

BY-LAWS OF THE

Silver Blades Skating Club Incorporated No. 0056157 (March 11, 1948)
Skate Canada Club No. 1000466 Approved June 16, 2021

Revised September 20, 2024 based on proposals, amendments and repeals to the bylaws of Silver Blades Skating Club voted on at the 2024 Annual General Meeting in Accordance with By-Law 8.

Voting Members approved the amendments on **September 25, 2024**

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I. GENERAL

1.1 Purpose

These By-Laws relate to the transaction of the activities and affairs of the Silver Blades Skating Club.

1.2 Definitions

In these By-Laws, unless the context otherwise requires:

- a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
- b) “**AGM**” means the annual general meeting of the Members.
- c) “**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 special act;
- d) “**Board**” means the board of directors of the Club.
- e) “**By-Laws**” means this by-law (including the appendixes to this by-law) and all other by-laws of the Club as amended and which are, from time to time, in force and effect.
- f) “**Chair**” means the chair of the Board, which shall be the President.
- g) “**Club**” means Silver Blades Skating Club.
- h) “**Director**” an individual elected or appointed to the Board pursuant to these By-Laws.
- i) “**Members**” means members of the Club as described in Article II, namely the Voting Members and Non-Voting Members, provided that where references are made to “Members” in these By-Laws in respect of meetings of Members and votes by Members, the reference shall be only to that class or classes of Members entitled to receive notice of, attend and vote at such meeting or vote on such matters.
- j) “**Officer**” means any of the individuals appointed pursuant to Section 3.8 of these By-Laws as an officer.
- k) “**Ordinary Resolution**” means a resolution that is submitted to a Members’ meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney.
- l) “**person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative.

- m) **“Policies”** means a rule or a policy adopted by the Board in accordance with Section 3.1c) of these By-Laws.
- n) **“Skate Canada”** means Skate Canada, a corporation governed by the laws of Canada. It is the sport governing body for figure skating in Canada.
- o) **“Skate Ontario”** means Skate Ontario, a corporation governed by the laws of Ontario. It is the sport governing body for figure skating in Ontario.
- p) **“Special Resolution”** means a resolution that is submitted to a special Members’ meeting 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 consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney.
- q) **“telephonic or electronic means”** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the By-Laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

1.4 Registered Office

The registered office of the Club will be located within the municipality of the City of Toronto. The Club may change the municipality or geographic township in which the registered office is located to another place in Ontario by Special Resolution.

1.5 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 Act, Articles, By-Laws and purposes of the Club.

1.6 Conduct of Meetings

Meetings of Members and meetings of the Board will be conducted in accordance with these By-Laws and recognized standards, as determined by the Board. In particular, Roberts' Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Club may adopt. See Appendix A for additional information regarding Roberts' Rules of Order Newly Revised.

1.7 Interpretation

Other than as specified in Section 1.2, all terms contained in these By-Laws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders. Words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.8 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.

1.9 Setting of Club Fees, Rules and Skating Hours

Club fees, skating rules and skating hours of the Club shall be as the Board decides from time to time. Club membership shall commence on the first day of the Skate Canada membership year, September 1st, or the date that fees are paid (whichever is later) and terminate on the last day of the Skate Canada membership year, being August 31st.

1.10 Skate Canada and Club By-Laws, Rules and Regulations

All Members shall uphold, observe and conform to the by-laws, rules, regulations, policies and procedures of Skate Canada and Skate Ontario, the By-Laws of the Club and such other Policies as may be made by the Board.

II. MEMBERSHIP

2.1 Membership Year

The membership year of the Club will be September 1st to August 31st (the "**Membership Year**") unless otherwise determined by the Board. An individual's membership in the Club shall commence on the later of: (i) first day of the Membership Year, September 1st, or (ii) the date that fees are paid, and terminate on the last day of the Membership Year, being August 31st.

2.2 Membership Fees

All Members of the Club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada, on an annual basis, as set by Skate Canada.

