


Skate Canada General Bylaw

Details

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Category:

Bylaws (/index.php/en-ca/bylaws/33-bylaws.html)

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Terms used:

Act

The Canada Not-for-Profit Corporations Act S.C. 2009, c.23 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

Additional Director

A Director appointed by the Board in accordance with section 5.18 to 5.20 hereof.

Annual Meeting

The annual meeting of Members.

Articles

The original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of Skate Canada.

Board

The board of Directors of Skate Canada.

CEO

The chief executive officer of Skate Canada.

Club

A not-for-profit organization that is operating for the general purpose of providing Skate Canada skating programs and is managed by a volunteer board of directors.

Clubs

A not-for-profit organization that is operating for the general purpose of providing Skate Canada skating programs and is managed by a volunteer board of directors.

Delegate

A delegate of a Club or Skating School to a Members Meeting.

Director

An individual elected or appointed to serve on the Board pursuant to this Bylaw.

Elected Director

Any of Director (West), Director (Ontario), Director (Quebec), Director (Atlantic), Director (Coach), or Director at Large duly elected pursuant to Article 5 hereof. "Elected Director" includes a person appointed to fill a vacancy resulting from the departure of an Elected Director.

Event

The name given to a group of skaters entered in a category. There may be one event per category or several events per category depending on the number of total entries. Each event is independent of the other events within the category.

Events

The name given to a group of skaters entered in a category. There may be one event per category or several events per category depending on the number of total entries. Each event is independent of the other events within the category.

Good Standing

The state or condition of a person who has paid all dues outstanding to Skate Canada, a Club, or a Skating School (as applicable) and whom the Board has not declared not to be in good standing and in the case of Members, a Member whose Membership has not been terminated pursuant to Article 3 hereof.

Independent Director

A Director who has no fiduciary obligation to any body for skating at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participating in the sport of skating does not alone cause a Director not to be an Independent Director).

Member

Each person that meets the requirements of any of the three Member classes as defined in Article 3 hereof and that has been duly admitted as a member of Skate Canada.

Members

Each person that meets the requirements of any of the three Member classes as defined in Article 3 hereof and that has been duly admitted as a member of Skate Canada.

Members' Meetings

Annual Meetings and/or Special Meetings.

Membership

That status of being in one of the classes as outlined in section 3.1 hereof.

Membership Year

An annual period commencing each year on September 1st on a given calendar year and expiring on August 31st of the following year.

Officer

The President and such other officers as the Board may determine by Ordinary Resolution.

Ordinary Resolution

A resolution passed by the majority of votes cast on that resolution.

President

The president of Skate Canada. The President is the chair of the Board.

Public Accountant

Has the meaning attributed to it in the Act.

Registrant

Includes (i) an individual who is registered by a Club or Skating School with Skate Canada and who is subject to all applicable rules, regulations and policies of Skate Canada but who is not a Member (); and (ii) an individual who is engaged in any activity provided, sponsored, supported, sanctioned or recognized by Skate Canada and registered directly with Skate Canada but who is not a Member ().

Section

An organization incorporated or organized in a particular province or territory (and in some cases, a combination thereof) strategically aligned with Skate Canada, that may receive funds from provincial or territorial Governmental Authorities and be

subject to applicable sport recognition programs and transfer payment arrangements. Each Section is held to the governance and operating requirements of their respective province and / or territory(ies) and is responsible for skating in their respective jurisdictions.

Section Chair

The chair of any Section.

Senior Management

The CEO and every other member of the management or executive team of Skate Canada.

Skate Canada Coach

A skating expert with the required National Coaching Certification Program qualifications to provide a remunerated service at Skate Canada sanctioned clubs and skating schools, both on- and off-ice. These individuals shall have registered, provided full payment and have met all professional coach registration requirements as set annually by Skate Canada.

Skating School

An organization other than a Club that is operating for the general purpose of providing Skate Canada skating programs.

Special Meeting

A special meeting of Members.

Special Resolution

A resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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Article 1: Definitions

In this Bylaw unless otherwise indicated, the following words and phrases shall have the meaning so defined:

Bylaw definitions (</index.php/en-ca/other-categories/defined-terms.html>)

Article 2: Interpretation

2.1 Words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, and an unincorporated organization.

2.2 The Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

2.3 Except as provided in the Act (), the Board () will have the authority to interpret any provision of the Bylaws that is contradictory, ambiguous, or unclear, provided that such interpretation is consistent with the purposes of Skate Canada as set

out in the Articles ().

2.4 References in this Bylaw to a “year” or “years”, in the context of the length of a Director ()’s or the President ()’s term of office, shall not necessarily be read to mean a period, or successive periods, of exactly twelve (12) months but rather the period, or successive periods, from one Annual Meeting () until the next, as the context requires.

Article 3: Members

3.1 Subject to the Articles (), Skate Canada shall have three (3) classes of Members (), namely:

- 3.1.1 the "<300 Clubs (/Skating Schools Members () Class";
- 3.1.2 the "300+ Clubs (/Skating Schools Members () Class"; and
- 3.1.3 the "Skate Canada Coach () Class"

Membership Conditions

3.2 Clubs ()/Skating Schools with fewer than three hundred (300) Registrants making application for Membership () in Skate Canada shall be admitted, in the Board ()’s discretion, to the

3.3 A Skate Canada Coach () in Good Standing () making application for Membership () shall be admitted, in the Board ()’s discretion, to the Skate Canada Coach () Class.

