



# **LONDON SKATING CLUB CONSTITUTION & BY-LAWS**

**London Skating Club  
P.O. Box 9011, Sub Stn 40  
London, ON N6E 1V0**

**Date of Revision: May 3, 2023  
Ratified: June 11, 2023**

## **Article 1. INCORPORATION**

- 1.1** The Name of the Club shall be the LONDON SKATING CLUB hereinafter called the Club.
- 1.2** The Club was incorporated under the Ontario Corporations Act as a Corporation without share capital by Letters Patent issued 22nd day of January 1927, #000027032.
- 1.3** The head office of the Club shall be in the City of London, in the County of Middlesex, in the Province of Ontario.

## **Article 2. SKATE CANADA**

- 2.1** The Club shall be a member of Skate Canada.
- 2.2** The Club shall pay such fees and such other charges as shall be required of clubs by Skate Canada.
- 2.3** The Club is located in the Ontario Section of Skate Canada.
- 2.4** The definitions in the Skate Canada By-law 1100 will apply to this constitution and by-laws.

## **Article 3. PURPOSE**

- 3.1** The Purpose of the Club shall be to encourage the instruction, practice, enjoyment, and advancement of its members in all aspects of ice skating (hereinafter referred to as skating) in accordance with the Rules, Policies and Procedures of Skate Canada.
- 3.2** The Club, with regard to any aspect of its operation, is to be managed by a Board of Directors and operated by eligible persons who are duly registered as Members of Skate Canada.
- 3.3** The Club shall protect the eligibility status of its members. The Club shall not take or omit any action that would knowingly jeopardize the eligible status of its members.
- 3.4** To further its objectives, the Club may:
  - A) Raise, use, invest and reinvest money to support its operations provided that no property, funds or income of the Club should financially benefit any member.
  - B) Acquire, accept, solicit or receive any real or personal property either as an annual or other contribution or as an addition to the funds of the club.



## Article 4. BY-LAWS

### A. GENERAL

- 4.1 Purpose** – These By-Laws relate to the general conduct of the affairs of the Club. The Club shall run an inclusive, safe and welcoming environment for all individuals irrespective of sex, age, creed or color. The Club encourages enjoyment and advancement of its Members in all aspects of skating that promotes fitness for life. The Club shall operate only Skate Canada Figure Skating and skating programs. Only Skate Canada Professional Coaches are permitted to teach figure skating in the Club.
- 4.2** The By-laws, appended to this Constitution, shall describe the organization and functions of the Club, and how members of the Club may elect the Club Board of Directors and control the property and activities of the Club.
- 4.3** The Rules and Regulations of Skate Canada and those of Skate Ontario in which the Club operates shall take precedence over any Club By-laws.
- 4.4** Any By-law contrary to the Rules of Skate Canada and those of Ontario Section shall be invalid. It is acknowledged that any provincial statute governing a club has precedence over any inconsistent Skate Canada By-law relating to that club.
- 4.5** Policies and Procedures shall be developed by the Board of Directors as tools for guidance, assistance and governance and may be amended by a simple majority of the Board of Directors as required.
- 4.6 Definitions** – The following terms have these meanings in these By-Laws:
- a) *Accretions* - Growth or increase by the gradual accumulation of additional layers or matter.
  - b) *Act* – Ontario Corporations Act, 1990 or any successor legislation.
  - c) *Associate Member* – A person who is a member of a club, organization etc. but has only partial rights and privileges.
  - d) *Auditor* – a qualified individual or public accounting firm appointed by the Board at the Annual General Meeting to audit the books, accounts, and records of the Club and then provide a report to the Members at the next Annual Meeting in accordance with the Act.
  - e) *Board* – the Board of Directors of the Club.
  - f) *By-Laws* – The By-Laws shall describe the organization and functions of the Club and the means by which Members of the Club may elect the Club Board of Directors and control the property and activities of the Club.