2.3 Classes of Club Membership

There shall be two (2) classes of Members: Voting Members and Non-Voting Members.

2.4 Voting Membership

The following individuals shall be “Voting Members”:

- a) a Director, for so long as they remain a Director;
- b) an individual that is registered as a skater with the Club for the current Membership Year and who is 18 years of age or older; and
- c) a parent or legal guardian whose child is under the age of 18 and such child is registered as a skater with the Club for the current Membership Year.

2.5 Non-Voting Membership

All individuals that are registered as a skater with the Club for the current Membership Year and who are under the age 18 shall be a Non-Voting Members

2.6 Rights of Voting Membership

A Voting Member in good standing has the following rights and privileges of membership:

- a) entitled to receive notice of, attend and vote at all Members’ meetings each Voting Member shall be entitled to one (1) vote at such meetings;
- b) may serve on committees of the Club;
- c) may nominate individuals for election to the Board, in accordance with this By-Law;
- d) may be nominated, if eligible, to stand for election as a Director of the Club, in accordance with this By-Law;
- e) may participate in the programs and initiatives of the Club, in accordance with such criteria as may be determined by the Board from time to time; and
- f) access the minutes of Members’ meetings, which are posted on the Club’s website.

For certainty, each individual Voting Member shall be entitled to only one (1) vote at Members’ meetings, regardless of the number of children they have under the age of 18 registered as a skater with the Club, or the manner in which they qualify as a Voting Member.

2.7 Rights of Non-Voting Membership

A Non-Voting Member in good standing has the following rights and privileges of membership:

- a) entitled to receive notice of and attend all Members’ meetings;
- b) may serve on committees of the Club;
- c) may participate in the programs and initiatives of the Club, in accordance with such criteria as may be determined by the Board from time to time; and
- d) access the minutes of Members’ meetings, which are posted on the Club’s website.

For certainty, Non-Voting Members shall not have the right to vote at Members' meetings

2.8 Termination of Membership

The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- a) the Member dies;
- b) the Member ceases to maintain the conditions for membership set out in Sections 2.4 or 2.5 of this By-Law;
- c) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
- d) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or this By-Law;
- e) the Member's term of membership expires; or
- f) the Club is liquidated or dissolved under the Act.

Subject to the Articles or By-Law, upon any termination of membership, the Member's rights automatically cease to exist.

2.9 Member Suspension and Expulsion from the Club

The Board shall have the power to discipline, suspend or expel a Member in the following circumstances:

- a) the Member violates any provision of the Articles, By-Law or Policies; or
- b) the Member violates any provision of the by-laws, rules, regulations, policies and procedures of Skate Canada and/or Skate Ontario; or
- c) the Member is carrying out any conduct which may be detrimental to the Club as determined by the Board in its sole discretion; or
- d) the Member's conduct damages the Club's property, or the property of a Member, Director, Officer, employee, contractor or agent of the Club, or the property of a user of the Club's facilities or a participant in the Club's programs; or
- e) the Member fails to promptly report to the Club any damage to property described above, whether material or otherwise; or
- f) the Member interferes with the membership entitlements of other Members or the rights and privileges of users of the Club's facilities or participants in the Club's programs; or
- g) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Club.

All disciplinary action or expulsion of a Member shall be done in good faith and in a fair and reasonable manner.

In the event a disciplinary or expulsion action is taken against a Member, the Member shall be given at least fifteen (15) days' notice of said disciplinary action or termination, with reasons; and be given an opportunity to be heard by the Board, orally or in writing,

not less than five (5) days before the disciplinary action or termination of membership becomes effective. The provisions of this Section 2.9 of this By-Law are in addition to any Policies adopted by the Board from time to time.

