 Written Resolution in Lieu of Meeting

Except as provided in the Act, a resolution signed by all of the Members is as valid as if it had been passed at a Members' meeting.

2.22 Telephonic or Electronic Members' Meetings

Any person entitled to attend a Members' meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Club makes these means available. A person so participating in a meeting is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose. **Article 3**

Board

3.1 Composition of Board

Subject to the Articles which provide for a minimum of three (3) and a maximum of ten (10) Directors, the Board shall consist of ten (10) Directors, or such other number of Directors that is within the minimum and maximum number of directors set out in the Articles as confirmed by special resolution of the members or, if the special resolution empowers the Board to determine the number, by resolution of the Board, who satisfy the criteria set out in section 3.3 and who are elected by the Members in accordance with sections 3.7 and 3.8 ; and,

3.2 Duties and Responsibilities

- (a) Subject to the Act, the Board shall govern and supervise the management of the activities and affairs of the Club and may exercise all other powers and do all other acts and things as the Club is, by its Articles or otherwise, authorized to exercise and do.
- (b) The Board is empowered, including but not limited to the following:
 - (i) Make policies and procedures or manage the affairs of the Club in accordance with the Act and this By-Law;
 - (ii) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
 - (iii) Make policies and procedures relating to the management of disputes within the Club and deal with disputes in accordance with such policies and procedures;
 - (iv) Employ or engage under contract such persons as it deems necessary to carry out the work of the Club;
 - (v) Follow registration procedures, and other registration requirements as determined by Skate Canada;
 - (vi) Enable the Club to receive donations and benefits for the purpose of furthering the objects and Purposes of the Club;
 - (vii) Make expenditures for the purpose of furthering the objects and purposes of the Club;
 - (viii) Borrow money upon the credit of the Club as it deems necessary in accordance with these By-Laws; and,
 - (ix) Perform any other duties from time to time as may be in the best interests of the Club.

3.3 Qualifications of Directors

- (a) Individuals are qualified for election or appointment as a Director if they:
 - (i) Are 18 years old or older;
 - (ii) Have not been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
 - (iii) Have not been found to be incapable by any court in Canada or elsewhere;
 - (iv) Do not have the status of a bankrupt;
 - (v) Are not a paid employee of the Club;
 - (vi) Are a Member of the Club, or will become a Member within ten (10) days of being elected; and,
 - (vii) Are willing to abide by the Policies and By-Laws governing the Club, Skate Canada, and Skate Ontario.

- (b) The Board's decision as to whether or not a candidate is qualified to stand for election shall be final.

3.4 Director's Consent to Act

An individual who is elected or appointed to hold office as a Director shall, in writing, consent to the election or appointment before or within ten (10) days after the election or appointment, unless the Director has been elected or appointed where there is no break in the Director's terms of office. If an elected or appointed Director consents in writing after the ten(10) day period, the election or appointment is valid.

3.5 Ceasing to Hold Office

- (a) A Director shall automatically cease to hold office if the Director:

(i) Dies;

(ii) Resigns office by delivering a written resignation to the Board, and the resignation will become effective the date on which the notice is received by the President. When a Director who is subject to a disciplinary investigation or action of the Club resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action;

(iii) Is removed by ordinary resolution of the Members, at a meeting of the Members, before the expiration of the Director's term of office in accordance with section 3.6; or

(iv) Becomes disqualified by virtue of any of sections 3.3(a)(ii) through section 3.3(a)(vii).

- (b) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

3.6 Removal

An elected Director may be removed by the Members by an ordinary resolution at a special meeting duly called for that purpose, provided that the Director has been given reasonable written notice of and the opportunity to be present and to be heard at such a meeting. At such a meeting, the Members may, by a majority of votes cast at the meeting, elect a qualified individual in the removed Director's stead to hold office for the unexpired term of the Director's predecessor.

3.7 Election and Term

Subject to section 3.8 of this By-law, the Club's Nominating Committee shall identify and recommend individuals to become directors of the Club by presenting a slate of candidates, equal to the number of vacancies on the Board, to the voting Members for election at each Annual Meeting of Members.

