WEST TORONTO FIGURE SKATING CLUB
(doing business as WEST TORONTO SKATING CLUB)

BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the affairs of the West Toronto Figure Skating Club.

a) *Act* – the *Ontario Not-for-Profit Corporations Act, 2010*, and any act that may be substituted therefore, from time to time amended.
b) *Articles* – the 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) *Auditor* – if required by the Act, an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit or conduct a review engagement of the books, accounts, and records of the Club for a report to the Members at the next Annual Meeting in accordance with the Act.
d) *Board* – the Board of Directors of the Club.
e) *Club* – West Toronto Figure Skating Club
f) *Days* – days including weekends and holidays.
g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
h) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
i) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
j) *Key Volunteer* – a position appointed by the Board to sit on committees and/or perform certain duties on behalf of the Board.
k) *Members – members of the Club in accordance with these By-laws, including Voting Members and Non-Voting Members.*
l) *Officer* – an individual elected or appointed to serve as an Officer of the Club pursuant to these By-laws.
m) *Ordinary Resolution* – means a resolution that is (i) submitted to a meeting of the members or the Board of Directors of the Club and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each member of the Club entitled to vote at a meeting of the members of the Club or by the member's attorney; or by each Director of the Club entitled to vote at a meeting of the Board of Directors.
n) *Related* – refers to a spouse (whether legal or common-law), parent, sibling, child, or in-law.
o) *Skater* – a registered participant in Club skating programs.
p) *Special Resolution* – a resolution that is (i) 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 (ii) consented to by each Member of the Club entitled to vote at a meeting of the Members of the Club or by the member's attorney**.**

1.2 Registered Office – The registered office of the Club will be located within the Province of Ontario.

1.3 No Gain for Members – The Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its objects.

1.4 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Club.

1.5 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted in accordance with recognized standards as determined by the Board.

1.6 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.7 Affiliations – The Club is a member of Skate Canada and a member of Skate Ontario. As such, it is bound by and will operate in compliance with the applicable By-laws, rules, regulations, policies and procedures of Skate Canada and Skate Ontario.

ARTICLE II MEMBERSHIP

2.1 Categories – The Club has the following categories of Members:

a) Voting Members
b) Non-Voting Members.

2.2 Voting Members – An individual is automatically deemed to be a Voting Member if the individual is:

a) a Skater who is 18 years of age or older;
b) a parent or legal guardian of a Skater who is under the age of 18, provided that only one parent or legal guardian may be a Voting Member per family; or
c) a Director, for so long as the individual remains a Director.

2.3 Non-Voting Members – A Skater who is under the age of 18 is automatically deemed to be a Non-Voting Member.

2.4 Registration – Each Member must register with the Club and agree to abide by the Club's By-laws, policies, procedures, rules and regulations or, if the Member is under the age of 18, have a parent or guardian agree to abide by the Club's By-laws, policies, procedures, rules and regulations on behalf of the Member.

Admission and Renewal of Members

2.5 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:

a) The candidate member registers with the Club and otherwise complies with the requirements of Section 2.4; ;
b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
c) The candidate member has paid fees as prescribed by the Board;
d) The candidate member agrees to uphold and comply with the Corporation's governing documents;
e) The candidate member meets any other condition of membership determined by the Board;
f) The candidate member has met the applicable definition listed in Section 2.1; and
g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

2.6 Membership Year – The membership year of the Club will be September 1 to August 31 unless otherwise determined by the Board.

2.7 Fees – Membership fees will be determined by the Board. Members of the Club shall also be registered with Skate Canada and pay such registration and other fees as set by Skate Canada.

2.8 Arrears – A Member maybe expelled from the Corporation for failing to pay membership fees or monies owed to the Club by the deadline dates prescribed by the Board (or designate). Any fees, subscriptions, or other monies owed to the Club by suspended or expelled Members will remain due.