2.10 Member in Good Standing

- a) For a Member to be considered in good standing, Club fees as stipulated by the Board must be paid in advance of the Membership Year in question. Members will not be permitted to take part in any Club activities until these fees are paid. If these fees are not paid within 30 days of the date set for payment, such Members shall be considered as having terminated their Club membership. The Board will determine the date set for payment.
- b) A Member will be in good standing provided that the Member has:
 - i. not ceased to be a Member of the Club;
 - ii. not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - iii. complied with the By-Laws and Policies of the Club; and
 - iv. paid all required membership fees to the Club.

2.11 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 Members' meetings 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.

III. DIRECTORS AND OFFICERS

3.1 Duties and Responsibilities

- a) Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Club.
- b) The Directors shall ensure that all necessary books and records of the Club required by the Act, the By-Laws, or by any applicable statute or law are regularly and properly kept.
- c) The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the Club's activities and affairs and the conduct of the Directors, Officers and Members, provided however that any such Policy shall be consistent with the provisions of the Act and the By-Laws.

3.2 Composition of the Board

- a) In accordance with the Articles, the Board shall consist of not less than three (3) and not more than fifteen (15) elected Directors who satisfy the criteria set out in Section 3.3 of this By-Law and shall be elected by the Voting Members in accordance with Section 3.4 or appointed in accordance with Section 3.6.

- b) At least one (1) but no more than three (3) Directors must be a Skate Canada Coach in Good Standing (the “**Coaching Representative**”).

3.3 Director Qualifications

- a) No individual shall be qualified for election or appointment as a Director if they:
 - i. are under eighteen (18) years old;
 - ii. are a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
 - iii. are a person who has been found to be incapable by any court in Canada or elsewhere;
 - iv. have the status of a bankrupt;
 - v. are not a Member in good standing with the Club, or do not become a Member within 10 days of being elected as a Director;
 - vi. are a paid employee of the Club, with the exception of the Coaching Representative;
 - vii. hold an office in another skating club; or
 - viii. are a person who is not eligible to serve at common law or in accordance with any other applicable legislation.
- b) A Board decision as to whether or not an individual is qualified to be a Director is final.

3.4 Election of Directors and Terms of Office

- a) The Directors shall be elected by Ordinary Resolution at the AGM for a term of one (1) year provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to Section 3.5 of this By-Law or until the end of the meeting at which their successor is elected or appointed.
- b) A Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years. Such Director may also be eligible for re-election for another term if one (1) or more years have elapsed since the termination of their last term. In determining a Director’s length of service as a Director, service prior to the coming into force of this By-Law shall be included. Where a Director was appointed to fill an unexpired term of a Director such partial term shall be included in the calculation of the maximum years of service. Despite the foregoing, a Director may, by Board resolution, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of President or serving as President.

3.5 Resignation and Removal of Directors

- a) The office of a Director shall be automatically vacated if the Director:
 - i. dies;

- ii. resigns in writing;
 - iii. is removed by the Members in accordance with Section c) of this By-Law; or
 - iv. becomes disqualified under Section 3.3 of this By-Law.
- b) A resignation of a Director becomes effective at the time the resignation is received by the Club or at the time specified in the resignation, whatever is later.
 - c) The Members may, by Ordinary Resolution at a special Members' meeting, remove from office any Director or Directors and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director(s) so removed.
 - d) Where there is a Board vacancy, the remaining Directors may exercise all the Board powers so long as a quorum remains in office.

3.6 Board of Directors Vacancies

- a) So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Directors then in office, provided that a Director appointed to fill a vacancy shall be only appointed for the unexpired portion of the term of such Director's predecessor. In the absence of a quorum of Directors, or if the Members have failed to elect the number of Directors (or the minimum number of Directors provided for in the Articles), the Directors then in office shall without delay call a Members' meeting to fill the vacancy.
- b) So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next AGM, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number elected at the previous AGM.