- g) *Club* – London Skating Club in the Province of Ontario, County of Middlesex.
- h) *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 faxed or 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.
- i) *Days* – days including weekends and holidays.
- j) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-Laws.
- k) *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.
- l) *Indemnification* – Compensation for harm or loss. Duty to make good any loss, damage or liability incurred by another.
- m) *Members* – members of the Club in accordance with this By-Law and who have not ceased to be members and includes Voting Members and Non-Voting Members.
- n) *Not-For-Profit* – An organization also known as a non-business entity. Organizations that do not earn profits for its owners. All money earned by or donated to a Not-For-Profit organization is used in pursuing the organization's objectives and keeping it operating.
- o) *Officer* – an individual elected or appointed to serve as an Officer of the Club pursuant to these By-Laws.
- p) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- q) *Policies* – Outline the reason behind the rules.
- r) *Procedures* – Outline the process to follow for the corresponding policy.
- s) *Ratification* – The action of signing or giving formal consent to a treaty, contract, or agreement making it officially valid.
- t) *Remuneration* – Money paid for work or service.
- u) *Skate Canada* – means Skate Canada, a corporation governed by the laws of Canada. It is the sport governing body for figure skating in Canada.



v) *Skate Ontario* – means Skate Ontario, a corporation governed by the laws of Ontario. It is the sport governing body for figure skating in Ontario.

w) *Special Resolution* - a resolution passed by not less than two-thirds of the votes cast on that resolution.

x) *Written Notice* – In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

y) *Quorum* – The minimum number of members of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid as defined in By-Law 17.

- 4.7 Registered Office** – The registered office of the Club will be located within the municipality of London, Ontario.
- 4.8 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 objectives.
- 4.9 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 objectives of the Club.
- 4.10 Conduct of Meetings** – Meetings of Members and meetings of the Board will be conducted in accordance with recognized standards as determined by the Board.
- 4.11 Interpretation** – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine 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.
- 4.12 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.
- 4.13 A Not-For-Profit** – The figure skating or skating Club, or the figure skating or skating section of a Not-For-Profit Club, that is a Member of Skate Canada and is managed by a volunteer Board of Directors for the general purpose of providing Skate Canada figure skating or skating programs for Skate Canada Members.



## **BY-LAWS OF THE LONDON SKATING CLUB**

**CLUB #1000375**

### **B. MEMBERSHIP**

#### **By-law 1**

Membership in the Club shall be open to all, irrespective of sex, age, creed or colour.

#### **By-law 2**

**Dues** - Membership and registration fees will be set by the Board of Directors on an annual basis. Members of the Club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as set from time to time by Skate Canada.

To be considered in good standing, all members of the Club must pay club fees as are stipulated by the Club Board of Directors. Members will not be permitted to take part in any club activities if these fees are not paid within 30 days of the date set for payment. Members in arrears shall be considered as having terminated their membership.

#### **By-law 3**

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

#### **By-law 4**

**Classes of Membership** – There will be one (1) class of voting membership, the members of which are called “Voting Members” and one (1) class of non-voting membership, the members of which are called “Non-Voting Members”.

- **Voting Membership** – An individual is automatically deemed to be a Voting Member in any of the following situations:
  - a) A Director, for so long as the individual remains a Director;
  - b) A Skater who is 18 years of age or older, for the duration of the current Skating Year and must be registered with the Club;
  - c) A Parent or Legal Guardian whose child (children) is (are) under the age of 18 and is (are) registered as a Skater(s) with the Club, for the duration of the current Skating Year. There is one vote for every member i.e.: registered skaters.
  - d) Honorary Membership – The Annual Meeting of members may elect any person an Honorary Member of the Club. An Honorary Member shall be exempt from Club dues. (but not Skate Canada dues) and shall not have interests in the assets of the Club. Honorary



Members shall be Entitled to one vote at the Annual General Meeting.

- **Non-Voting Membership** - An individual is automatically deemed to be a Non-Voting Member in any of the following situations:
  - a) A Skater who is under the age of 18.
  - b) Partial Membership - All eligible skaters who are Associate Members of Skate Canada through another HOME club and have paid a reduced fee as set by the Club. Partial members have no vote but may have a voice at the Annual General Meeting of Special Meetings of members.
  - c) An individual who is a paid employee (of the Club, Section or Association)

#### **By-law 5**

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

- a) The individual makes an application for membership in a manner prescribed by the Board;
- b) The individual has paid fees and is a member in good standing of the Club, Skate Canada, and Skate Ontario;
- c) The individual agrees to uphold and comply with the Clubs governing documents;
- d) The individual meets any other condition of membership determined by the Board;
- e) Membership in the Club is non-transferable.