Compliance, Transfer, Suspension, and Termination of Membership

2.9 Policy Compliance – As a condition for membership, all Members (or the Member's parent/guardian, on behalf of the Member, if the Member is younger than 18 years old) must comply with the Club's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). All Members shall uphold, observe and conform to the By-laws, Rules and Regulations of Skate Canada. Failure to comply with the Club's policies and procedures or the requirements of Skate Canada may result in discipline, or suspension or termination of membership.

2.10 Transfer – Membership in the Club is non-transferable.

2.11 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Club's policies related to discipline, or by Ordinary Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.12 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Club, and may be subject to a probationary period before being reinstated to good standing.

2.13 Termination – Membership in the Club will terminate immediately upon:

a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
c) Resignation by the Member by giving written notice to the Club;
d) Dissolution of the Club;
e) The Member's death; or
f) Upon at least fifteen (15) days' prior written notice to a Member, the Board may pass a resolution authorizing disciplinary action in respect of such Member or the termination of such Member's membership. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving such notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or termination of membership not less than five (5) days before the end of the 15-day period. The Board shall consider any written submission made by the Member before making a final decision regarding disciplinary action or termination of membership.

2.14 May Not Resign – A Member may not resign from the Club when the Member is subject to disciplinary investigation or action by the Club.

Good Standing

2.15 Definition – A Member will be in good standing provided that the Member:

a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
b) Has completed and remitted all documents as required by the Club;
c) Has complied with the By-laws, policies, and rules of the Club;
d) Is not subject to a disciplinary investigation or action by the Club, 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) Has paid all required Clubfees.

2.16 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Club, Members in good standing may be entitled to the following privileges:

a) To attend, participate, and vote at meetings of the Members;
b) To participate in the Club's activities; and
c) To participate in other events associated with the Club.

2.17 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, 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.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting of Members – The Club will hold an Annual Meeting of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Club's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the Annual Meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Voting Members for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Business – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the auditor's report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual Meeting shall include:

a) Receipt of the agenda;
b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
c) Reports;
d) Consideration of the financial statements;
e) Report of the auditor or person who has been appointed to conduct a review engagement (if any);
f) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any) and to fix the remuneration of the Auditor or authorize the Board to fix such remuneration;
g) Election of Directors; and
h) Such other business or special business as may be set out in the notice of meeting which will include the nature of the business in sufficient detail to permit a Member to form a reasoned judgement on the business and the text of any Special Resolution to be submitted at the meeting.

3.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Club makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.5 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting and the notice will state the date, time, place and general nature of the business to be conducted at the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda and reasonable information to permit Members to make informed decisions. Notwithstanding the foregoing provisions of this Section, a notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or other electronic means. If a person may attend a meeting of the Members by telephonic or other electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.6 Waiver of Notice – A meeting of Members may be held at any date, time and place without notice if all Members are present (unless a Member 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) or if not present, either before or after the meeting, waive notice or otherwise consent in writing or by any electronic means, to such meeting being held, and at such meeting any business may be transacted which the Club may transact at any meeting of Members, provided that the requirements respecting quorum are met.

3.7 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.8 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) 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 Meeting.

3.9 Quorum – Fifteen (15) Voting Members in good standing present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.10 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.11 Adjournments – Any meeting of the Members may be adjourned to any date, time and (if applicable) place, and from time to time, and any business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place provided that a quorum is present at the opening of such adjourned meeting. Notice of an adjourned meeting of the Members is not required if the date, the time and (if applicable) the place of the adjourned meeting and, if applicable, instructions for attending and participating in the adjourned meeting by the telephonic or electronic means that will be made available for that adjourned meeting, including, if applicable, instructions for voting by such means at that adjourned meeting, are announced at the original meeting. Notwithstanding the foregoing, if a meeting of the Members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Club shall give notice of the meeting that continues the adjourned meeting beyond that 30-day period in accordance with these By-laws.

3.12 Attendance – The only persons entitled to attend a meeting of the Members are Voting Members, the Directors and Officers, Key Volunteers and staff of the Club, the Auditor of the Club, and others who are invited by the Board or are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Voting Members present provided that such other persons will not have the right to speak except on the invitation of the Chair of the meeting or the consent of the meeting.