3.7 Director Consent to Serve as a Director

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

3.8 Club Delegate

- a) The Club Delegate to Skate Ontario and Skate Canada (the "**Delegate**") and their alternate, as needed, shall be appointed annually by the Board.
- b) The Skate Ontario and/or Skate Canada National Office shall be advised of the appointed Delegate's name.
- c) The Delegate need not be a Director, but they must be a Member in good standing of the Club, be registrants of Skate Canada, be at least 18 years and be eligible persons (with the exception of the Coaching Representative) as defined by Skate Canada Rules.

3.9 Officers

The Club's Officers shall include:

- a) the President, who shall be the Chair of the Board;
- b) the Vide President;
- c) the Treasurer; and
- d) the Secretary.

and may include any such other Officers as the Board may by resolution determine

3.10 Appointment

- a) Subject to the Articles and the By-Laws, the Board may specify the duties of Officers and delegate to them powers to manage the Club's activities and affairs, except the power to do anything referred to in Section 8.2 of this By-Law.
- b) All of the Club's Officers must be Directors. A person may hold more than one office.

3.11 Description of Office

- a) President – The President shall act as Chair of all Board and shall be appointed by the Board from among the Directors. The President shall, when present, preside at all meetings of the Board and of the Members. The President shall perform such other duties as may be prescribed by the By-Laws or the Board. No individual may be appointed as the President unless they have served at least one (1) year in another capacity on the Board.
- b) Vice President – The Vice President shall support the President and in the President's absence or disability, perform the President's duties and exercise the President's powers and shall perform such other duties as shall from time to time assigned to the Vice President by the Board.
- c) Treasurer – The Treasurer shall carry out the duties of the Club's treasurer generally, and shall keep or cause to be kept full and accurate accounts of all of the Club's assets, liabilities, receipts and disbursements in the books to be kept for that purpose. The Treasurer shall be responsible for the safe control of all Club funds, for preparing and submitting to the Board an annual budget and keeping such records as are required for financial review. The Treasurer shall perform such other duties as may be prescribed by the By-Laws or the Board
- d) Secretary – The Secretary shall carry out the duties of the Club's secretary generally, deal with all correspondence, and shall be responsible for submitting to Skate Canada and the Skate Ontario such reports as are required by Skate Canada rules and other regulations. The Secretary shall, subject to the approval of the President or his/her delegate, give or cause to be given notice of all meetings of the Members and of the Board, take minutes at all meetings, and shall perform such other duties as may be prescribed by the By-Laws or the Board.
- e) Other Officers – The powers and duties of all other Officers shall be such as the Board may from time to time determine. Any of the powers and duties of an Officer

to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs. These other Officers may include: Competition Chair, Test Chair, Synchro Chair, Communications Chair, StarSkate Chair, Fundraising Chair, Membership Chair and Hospitality Chair.

3.12 Terms of Office

- a) Unless otherwise provided in this By-Law, Officers shall be appointed by the Board at the first meeting of the Board immediately following the AGM and shall hold their position for a period of one (1) year or until their successors are appointed. Officers shall be subject to removal by Board resolution at any time.
- b) A Director shall not be appointed for a term that will result in the Director serving more than four (4) consecutive years as President.

IV. MEMBERS' MEETINGS

4.1 Place of Meetings

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

4.2 Annual Meetings

The Board shall call an AGM within six (6) months of the financial year end and not later than fifteen (15) months after the last annual meeting.

4.3 Special Meetings

The Board may call, at any time, a special meeting of the Members. The Board shall call a special meeting of the Members on written requisition of Voting Members who hold at least ten percent (10%) of the votes that may be cast at the meeting, unless the exceptions in the Act are met. Subject to the Act, if the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.4 Special Business

In accordance with the Act, all business transacted at a special meeting of the Members and all business transacted at an AGM is special business except for consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

4.5 Notice of Meetings

- a) Notice of the time and place of a Members' meeting shall be given in accordance with Section 9.1 of this By-Law:
 - i. to each Director,
 - ii. to each Member entitled to receive notice, and
 - iii. to the Club's auditor or the person appointed to conduct a review engagement of the Club, not less than ten (10) days and not more than fifty (50) days prior to the meeting.
- b) Notice of a Members' meeting is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or 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.
- c) Notice of a Members' meeting at which special business is to be transacted must:
 - i. state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
 - ii. state the text of any Special Resolution to be submitted to the meeting.
- d) Not less than five (5) business 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.