If the slate of director candidates is not approved by the Members at the Annual Meeting, each candidate on the slate will be placed before the Members individually for election. Any remaining vacancies shall be filled in accordance with the Act, the Articles, and the By-laws.

Directors shall be elected for a term of two (2) years. Elected Directors will take office commencing at the close of the Annual Meeting. Each Director shall hold office until a successor is duly elected and qualified or until the date on which their office is vacated pursuant to sections 3.5 or 3.6.

Five Directors shall be elected in even numbered years and the remaining five Directors shall be elected in odd numbered years.

3.8 Nomination Procedure for Election of Directors

- (a) Nominations made for the election of Directors at a Members' meeting may be made:
 - (i) By the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or
 - (ii) By not less than five percent of the Members pursuant to a proposal submitted to the Club in accordance with the requirements of the Act and this By-law along with the written consent of the nominee by signed or electronic signature to be submitted to the Board no later than sixty (60) days prior to the Annual Meeting.
- (b) There will be no nominations from the floor of the meeting.

3.9 Holding of Office and Vacancies

Directors shall hold office until the close of the meeting at which their successors have been duly elected.

If a Director is absent for more than 3 consecutive scheduled Board meetings, without good cause and/or without prior notification to the President or Secretary, then that office may be declared vacant by a majority vote of the Board. So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Board by the appointment of a qualified individual, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Members' meeting. If there is not a quorum of the Board, or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall, without delay, call a special Members' meeting to fill the vacancy. A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor term.

3.10 Directors' Remuneration

The Directors shall serve as such without remuneration and shall not, directly or indirectly, receive any profit from their position as such, provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

Article 4 Board

Meetings

4.1 Board Meetings

- (a) The Board may appoint one or more days for regular Board meetings at a time and place named. A copy of any Board resolution fixing the time and place of regular Board meetings shall be given to each Director forthwith after being passed and, subject to the Act, no other notice shall be required for any regular meeting.
- (b) In addition to section 4.1(a):

- (i) the Board, the Chair, a Vice Chair, or the Chief Executive Officer may call a Board meeting; and,
 - (ii) the Secretary shall call a Board meeting upon receipt of the written request of four Directors; and such meeting shall be held at the time and place determined in the notice of meeting.
- (c) Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:
- (i) To submit to the Members any question or matter requiring their approval;
 - (ii) To fill a vacancy among the Directors or in the position of auditor;
 - (iii) To appoint additional Directors;
 - (iv) To issue debt obligations, except as authorized by the Directors;
 - (v) To approve any annual financial statements; or,
 - (vi) To adopt, amend, or repeal by-laws.

4.2 Telephonic or Electronic Meetings

If all the Directors consent, a Director may participate in a Board meeting and a Board committee member may participate in a Board committee meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director or Board committee member so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.

4.3 Notices

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

4.4 Quorum

A majority of the Directors shall constitute a quorum

4.5 Board Meeting with New Directors

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

4.6 First Board Meeting after Annual Meeting

If a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the Annual Meeting.

4.7 Closed Meetings

The Coaching Representative shall be entitled to attend and speak at meetings of the Board unless the Board is meeting in camera. Meetings of the Board will otherwise be closed to Members and to the public, except by invitation of the Board.

4.8 Voting

- (a) Each Director, including the President, is entitled to one vote at a meeting of the Board. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favour of the resolution. Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated.
- (b) Every question arising at a Board meeting shall be determined by a majority of votes cast, unless otherwise specifically provided by statute or by this By-law.
- (c) The Chair may vote only when their vote would change the results. That is, the Chair may vote to break a tie in order to pass a motion or vote to create a tie in order to defeat a motion.
- (d) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

4.9 No Alternate Directors

No person shall act for an absent Director at a meeting of directors.

4.10 Written Resolutions in Lieu of Meeting

- (a) A resolution signed by all of the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.
- (b) A resolution signed by all of the Board committee members entitled to vote on that resolution at a Board committee meeting is as valid as if it had been passed at a Board committee meeting.