#### **By-law 6**

**Termination** – The Board of Directors may, by written notice, terminate membership of a member for acting contrary to the Rules and Regulations of Skate Canada or the Club. The Board of Directors shall give the individual a written explanation for the termination of membership on request. The individual, if they so desire, shall have the right of appeal to the Board of Directors and/or to a General Meeting of members. Generally, membership in the Club will terminate immediately upon:

- a) The expiration of the Member's annual membership unless reviewed in accordance with these By- Laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in By-Law 7;
- c) Resignation by the Member by giving written notice to the Club;
- d) Dissolution of the Club.

#### **By-law 7**

**Good Standing** – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member of the Club;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Uphold, observe and conform to the By-Laws, Rules and Regulations of Skate Canada, Skate Ontario By-Laws, Policies and Procedures of the Club made by the Board of Directors of the Club;
- d) Is not subject to a disciplinary investigation or action by the Club, Skate Canada or Skate



Ontario, 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 membership fees to the Club.

#### **By-law 8**

**Cease to be in Good Standing** – Members that cease to be in good standing, as determined by the Board will not be entitled to vote at meetings of the Members or be entitled to their activities, benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

#### **By-law 9**

**Rights of Membership** – A member in good standing has the following rights and privileges of membership:

- a) To receive notice of, and to attend, all General Meetings;
- b) To make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with Call to Order or such rules of order as may be adopted by the Board to exercise a vote on matters for determination at General Meetings;
- c) To exercise a vote on matters for determination at General Meetings;
- d) May serve on committees of the Club, as invited;
- e) May nominate individuals for election to the Board, in accordance with the By-Law;
- f) may be nominated, if eligible, to stand for election as a Director of the Club, in accordance with this By-Law;
- g) 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;

### **C. MEETINGS OF MEMBERS**

#### **By-law 10**

**Annual Meeting** – The Club will hold meetings 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 three (3) months (or 90 days) of the Club's fiscal year end.

#### **By-law 11**

**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 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.

#### **By-law 12**

**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 permits all participants to communicate adequately with each other during the meeting if the Club makes such means available. A person participating in a meeting is deemed to be present at the meeting. The Directors or Members 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.

### **By-law 13**

**Written Notice** – Written or Electronic Notice of all Annual General Meeting and Special Meetings shall be provided 10 days in advance to each eligible voting member. The notice shall include the time and place of the meeting, the agenda, full details of any proposal amendments to these By-Laws, and a complete list of the candidates nominated for elections.

### **By-law 14**

**Error or Omissions 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 this meeting.

**New Business** – Matters of business should be limited to matters properly brought before a Members' meeting. No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business.

### **By-law 15**

The order of business at an Annual General Meeting or Special Meeting of the Club shall be as follows:

- Minutes of the preceding General/Special Meeting
- Secretary's Report
- Treasurer's Report
- Other Reports
- Confirmation of the actions taken by the Board of Directors
- Election of the Board of Directors Members
- Amendments to the Constitution and By-laws
- Appointment of persons for Financial Review or Audit
- Other Business
- Adjournment

### **By-law 16**

**New Business** - Any member of the Club, in good standing, may propose an amendment to the Constitution or By-laws of the Club. This proposal must be submitted in writing to the Board of Directors of the Club. The proposed amendment will be presented to the annual General Meeting or Special Meetings. All amendments must be submitted to the Secretary at least 60 days before the respective meeting. No 'Amendment' or 'Amendment to an Amendment' of the Constitution or By-laws of the Club shall be accepted from the floor at any meeting.

### **By-law 17**

**Quorum** – A quorum for an Annual General Meeting or Special Meeting shall be 8% of the





eligible-voting Members.

#### **By-law 18**

**Closed Meetings** – Meetings of Members will be closed to the public except by invitation of the Board of Members attending the meeting, and in accordance with By-Law 20.