4.6 Adjournments

- a) If within one-half ($\frac{1}{2}$) hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.
- b) If a Members' meeting is adjourned for less than thirty (30) days, no meeting notice that continues the adjourned meeting is required if all of the following are announced at the time of the adjournment:
 - i. the time of the continued meeting;
 - ii. if applicable, the place of the continued meeting; and
 - iii. if applicable, instructions for attending and participating in the continued 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.

- c) 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 4.5 of this By-Law

4.7 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Club, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-Laws of the Club 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.

4.8 Chair of the Meeting

The chair of Members' meetings shall be:

- a) the President; or
- b) the Vice President, if the President is absent, unable, or unwilling to act; or
- c) a chair elected by the Members present if the President and Vice President are absent or unable to act. The Secretary, if one has been appointed and present at the meeting, shall preside at the election of the meeting chair, but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

4.9 Quorum

A quorum for the transaction of business at a Members' meeting is twenty (20) Voting Members, including persons present by telephonic or electronic means. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the meeting's business, even if quorum is not present throughout the meeting.

4.10 Meetings Held by Electronic Means

A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means if the Club makes such means available, provided that those means must enable all persons entitled to attend the meeting to reasonably participate. A person participating in the meeting by those means is deemed to be present in person at the meeting. A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

4.11 Voting of Members

- a) Each Voting Member present at a meeting shall have the right to exercise one (1) 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, subject to the Act, by either the Articles or this By-Law.
- c) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands and the chair of the meeting, if a Member, shall have a vote.
- d) An abstention shall not be considered a vote cast.
- e) 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. A demand for a ballot may be withdrawn.
- f) If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.

4.12 Absentee Voting by Electronic Means

- a) Members entitled to vote at a Members' meeting may vote by electronic means in accordance with the Act.
- b) Voting by electronic means, when required, will occur in accordance with the following:
 - i. Members will receive an email to register for the AGM prior to the AGM (10 to 50 days in advance);
 - ii. Registration must occur 10 days prior to the AGM;
 - iii. Registered Members will receive an online voting survey identifying the nominated candidates, constitution/by-law amendments, previous year's minutes (and any other votable item) five (5) business days prior to AGM;
 - iv. Members respond to their online voting survey 2 days prior to AGM; and
 - v. Online voting survey results will be counted by the Secretary and presented at AGM.

4.13 Written Resolution in Lieu of Meeting

A resolution signed by all of the Members entitled to vote on that resolution at a Members' meeting is valid as if it had been passed at a Members' meeting, except as otherwise provided in the Act. The Club shall keep a copy of every written Members' resolution with the Members' meeting minutes.

V. DIRECTOR MEETINGS

5.1 Calling of Meetings

Meetings of the Board may be called by the President, the Vice President, or any two (2) Directors at any time.

5.2 Place of Meetings

Meetings of the Board may be held at the registered office of the Club or at any other place within or outside of Canada, or in such other manner, as the Board may determine.

5.3 Notice of Meetings

- a) Notice of meetings, other than meetings described in Sections 5.4 and 5.5, shall be given to all Directors at least 48 hours prior to the meeting. A meeting may be called on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting.
- b) Notice of a Board meeting is not necessary if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.
- c) Notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in Section 8.2 of this By-Law, in which case the notice must specify that matter.
- d) Notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting 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.

5.4 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.

5.5 Regular Meetings

The Board may appoint one (1) or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because the meeting is intended to deal with a matter referred to in Section 8.2 of this By-Law, in which case the notice must specify that matter.

5.6 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board. A Director shall not be entitled to vote by proxy.