3.13 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance.

Voting at Meetings of Members

3.14 Voting Rights – Voting Members in good standing at the time of the meeting of the Members at which a vote is to be taken have one vote at all meetings of the Members. Non-Voting Members will have no votes except through Voting Members who are their parents or guardians as set out in Section 3.15.

3.15 Voting Powers – Voting Members who are 18 years old or older at the time of the meeting of the Members may exercise their own vote. Members who are younger than 18 years old at the time of the meeting will not be able to vote but may have their vote exercised at meetings of Members by a parent or guardian (a Voting Member). For clarity, a parent or guardian with multiple children registered with the Club who are younger than 18 years old may only exercise one vote for all of their children. Also, two parents/guardians of the same child who is registered with the Club and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote in connection with their child or children.

3.16 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.17 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint another Member to attend and vote on behalf of the Member. Voting Members attending by means of a proxy will be considered to be present for purposes of the quorum requirement in Section 3.9. A proxy must:

a) Be signed by the Member;
b) Be in a form that complies with the Act;
c) Comply with the format stipulated by the Club; and
d) Be submitted to the Registered Office of the Club at least forty-eight (48) hours prior to the meeting of the Members.

3.18 Maximum Number of Proxies – No individual will hold more than Five (5) proxies.

3.19 Voting by Mail or Electronic Means – A Member may vote by electronic means if:

a) The Club has made available a procedure that permits voting by electronic means;
b) The votes may be verified as having been made by the Member entitled to vote; and
c) The Club is not able to identify how each Member voted.

3.20 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.21 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

3.22 Resolutions in Writing – Any resolution signed by all the voting Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Members and delivered or transmitted by any electronic means to the Club shall be deemed to be duly signed by such Members.

ARTICLE IV GOVERNANCE

Composition of the Board

3.23 Board – The Board shall manage or supervise the management of the activities and affairs of the Club. The Board will consist of a minimum of three (3) and a maximum of nine (9) Directors. To the extent required by Skate Canada's policies, one (1), but not more than one (1), of the Directors will be a certified professional coach or registered skating coach.

3.24 Directors-at-Large – Directors may be appointed, by the Board, to serve as Officers (see: **Article V**) and/or Directors of various portfolios related to the operations of the Club. Directors may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

3.25 Board Observer – An individual (such as the staff of the Club and/or Key Volunteers) may be invited to serve as a Board Observer and attend meetings of the Board in a non-voting capacity provided the individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. Board Observers are not Directors and may be asked to leave a meeting (or part of a meeting) of the Board at the discretion of the Board at any time.

Eligibility of Directors

4.1 Eligibility – To be eligible to serve as a Director, an individual must:

a) Be eighteen (18) years of age or older;
b) Be a registrant of Skate Canada;
c) Not be a paid employee or coach of the Club (except to the extent required to meet Skate Canada policies);
d) Not be related to a paid employee or coach of the Club;
e) Have not been declared incapable by a court in Canada or in another country; and
f) Not have the status of bankrupt.

Election of Directors

4.5 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.6 Nomination – Any nomination of an individual for election as a Director will:

a) Include the written consent of the nominee by signed or electronic signature;
b) Comply with the procedures established by the Nominations Committee (if appointed); and
c) Be submitted to the Registered Office of the Club 20 (20) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.7 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

4.8 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.9 Staggered Election – To the greatest extent possible, half the number of Directors will be elected at each Annual Meeting of Members on a rotational basis.

4.10 Director-at-Large Elections – Elections will be decided by Ordinary Resolution of the Members in accordance with the following:

a) One Valid Nomination – Winner elected by Ordinary Resolution.
b) Two or More Valid Nominations – The winner(s) are the nominee(s) receiving the greatest number of votes and an Ordinary Resolution. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the greatest number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

4.11 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as a Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Club.