#### **By-law 19**

**Adjournments** – With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting.

#### **By-law 20**

**Attendance** – The only persons entitled to attend a meeting of the Members are those Delegates representing Members, Directors, and Assistant Directors of the Club, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting or in accordance with By-Law 17.

#### **By-law 21**

**Determination of Votes** – Votes will be determined by a show of hands, orally or electronic ballot, or by email except in the case of elections which may require a secret ballot; unless a secret or recorded ballot is requested by a Member and then shall be provided manually or electronically.

#### **By-law 22**

**Majority of Votes** – Except as otherwise provided in these By-Laws, a simple majority of votes will decide each issue. The meeting Chair may vote only when the vote would change the result. Therefore, the Chair may vote to break a tie, and thus pass a motion, or to create a tie, and thus defeat a motion.

### **D. GOVERNANCE**

#### **By-law 23**

**Eligibility of Directors** – The Members of the Board of Directors, Members and Chairs of committees, and the Club Delegate to Skate Canada, must be members in good standing of the Club, be registered as Associate Members of Skate Canada, be of legal age (18), and be eligible persons.

To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Shall be willing to abide by the policies and By-Laws governing the Club, Skate Canada, and Skate Ontario.
- c) Not to have been found under the Substitute Decisions Act, 1992 or under the **Mental Health Act, 1990** to be incapable of managing property;



- d) Not have the status of bankrupt;
- e) Not to be a paid employee of the Club, with the exception of one certified professional coach or registered skating coach who will fulfill the requirements as per By-Law 25.

#### **By-law 24**

**Nominations** – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature; and
- b) Be submitted to the Board no later than ten (10) days prior to the Annual Meeting. This timeline may be amended by Ordinary Resolution of the Board.
- c) There will be no nominations from the floor of the meeting.

#### **By-law 25**

**Composition of the Board** – The Board of Directors shall consist of a minimum of 7 and maximum of 17 directors elected by the membership for a two-year term (with the exception of the Past President). At least one member of the Board should be a certified professional coach or registered skating coach with the full rights to speak and vote at meetings of the Board. Elected Directors will take office commencing at the close of the Annual General Meeting.

The President, Vice-President, Secretary and Treasurer shall be elected annually from within the Board of Directors. Past President will remain on for a 1-year term then that role is vacant until there is a new Past President. Past President does not have a vote at Board Meetings.

#### **By-law 26**

**Elections** – Directors will be elected by majority vote of all Voting Members in good standing at the Annual General Meeting. The Board of Directors shall hold office until the close of the meeting at which their successors have been duly elected unless they resign or are removed from or vacate their office.

#### **By-law 27**

**Meetings** - Meetings of the Board of Directors shall be held at least 6 times per year to direct the activities and financial obligations of the Club. The Executive Committee, hereinafter known as the Executive, shall include the President, Past President, Vice-President, Secretary, Treasurer and shall meet as a minimum any month the full board does not meet. All decisions by the Board are final and shall be communicated unanimously to the membership.

#### **By-law 28**

**Rules of order** – All meetings, Committee, General and Board of Directors, shall be as outlined in ‘Roberts Rules of Order’ in all cases in which they are applicable and consistent with the by-laws or special rules of the Section, Association, and the Province of Ontario.

#### **By-law 29**

**Closed Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.



### **By-law 30**

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

### **By-law 31**

**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.

### **By-law 32**

**Holding of Office, Resignation and Removal of Directors** – The Board of Directors shall hold office until the close of the meeting at which their successors have been duly elected. A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President. Any Member of the Board of Directors may be removed by the Members by a 2/3 majority vote at a Special General Meeting duly called for the purpose, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting.

### **By-law 33**

**Voting** – A quorum of the Board of Directors shall consist of 50% plus 1 Member of the Board of Directors, including the President or Designate. Each Director, including the President, is entitled to one vote at a meeting of the Board. Only elected Directors can represent their own vote at a Board Meeting (meaning no proxies). Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favor of the resolution. Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated.

### **By-law 34**

**Vacancy** – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint by a majority vote a qualified individual to fill the vacancy for a term expiring no later than the close of the next Annual Meeting.