4.11 Adjournment of the Meeting

If within one-half hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the chair of the meeting. **Article**

5

Conflict of Interest Disclosure

5.1 Disclosure of Conflict

- (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) Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.
- (c) The provisions of this Article are in addition to any Board-approved conflict of interest policy.

Article 6

Protection and Indemnification of Directors, Officers, and Others

6.1 Indemnities to Directors and Others

- (a) The Club shall indemnify a Director or officer of the Club, a former Director or officer of the Club, or an 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 the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Club or other entity.
- (b) The Club may advance money to an individual referred to in section 6.1(a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 6.1(c).
- (c) The Club shall not indemnify an individual under section 6.1(a) unless:
 - (i) The individual acted honestly and in good faith with a view to the best interests of the Club or other entity, as the case may be; and
 - (ii) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (d) The Club may acquire insurance with respect to its directors, officers and others in accordance with section 46(6) of the Act. The Club shall participate in the Skate Canada Club Liability and Member Accident Insurance programs.

Article 7 Committees

7.1 Committees

The Board 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 and may appoint such committees as it deems necessary for managing the affairs of the Club.

7.2 Functions, Duties, Responsibilities, and Powers of Board Committees

The Board shall provide for the functions, duties, responsibilities, and powers of the Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or general committee policy.

7.3 Board Committee Members, Chair

(a) Unless otherwise provided by the Club's By-laws or by Board resolution:

(i) The Board shall appoint the chair, vice chair (if any), and members of each Board committee.

(ii) The Board and members of committees shall be eligible persons and shall be of legal age (eighteen (18) years). They must be Members in good standing of the Club and be registrants of Skate Canada.

(b) The Board may remove any chair, vice chair, or Board committee member from any Board committee at any time.

7.4 Procedures at Committee Meetings

Procedures at and quorum for Board committee meetings shall be determined by the chair of each Board committee, unless established by this By-law, Board resolution, or in Board-approved terms of reference or general committee policy.

7.5 Delegation to a Committee

The Board may delegate to any committee comprised entirely of Directors any of the Board's powers, other than the following powers:

(a) To submit to the Members any question or matter requiring the Members' approval;

(b) To fill a vacancy among the Directors or in the position of auditor;

(c) To appoint additional Directors;

(d) To issue debt obligations, except as authorized by the Board;

(e) To approve any annual financial statements; or

(f) To adopt, amend, or repeal by-laws.

7.6 Vacancy

When a vacancy occurs, the President shall appoint committee chairs whom shall look after duties assigned to them. All committee chairs must submit the names of their committee members to the President for approval.

Article 8

Officers

8.1 General

- (a) Subject to the Act, the Articles, and this By-law, the Board may designate the offices of the Club, appoint officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Club, except powers to do anything referred to in section 7.5.
- (b) The Board will elect, from amongst themselves, the officers of the Board being the President and Chair, the Vice-President, the Treasurer, and the Secretary.
- (c) The Board shall appoint the officers at its first meeting following the Annual Meeting at which the Directors are elected or at other times when a vacancy occurs. A Director may be appointed to any office of the Club. The same individual may hold two or more offices (except one individual may not hold the offices of President and Vice-President).

8.2 Terms of Office

- (a) Unless otherwise provided in this By-law, the officers shall hold office for a one-year renewable term from the date of their appointment or until their successors are appointed in their stead. The Board may remove any officer at any time.
- (b) The Chair shall be appointed annually and shall be eligible for re-appointment, provided that:
 - (i) The Chair shall serve no longer than two consecutive years; and,
 - (ii) Where a Director has served as Chair for two consecutive years, the Board may, by resolution passed by at least two-thirds of the votes cast at a Board meeting, provide that such Director is eligible for re-appointment for a maximum of two additional one-year terms as Chair.