5.7 Participation at Meeting by Telephone or Electronic Means

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A Director participating in the meeting by those means is deemed to be present in person at the meeting.

5.8 Quorum

A majority of the Directors shall constitute a quorum.

5.9 Votes to Govern

Each Director present at a Board meeting shall be entitled to one (1) vote on each matter. Any question arising at any Board meeting or any committee meeting, shall be determined by a majority of votes. In case of an equality of votes, the meeting chair shall not have a second vote and the motion shall fail.

5.10 Ballots

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the meeting chair. Otherwise a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the meeting chair declared that a resolution has been carried, or carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

5.11 Dissent of Director at Meeting

A Director who is present at a meeting of the Board or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- a) the Director's dissent is entered in the meeting minutes;
- b) the Director requests that their dissent be entered in the meeting minutes;
- c) the Director gives their dissent to the meeting secretary before the meeting is terminated; or
- d) the Director submits their written dissent immediately after the meeting is terminated to the Club

A Director who votes for or consents to a resolution is not entitled to dissent under this section.

5.12 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director has:

- a) caused their written dissent to be placed with the meeting minutes; or
- b) submitted their written dissent to the Club.

5.13 Persons Entitled to be Present

Guests may attend Board meetings with the meeting's consent on the invitation of the President.

5.14 Meeting Adjournment

- a) If within one-half ($\frac{1}{2}$) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day to be determined by the meeting chair.
- b) Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of the adjournment:
 - i. the time of the continued meeting;
 - ii. if applicable, the place of the continued meeting; and
 - iii. if applicable, instructions for attending and participating in the continued 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.

5.15 Written Resolutions in Lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a Board meeting or a committee of Directors is as valid as if it had been passed at a Board meeting or of a committee of Directors. The Club shall keep a copy of every written resolution of the Board or a committee of Directors with the minutes of Board meetings or of a committee of Directors.

VI. FINANCE AND MANAGEMENT

6.1 Fiscal Year

Unless otherwise determined by the Board, the Club's fiscal year end shall be the last day of June in each year.

6.2 Deposits

All funds shall be deposited by the Treasurer or his/her designate in such banks or other institutions as may be designated by the Board of Directors.

6.3 Disbursements

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

6.4 Auditor and Financial Review

The Club shall be subject to the requirements relating to the appointment of an auditor or person to conduct a review engagement and level of financial review required by the Act. The financial statements shall be made available to the Members of the Club at the AGM.

6.5 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall 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.

6.6 Execution of Documents

- a) Subject to Section 6.6a) of this By-Law, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the Club's signature (each a "**Document**"), shall be signed by any two of the President, Vice President, Secretary and Treasurer, and all Documents so signed shall be binding upon the Club without any further authorization or formality. It is recommended that the Treasurer be one of the signatories.
- b) The Board may from time to time, by resolution, direct the manner in which and the person or persons by whom any particular Document may or shall be signed. Any signing Officer may affix the Club's seal to any Document, and may certify a copy of any Document, resolution, or By-Law of the Club to be a true copy.

6.7 Conflict of Interest

- a) A Director, Officer or member of a Committee who is a party to a material contract or transaction or proposed material contract or transaction with the Club or 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 make the disclosure required by the Act. 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.

- b) All Directors, Officers and member of a Committee shall comply with the requirements of the Act regarding conflicts of interest and any Board approved Conflict of Interest Policy.

VII. PROTECTION OF OFFICERS, DIRECTORS AND OTHERS

7.1 Standard of Care

Every Director and Officer in exercising their powers and discharging their duties to the Club shall,

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

7.2 Liability of Directors and Officers

No Director, Officer or committee member of the Club is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Club or for joining in any receipt or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:

- a) complied with the Act, the Articles and By-Laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

7.3 Indemnification of Directors and Officers

- a) Every Director or Officer or 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, shall be indemnified and saved harmless out of the Club's funds from and 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 7.3a) of this By-Law for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 7.3c) of this By-Law.