### **By-law 35**

**Board of Directors Absenteeism** - If a Board of Directors Member is absent for more than two (2) consecutive scheduled Board of Directors meetings, without good cause and/or without prior notification to the President or Secretary, then that office may be declared vacant by a majority vote of the Board of Directors.

### **By-law 36**

**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 50% of the Directors.



### **By-law 37**

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

**By-law 38** **Chair** – The President shall act as Chair of all Board of Directors and general meetings. In their absence, the Vice-President will fill this duty.

### **By-law 39**

**Administration** - The Board of Directors may also hire an Administrator for purposes as directed by the Board. This person would report directly to the Board of Directors and submit for remuneration to the Treasurer as prescribed in the conditions of employment. Duties shall include reporting to the Board of Directors on the daily operation of the Club, assisting committees in their functions, keeping the membership and other records as directed, distributing minutes, information and mail.

## **E. OFFICERS/DIRECTORS DUTIES**

### **By-law 40**

**Composition** – At the first meeting following the Annual General Meeting, the Board shall appoint from the Directors, a Past President, a President, a Secretary, and a Treasurer each of whom shall be an Officer of the Club.

### **By-law 41**

**Duties** – The duties of Officers are as follows:

- a) The Past President will remain on for a term of 1 year then the role is vacant until there is a new Past President. Having the Past President remain on for 1 year is good continuity for the Club. The Past President does not have a vote at Board Meetings.
- b) The President will be the chair of the Board and will preside at the Annual and Special Meetings of the Club and at meetings of the Board unless otherwise designated. The President will be the official spokesperson of the Club and will perform such other duties as may from time to time be established by the Board. The President shall be an ex-officio member of all committees.
- c) The Secretary shall deal with all correspondence subject to the approval of the President or their delegate, shall issue all notices for Board of Directors, and General Meetings, shall take, and distribute within 10 days, minutes at all meetings, and shall be responsible for submitting to Skate Canada such reports as are required by Skate Canada and other regulations. If the secretary is absent from any meeting of the Club or the Board, the President will appoint another individual to act as secretary at that meeting.
- d) The Treasurer shall be responsible for the safe control of all Club funds, for preparing and submitting to the Board of Directors on a regular basis an annual budget, monthly financial statements and keeping such records as are required for an audit. The Treasurer is also responsible for arranging for an unaudited annual financial statement. The



Treasurer and President shall sign all cheques and legal documents.

**By-law 42**

**Removal**

- a) The President may be removed by Ordinary Resolution at a meeting of the Members, provided the President has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the President is removed by the Members, their position as a Director will automatically and simultaneously be terminated.
- b) Officers, other than the President, may be removed from their respective offices as Officers by Ordinary Resolution of the Board.

**F. BOARD COMMITTEES**

**By-law 43**

**Committees – Appointment** – Standing Committees shall be chaired by a member of the Board of Directors and shall include as many other members as deemed necessary. Appointees and Committee members' term of office shall be for one year and shall expire as of the date of the next Annual Meeting. No disbursement of funds of the Club may be made by an appointee or committee, without the express prior approval of the Board of Directors. The Chair of each committee and appointees shall report to the Board of Directors on all activities at each regular meeting. All members of each Standing Committee shall be Associate Members of Skate Canada. The responsibilities of each Standing Committee shall be as defined in the Committees Operations Policy. The Board of Directors shall approve the Operations Policy for each committee. All Committee Chairs must submit the names of their committee members to the Board of Directors for approval. Committee members shall be responsible to the Board of Directors.

**By-law 44**

**Committees-President as ex-officio member** – The President shall be an ex-officio member of all committees.

**By-law 45**

**Removal** – The Board may remove any member of any committee.

**By-law 46**

**Debts** – No Committee will have the authority to incur debts in the name of the Club.



## **G. FINANCE AND MANAGEMENT**

### **By-law 47**

**Fiscal Year** – Unless otherwise determined by the Board, the fiscal year of the Club will be April 1<sup>st</sup> to March 30th.