8.3 Duties of Officers

- (a) The President will be the chair of the Board and will preside at the annual and special Meetings of the Club and at meetings of the Board unless otherwise designated. The President will be the official spokesperson of the Club and will perform such other duties as may from time to time be established by the Board.
- (b) The Secretary will be responsible for:
 - (i) Keeping minutes of all meetings of the Club and the Board;
 - (ii) The custody of all records and documents of the Club, except those required to be kept by the Treasurer;
 - (iii) The conduct of the correspondence of the Club;
 - (iv) The issuance of notices of meetings of the Club and the Board; and,

If the Secretary is absent from any meeting of the Club or the Board, the President will appoint another individual to act as secretary at that meeting.

- (c) The Treasurer shall be responsible for the following:
- (i) Club funds, the preparation and submission of an annual budget to the Board on a regular basis and keeping such records as are required for financial review;
 - (ii) Arranging for an audited annual financial statement; and,
 - (iii) Depositing all funds of the Club in such banks or other institutions as may be designated by the Board.

8.4 Delegation of Duties

At the discretion of the officer and with approval by ordinary resolution of the Board, any officer may delegate any duties of that office to appropriate staff or committee of the Club, or to another Director.

8.5 Removal

- (a) The President may be removed by ordinary resolution at a meeting of the Members, provided the President has been given 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 the President is removed by the Members, their position as a Director will automatically and simultaneously be terminated.
- (b) Officers, other than the President, may be removed from their respective offices as officers by ordinary resolution of the Board.

8.6 Vacancy

Where the position of an officer becomes vacant and there is still a quorum of Directors, the Board may, by ordinary resolution, appoint a qualified individual to fill the vacancy until the next Annual Meeting.

Article 9

Organization and Financial

9.1 Funds

All disbursements of Club funds shall be by cheque or other auditable document.

9.2 Seal

The Board shall determine the form of the seal of the Club, if any.

9.3 Execution of Documents

- (a) The President alone shall sign deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates, or any other instruments or documents requiring the signature of the Club, and all instruments or documents so signed shall be binding upon the Club without any further authorization or formality. In the absence of the President, the Vice-President may sign such documents.

- (b) Additionally, the Board may from time to time direct the manner in which and the individual or individuals by whom any particular instrument or document, or class of instruments or documents, may or shall be signed.
- (c) Any signing officer may affix the seal of the Club to any instrument or document and may certify a copy of any instrument, resolution, by-law, or other document of the Club to be a true copy.

9.4 Banking Arrangements

The Club shall transact the banking business of the Club or any part of it with those banks, trust companies, or other financial institutions as the Board may determine from time to time. The President, VicePresident, Treasurer and Secretary shall each have bank signing authority to transact the banking business of the Club.

9.5 Financial Year

Unless otherwise determined by the Board, the financial year end of the Club shall be March 31 in each year.

9.6 Appointment of Auditor

- (a) Subject to the Members right to waive the appointment of an auditor or a person to conduct a review engagement in accordance with the Act, the Members shall, at each Annual Meeting, appoint an auditor to audit the accounts of the Club and to report to the Members at the next annual meeting.
- (b) The auditor shall be duly licensed under the Public Accounting Act, 2004 (Ontario) and shall be independent of the Club and its Directors and officers.
- (c) The auditor shall hold office until the close of the next Annual Meeting, provided that the Board shall immediately fill any casual vacancy in the office of auditor for the unexpired term.
- (d) The Board shall fix the remuneration of the auditor.

9.7 Borrowing Power

Subject to the Articles, the Board may, without authorization of the Members:

- (a) Borrow money on the credit of the Club;
- (b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Club;
- (c) Give a guarantee on behalf of the Club to secure performance of an obligation of any person; and
- (d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Club, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Club.

9.8 Investments

The Club may invest its funds as the Board thinks fit, subject to the Articles or any limitations accompanying a gift.

9.9 Records

The Board shall see that all necessary records of the Club required by the by-laws of the Club or by any applicable laws are regularly and properly kept.

9.10 Dissolution

Subject to the Articles, in the event the Club ceases to exist any assets and/or property held which were acquired from the proceeds of licensed lottery events shall be distributed to charitable organizations that are eligible for lottery licenses in Ontario and the remaining net assets from liquidation shall be distributed in accordance with the Articles and the Act.