4.12 Terms – Directors will serve terms of three (3) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.13 Director Consent and Registration – An individual who is elected or appointed to be a Director must register with the Club as a Director, must sign all required documents presented by the Club, must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment, and must become registered with Skate Canada (if not already registered). Any individual who does not provide consent and register within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

Resignation and Removal of Directors

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

4.15 Vacate Office – The office of any Director will be vacated automatically if:

a) The Director resigns;
b) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
c) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
d) The Director is found to be incapable of managing property by a court or under Ontario law;
e) The Director is found by a court to be incapable;
f) The Director becomes bankrupt; or
g) The Director dies.

4.16 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.17 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the

Members may elect a Director to fill the unexpired term at the same meeting. If, as a result of any vacancy or vacancies on the Board, there is not a quorum of Directors, the remaining Directors will forthwith call a meeting of the Members to fill the vacancies.

Meetings of the Board

4.18 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.19 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

4.20 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) 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 of the Club.

4.21 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.22 Quorum – At any meeting of the Board, quorum will be a majority of the Directors holding office.

4.23 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

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

4.25 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Directors and delivered or transmitted by any electronic means to the Secretary shall be deemed to be duly signed by such Directors.

4.26 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. The only people entitled to attend meetings of the Directors will be the Directors and such others who are entitled or required under any provision of the Act.

4.27 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Club consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate with each other simultaneously during the meeting.

Duties of Directors

4.28 Standard of Care – Every Director will:

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

Powers of the Board

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

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

a) Make policies and procedures or manage the affairs of the Club for the purpose of furthering the objects and purposes of the Club in accordance with the Act and these By-laws;
b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
c) Make policies and procedures relating to the management of disputes within the Club and deal with disputes in accordance with such policies and procedures;
d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Club;
e) Appoint Key Volunteers with duties and responsibilities as described by the Board;
f) Determine registration procedures, determine membership fees, and determine other registration requirements;
g) Enable the Club to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Club;
h) Make expenditures for the purpose of furthering the objects and purposes of the Club;
i) Invest funds for the purpose of furthering the objects and purposes of the Club;
j) Manage the Club's assets and resources expenditures for the purpose of furthering the objects and purposes of the Club;
k) Borrow money upon the credit of the Club as it deems necessary in accordance with these By-laws; and
l) Perform any other duties from time to time as may be in the best interests of the Club.

ARTICLE V OFFICERS

5.1 Composition – The Officer positions are the President (Chair), Vice President (Vice Chair), Secretary, and Treasurer.

5.2 Duties – The duties of Officers are as follows:

a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Club and at meetings of the Board unless otherwise designated, 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 Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.

c) The Secretary will be responsible for the documentation of all amendments to the Club's By-laws, will ensure that all official documents and records of the Club are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Club, and will perform such other duties as may from time to time be established by the Board.

d) The Treasurer will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Club in the Club's bank account, will supervise the management and the disbursement of funds of the Club, when required will provide the Board with an account of financial transactions and the financial position of the Club, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.3 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 Officer or Director.

5.4 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

ARTICLE VI COMMITTEES

Committees

6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Club. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

6.2 Committee Limitations – No Committee has authority to:

a) Submit to the Members any question or matter requiring approval of the Members;
b) Fill a vacancy among the Directors or appoint additional Directors;
c) Issue debt obligations except as authorized by the Board;
d) Approve any financial statements;
e) Adopt, amend or repeal the By-laws; or
f) Establish contributions to be made, or fees to be paid, by Members without the approval of the Board.

6.3 Composition – The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.

6.4 President Ex-officio – The President (or their appointed designate) will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Club.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Club will be September 1st to August 31st.

7.2 Bank – The banking business of the Club will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Club in accordance with the Act. The auditor will hold office until the next Annual Meeting, provided that the Board may fill any casual vacancy in the office of the Auditor. If an appointment is not so made, the Auditor will continue in office until a successor is appointed. The Auditor will not be an employee, Officer, or Director of the Club, must be independent of the Club and each of the Directors and Officers of the Club, and must be permitted to conduct an audit or review engagement of the Club under the *Public Accounting Act*, 2004, as amended. When the Club's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Club's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement or notice to reader in lieu of an audit.