- c) The Club shall not indemnify an individual under Section 7.3a) of this By-Law unless:
 - i. the individual acted honestly and in good faith with a view to the Club's best interests or other entity, as the case may be; and
 - ii. if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

7.4 Insurance

Subject to the Act and applicable laws, the Club may purchase and maintain insurance for the benefit of an individual referred to in Section 7.3 of this By-Law, against any liability incurred by that individual in the individual's capacity as a Director or an Officer of the Club, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Club's request.

7.5 Liability

The Club shall not be responsible for any damages, injury or loss of property to any Member, guest or visitor to the Club regardless of the reason or nature of such damage, loss or injury. Every Member, guest or visitor shall use the Club facilities at his or her own risk. The Club shall participate in the Skate Canada General Liability and Injury Benefit Insurance programs.

VIII. COMMITTEES

8.1 Committees

- a) The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors.
- b) Such committees may include but are not limited to a: finance committee, membership committee, skating program committee, ice show committee, test committee, music committee, club competition committee, and/or a synchro committee.

8.2 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 or of a person appointed to conduct a review engagement of the Club;
- c) to appoint additional Directors;
- d) to issue debt obligations except as authorized by the Directors;
- e) to approve any annual financial statements;
- f) to adopt, amend or repeal by-laws; or
- g) to establish contributions to be made, or dues to be paid, by Members.

8.3 Committee Chairs

The Board may appoint committee chairs, other than those elected by the Members, who shall look after duties assigned to them. All committee chairs shall report to a designated member of the Board.

8.4 Nominating Committee

- a) The Nominating Committee shall be a standing committee of the Club.
- b) The chairperson of the Nominating Committee and the other members of the Nominating Committee, shall be elected by the Members at the AGM.
- c) The chairperson of the Nominating Committee shall be a Director;
- d) The Nominating Committee shall ideally consist of five members, including two (2) Directors and three (3) Members.

8.5 Nominating Committee Responsibilities

- a) The Nominating Committee is responsible for selecting a full slate of candidates for election to the Club's Board of Directors, both recruited and those who have submitted a written submission to the Board.
- b) Those nominations shall be presented to the Board no later than 21 days before an AGM in the year in which an election is to be held.
- c) Each nominee must be a Member in good standing, and indicate acceptance either verbally, in writing, or by email, prior to the commencement of elections.
- d) Nominations from the floor at the AGM will NOT be accepted.
- e) The Board reserves the right to appoint Director candidates into vacant positions after the 21-day period with the input of the Nominating Committee.
- f) Existing Directors will indicate their interest in remaining in their position at least 21 days prior to the AGM.
- g) The Board ideally should strive for a diversity of members, including members with skaters across skating levels.

IX. NOTICES

9.1 Method of Giving Notice

- a) Whenever under the provisions of the By-Law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to:

- i. each Director at their latest address as shown in the Club's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current;
- ii. to each Member, Officer, or committee member at their latest address as shown in the Club's records; or
- iii. to the Club's auditor or the person appointed to conduct a review engagement of the Club at its business address.

A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the Act; and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000*.

- b) The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or committee member in accordance with any information believed by them to be reliable.
- 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 (5th) 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.

9.2 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded.

9.3 Omissions and Errors

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

9.4 Waiver of Notice

Any Member, Director, Officer, committee member, or the Club's auditor may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under any provision of the Act, the Articles or the Club's By-Law, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and

participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

X. AMENDMENTS TO ARTICLES AND BY-LAWS

10.1 Amendment of Articles

Pursuant to the Act, a Special Resolution of the Members is required to make any amendment to the Articles of the Club with respect to the matters listed in section 103(1) of the Act.

10.2 Member Proposals

Any Member of the Club, in good standing, may propose an amendment to the By-Laws. This proposal must be submitted in writing to the Board. The proposed amendment will be presented to the AGM or a special Members' meeting for approval, in accordance with Section 10.3 below. All amendments must be submitted at least 30 days before the respective meeting. No amendment to By-Laws Club shall be accepted from the floor at any meeting.