Article 10

Confidentiality

10.1 Confidentiality

Every Director, officer, Board committee member, employee, and agent of the Club shall respect the confidentiality of matters:

- (a) Brought before the Board or any Board committee; or
- (b) Dealt with in the course of the employee's employment, or agent's activities in connection with the Club.

10.2 Board Spokesperson

The Board may give authority to one or more Directors, officers, or employees of the Club to make statements to the news media or public about matters brought before the Board. **Article 11**

Rules of Order and Policies

11.1 Rules of Order

Any questions of procedure at or for any meetings of the Members, the Board, or any Board committee, which have not been provided for in this By-law or by applicable legislation, or the Policies and regulations, shall be determined by the chair of the meeting in accordance with the rules of order adopted by the Board, or failing such adoption, adopted by the chair of the meeting.

11.2 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 members; provided, however, that any Policy shall be consistent with the provisions of this By-law. **Article 12**

Notices

12.1 Notice

- (a) Whenever under the provisions of the by-laws of the Club notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail or personal delivery, or by electronic means, if there is a record that the notice has been sent, addressed to the Director, officer, Board committee member, Member, or auditor, at the address, as the case may be, as the same is shown in the records of the Club.
- (b) Any notice sent by the following means shall conclusively be deemed to be received as provided below:
 - (i) if by electronic means, on the next business day after transmission;
 - (ii) if delivered, at the time of delivery; and
 - (iii) if by prepaid mail, subject to section 12.1(c), on the fifth business day following its mailing.
- (c) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.
- (d) The Secretary may change or cause to be changed the recorded address of any Director, officer, Board committee member, Member, or auditor in accordance with any information believed by them to be reliable.

12.2 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

12.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, Board committee member, or the auditor of the Club, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance of it, shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

12.4 Waiver of Notice

Any Member, Director, officer, Board committee member, or the auditor of the Club, may, in writing, waive any notice required to be given to them under any provision of the Act, or the Articles or by-laws of the Club, either before or after the meeting to which it refers, and the waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving the notice. Attendance and participation at a meeting constitutes waiver of notice, unless the attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called. **Article 13**

By-law Amendments and Coming into Force

13.1 Submission of Amendments

Any Member of the Club, in good standing, may propose an amendment to the By-laws of the Club in accordance with the Act. This proposal must be submitted in writing to the Board. The proposed amendment will be presented to the annual or special Members' meetings. All amendments must be submitted to the Board at least sixty (60) days before the respective meeting. No amendment to the Bylaws of the Club shall be accepted from the floor at any meeting.

13.2 By-laws and Amendments

- (a) The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Club, except in respect of a by-law:
 - (i) To add, change, or remove a provision respecting the transfer of a membership;
 - (ii) To change the manner of giving notice to Members; or
 - (iii) To change the method of voting by Members not in attendance at a Members' meeting.
- (b) The Board shall submit the by-law, amendment, or repeal to the Members at the next Members' meeting, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.
- (c) Subject to section 13.2(f), the by-law, amendment, or repeal is effective from the date of the Board resolution or from such future time as may be specified in the motion.
- (d) 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.
- (e) The by-law, amendment, or repeal ceases to have effect if the Board does not submit it to the Members as required under section 13.2(b) or if the Members reject it.
- (f) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- (g) In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in effect in accordance with this section, no act done or right acquired under any by-law is prejudicially affected by any rejection, amendment, or refusal to approve.

13.3 Coming into Force

This By-law shall come into force without further formality on the day it is enacted.

ENACTED by the Directors of the Corporation this 30th day of April, 2023.



Mandy Klock, President

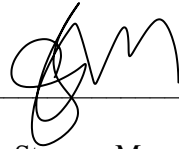


Christina Stronge-Murray, Vice President

APPROVED by the Members of the Corporation this ____ day of _____, _____.



Mandy Klock, President



Christina Stronge-Murray, Vice President