### **By-law 48**

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

### **By-law 49**

The Treasurer or designate as approved by the Board shall deposit all funds in such banks or other institutions. The Treasurer or designate as approved by the Board shall make disbursements of Club funds by cheque, e-transfer or other auditable document to defray the day-to-day expenses of the Club. The Treasurer, President and Vice-President shall be eligible to sign all cheques. The Past President shall remain eligible to sign cheques as a backup and to cover for the transition between board years if necessary. The President and Treasurer shall be eligible to sign all other legal documents. Each year, the Board will approve who is eligible to make deposits or make disbursements of committee monitored funds.

### **By-law 50**

**Auditors** – The Board 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 be appointed annually and voted on the membership at the Annual General Meeting. The auditor will not be an employee, Officer, or Director of the Club and must be permitted to conduct an audit or review engagement of the Club.

### **By-law 51**

**Annual Financial Statements** – The Directors will approve financial statements (evidenced by signature of the President and one or more Directors) of the Club of the last fiscal year of the Club and present the approved financial statements before the Members at every Annual Meeting.

### **By-law 52**

**The Financial Statements** – The Financial Statements will include:

- a) The financial statements
- b) Any further information respecting the financial position of the Club.

### **By-law 53**

**Books and Records** – The necessary books and records of the Club required by applicable law will be necessarily and properly kept.

### **By-law 54**

**Dissolution** – In the event that the Club ceases to exist, the net assets from liquidation shall go to



Skate Ontario.

#### **By-law 55**

**Borrowing** – The Board may from time to time:

- a) Borrow money on the credit of the Club;
- b) Give a guarantee on behalf of the Club to secure performance of an obligation of any person.

#### **By-law 56**

**Conflict of Interest** – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Club will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest and any Board approved Conflict of Interest Policy. These individuals shall also respect rules of confidentiality as directed by the Board of Directors.

### **H. AMENDMENT OF BY-LAWS**

#### **By-law 57**

**Amendments** - Any member of the Club, in good standing, may propose an amendment to the Constitution or By-laws of the Club. This proposal must be submitted in writing to the Board of Directors of the Club. The proposed amendment will be presented to the annual General Meeting or Special Meetings. All amendments must be submitted to the Secretary at least 60 days before the respective meeting.

#### **By-law 58**

By-laws may be enacted or amended by a majority vote of the Board of Directors whenever required. Such by-laws or amendments must be presented at the next General Meeting for ratification. If they fail to be ratified, they will cease to be effective and may not be re-enacted by the Board of Directors for one calendar year.

#### **By-law 59**

**Voting** – By a simple majority of the voting Members present at a meeting duly called to amend, revise, or repeal these By-Laws.

- a) By Ordinary Resolution of the Board. Any By-Law amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm, reject, or amend the By-Laws by Ordinary Resolution.
- b) Proposed amendments will not be accepted from the floor of the meeting.





### **By-law 60**

**Effective Date** – By-Law amendments are effective immediately at the close of the meeting unless otherwise indicated in the amendment motion itself.

## **1X INDEMNIFICATION**

### **By-law 61**

**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 or any individual who acts at the Club's request in a similar capacity.

### **By-law 62**

**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.

### **By-law 63**

**Insurance** – The Club will, at all times, maintain in force reasonable insurance including Directors and Officers liability insurance under Skate Canada.

### **By-law 64**

**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 damages, loss of injury. Every Member, guest or visitor shall use the Club facilities at their own risk. The Club shall participate in the Skate Canada Club Liability and Member Insurance programs (Skate Canada).

## **X ADOPTION OF THESE BY-LAWS**

### **By-law 65**

**Ratification** – These By-Laws were passed and enacted by Ordinary Resolution of the Board.



SIGNED \_\_\_\_\_ Shannon Moxey \_\_\_\_\_  
(President)

DATE \_\_\_ May 24, 2023 \_\_\_\_\_

SIGNED \_\_\_\_\_ Emily Gillespie \_\_\_\_\_  
(Treasurer)

DATE \_\_\_ May 24, 2023 \_\_\_\_\_

**By-law 66**

**Repeal of Prior By-Laws** – In ratifying these By-Laws, all prior By-Laws and Constitutions of the Club shall be repealed provided that such repeal does not impair the validity of any action done.