10.3 Amendment of By-Law

- a) Unless the Articles or the By-Laws otherwise provide, the Directors may by Ordinary Resolution make, amend or repeal any By-Law that regulates the activities or affairs of the Club, except in respect of a matter referred to in sections 103 (1) (g), (k) or (l) of the Act.
- b) The Directors shall submit the By-Law, amendment or repeal to the Members at the next meeting of the Members, and the Members entitled to vote may confirm, reject or amend the By-Law, amendment or repeal by Ordinary Resolution.
- c) The By-Law, amendment or repeal is effective from the date of the resolution of the Directors or such other date set out in the resolution.
- d) The By-Law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members or if it is rejected by the Members. If confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. If rejected by the Members, it thereupon ceases to have effect and the Club shall revert to the By-Law in force immediately prior thereto, provided that no act done or right acquired under any such By-Law is prejudicially affected by any such rejection or refusal to approve. If a By-Law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- e) All such amendments shall be submitted by the Secretary to Skate Ontario.

10.4 Repeal of Previous By-Law

All previous By-Laws of the Club related to the subject matter of this By-Law are hereby repealed. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such By-Law prior to its repeal. All Officers and persons acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Directors or Members with continuing effect passed under any repealed By-Law shall continue to be good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

CERTIFIED to be the By-Law of the Club effective as of October 1, 2024 as enacted by the Board by resolution dated September 22, 2024 and confirmed by the Members by resolution dated September 25, 2024

Sarah Knight

President

Catherine Marcolin

Secretary

APPENDIX A

The above listed motions and points are listed in established order of precedence. When any one of them is pending, you may not introduce another that is listed below, but you may introduce another that is listed above it.

Roberts Rules Cheat Sheet

To:	You say:	Interrupt Speaker	Second Needed	Datable	Amendable	Vote Needed
Adjourn	"I move that we adjourn"	No	Yes	No	No	Majority
Recess	"I move that we recess until..."	No	Yes	No	Yes	Majority
Complain about noise, room temp, etc.	"Point of privilege"	Yes	No	No	No	Chair Decides
Suspend further consideration of something	"I move that we table it"	No	Yes	No	No	Majority
End debate	"I move the previous question"	No	Yes	No	No	2/3
Postpone consideration of something	"I move we postpone this matter until..."	No	Yes	Yes	Yes	Majority
Amend a motion	"I move that this motion be amended by..."	No	Yes	Yes	Yes	Majority
Introduce business (a primary motion)	"I move that..."	No	Yes	Yes	Yes	Majority

The above listed motions and points are listed in established order of precedence. When any one of them is pending, you may not introduce another that is listed below, but you may introduce another that is listed above it.

To:	You say:	Interrupt Speaker	Second Needed	Datable	Amendable	Vote Needed
Object to procedure or personal affront	"Point of order"	Yes	No	No	No	Chair Decides
Request information	"Point of information"	Yes	No	No	No	None
Ask for vote by actual count to verify voice vote	"I call for a division of the house"	Yes	No	No	No	2/3
Object to considering some undiplomatic or improper matter	"I object to consideration of this question"	Yes	No	No	No	2/3
Take up matter previously tabled	"I move we take from the table..."	Yes	Yes	No	No	Majority
Reconsider something already disposed of	"I move we now (or later) reconsider our action relative to..."	Yes	Yes	Only if original motion was debatable	No	Majority
Consider something out of its scheduled order	"I move we suspend the rules and consider..."	No	Yes	No	No	2/3
Vote on a ruling by the Chair	"I appeal the Chair's decision"	Yes	Yes	Yes	No	Majority

The motions, points and proposals listed above have no established order of preference; any of them may be introduced at any time except when meeting is considering one of the top three matters listed from the first chart (Motion to Adjourn, Recess or Point of Privilege).