7.4 Removal – The Members may, by Ordinary Resolution at a special meeting of the Members duly called for that purpose, remove any Auditor of the Club before the expiration of its term of office and shall, by Ordinary Resolution at that meeting, appoint another Auditor in its stead for the remainder of its term.

7.5 Remuneration – The Members shall fix the remuneration of the Auditor or authorize the Board to fix such remuneration. The remuneration of an Auditor appointed by the Board shall be fixed by the Board.

7.6 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Club of the most recent completed fiscal year of the Club and will present the financial statements at the Annual Meeting not more than six (6) months after fiscal year end. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual Meeting. The Financial Statements will include:

a) The financial statements;
b) The auditor's report or review engagement (if any); and
c) Any further information respecting the financial position of the Club.

7.7 Books and Records – The necessary books and records of the Club required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

a) The Club's articles and By-laws;

b) The minutes of meetings of the Members and of any committee of Members;
c) The resolutions of the Members and of any committee of Members;
d) The minutes of meetings of the Directors or any committee of Directors;
e) The resolutions of the Directors and of any committee of Directors;
f) A register of Directors;
g) A register of Officers;
h) A register of Members; and
i) Account records adequate to enable the Directors to ascertain the financial position of the Club on a quarterly basis.

7.8 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to and with the approval of the Board.

Remuneration

7.9 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Club under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.10 Conflict of Interest – A Director, Officer or member of a committee who has an interest, who may be perceived as having an interest in, or is a party to, a proposed contract or transaction with the Club, or has knowledge that their partner or relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or transaction under consideration by the Club will:

a) Declare the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is first considered (or if such interest arose after the meeting at which the matter is first considered, not later than the first meeting after such interest arose);
b) Refrain from taking part in any discussion or vote related to the matter; and
c) Withdraw from any meeting at which the matter is being discussed, during the period of such discussion.

7.11 Failure to Declare – Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by an Ordinary Resolution present at the meeting, that a conflict of interest exists and in each such case the provisions of subsections (b) and (c) of the above Section shall apply as if the individual had declared the interest.

7.12 Effect of Disclosure – A Director, Officer or member of a committee who has declared their interest in a contract or transaction or a proposed contract or transaction (or the Board has so declared pursuant to the above Section) and who has not voted in respect thereof shall not be accountable to the Club, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director, Officer or member of a committee holding that office or of the fiduciary relationship established thereby.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – Subject to **Article XIII** (when applicable), these By-laws may only be amended, revised, repealed or added to by:

a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

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

9.4 Undelivered Notices – If any notice given to a person pursuant to these By-Laws is returned on three (3) consecutive occasions because such person cannot be found, the Club shall not be required to give any further notice to such person until such person provides the Club with a document setting out such person's address.

ARTICLE X DISSOLUTION

10.1 Dissolution – Upon dissolution of the Club and after payment of all debts and liabilities, its remaining property or part thereof shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community, as designated by the Board. If the Board does not designate such organization, it will be deemed to have designated Skate Ontario

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Club will indemnify and hold harmless out of the funds of the Club each Director and any individual who acts at the Club's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and/or any individual who acts at the Club's request in a similar capacity.

11.2 Will Not Indemnify – The Club will not indemnify a Director or any individual who acts at the Club's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Club will not indemnify an individual unless:

a) The individual acted honestly and in good faith with a view to the best interests of the Club; and
b) 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.

11.3 Insurance – The Club will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Club. Fundamental Changes are defined as follows:

a) Change the Club's name;
b) Add, change or remove any restriction on the activities that the Club may carry on;
c) Create a new category of Members;
d) Change a condition required for being a Member;
e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
g) Add, change or remove a provision respecting the transfer of a membership;
h) Increase or decrease the number of, or the minimum or maximum number of, Directors;

i) Change the purposes of the Club;
j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Club is to be distributed;
k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
l) Change the method of voting by Members not in attendance at a meeting of the Members; or
m) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by the Members of the Club at a meeting of Members duly called and held on November 25, 2024.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Club repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.