3.4 As set out in the Articles (),

- 3.4.1 each Member () of the <300 Clubs (/Skating Schools Members () Class shall be entitled to receive notice of, attend, and vote at all meetings of the Members () and each such Member () shall have fifteen (15) votes at such meetings, all of which shall be cast as a block;
- 3.4.2 each Member () of the 300+ Clubs (/Skating Schools Members () Class shall be entitled to receive notice of, attend, and vote at all meetings of the Members (), and each such Member () shall have forty (40) votes at such meetings, all of which shall be cast as a block; and
- 3.4.3 each Member () of the Skate Canada Coach () Class shall be entitled to receive notice of, attend, and vote at all meetings of the Members (), and each such Member () shall have one (1) vote at such meetings.

3.5 Each Member ()’s Membership () shall be subject to the terms and conditions of the Bylaws and the policies of Skate Canada. Each Club () and Skating School () shall be assigned to a Membership () class for each Membership Year (), based on the number of Registrants in Good Standing () in each Club () or Skating School () as validated by Skate Canada as of August 31 of the preceding Membership Year ().

Termination of Membership

3.6 Membership () is automatically terminated when:

- 3.6.1 in the case of a Club () or Skating School (), the Member () is dissolved;
- 3.6.2 in the case of a Skate Canada Coach (), the Member () dies; or
- 3.6.3 in any case, the Member () resigns as a Member () by delivering a written resignation to Skate Canada in which case such resignation shall be effective on the date specified in the resignation. Resignation as a Member () shall not release the Member () from payment of any dues owing, including those for the current Membership Year () or any other indebtedness to Skate Canada

3.7 Membership () may be terminated when:

- 3.7.1 a Member () fails to pay dues or debts owing to Skate Canada;
- 3.7.2 the Member () willfully commits a breach of the Articles (), Bylaws, or written policies of Skate Canada as determined by the Board (); or
- 3.7.3 the Member () commits a breach of the Articles (), Bylaws, or written policies of Skate Canada and fails to cure such breach within a reasonable period, as determined by the Board ().

3.8 Upon termination of Membership (), the rights of the Member () pursuant to the Bylaws automatically cease to exist.

Discipline

3.9 A Member ()’s Membership () may be suspended in accordance with Skate Canada’s policies and procedures relating to the

discipline of Members ().

3.10 A Registrant () may be suspended or expelled from Skate Canada in accordance with Skate Canada's policies and procedures relating to the discipline of Registrants.

Membership Transferability

3.11 A Membership () may only be transferred to Skate Canada.

Article 4: Members' Meetings

4.1 Any Members ()' Meeting may be called by the Board () or the President (). Members' Meetings () are chaired by the President ().

4.2 Written notice of the time and place of any Members ()' Meeting shall be provided to the Members () by any of the following means:

- 4.2.1 by mail to each Member () entitled to vote at such meeting during a period of twenty-one (21) to sixty (60) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date of such meeting for which the notice is given) before the day on which such meeting is to be held; or
- 4.2.2 by telephonic, electronic or other communication modality to each Member () during a period of twenty-one (21) to thirty-five (35) days before the day on which such meeting is to be held.

4.3 The notice in section () 4.2 hereof shall contain a summary of any special business to come before the meeting.

4.4 The Board () shall call a Special Meeting () in accordance with section () 167 of the Act () upon written requisition of Members () of any class carrying not less than five percent (5%) of the total Members () votes which may be cast at that Special Meeting (). Such requisition shall express the object of the meeting and shall be mailed to the Chief Executive Officer () of Skate Canada as well as the President (). If neither the Board () nor the President () calls a Special Meeting () within twenty-one (21) days of receiving such requisition, any Member () who signed the requisition may call the Special Meeting () to address the object of the meeting so requisitioned. The only items to be discussed at a Special Meeting () shall be those specified in the requisition.

4.5 In accordance with and subject to section () 163 of the Act (), a Member () may submit to Skate Canada notice of any matter that the Member () proposes to raise at an Annual Meeting (). Any such proposal shall be submitted to Skate Canada and sent to the Members () in accordance with the notice requirements and timelines set forth in the Act ().

Annual Meeting

4.6 The Annual Meeting () shall be held in Canada at such time and place as determined by the Board () and announced at the preceding Annual Meeting ().

4.7 The order of business at an Annual Meeting () shall be as determined by the Board () or as required by the Act () or other relevant legislation.

Members' Meetings by Teleconference and Other Electronic Modality

4.8 Any person entitled to attend a Members ()' Meeting may meet by teleconference and/or other electronic modality that permits such person to communicate adequately with other persons so entitled, provided that:

- 4.8.1 The Board () addresses the mechanics and security issues related to holding such a meeting including the requirements for establishing quorum, and recording procedures;
- 4.8.2 Each Member () or other person entitled to be present has equal access to the specific electronic modality to be used; and
- 4.8.3 Skate Canada provides a system that enables votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Members () without it being possible to identify how each Member () voted.

Participation by Teleconference and Other Electronic Modality

4.9 A Member () or Delegate () participating in a Members ()' Meeting whether by telephone or other electronic modality shall be

deemed for the purposes of the Act () to have been present at that meeting.

Persons Entitled to Attend

4.10 Subject to section () 4.11, persons entitled to be present at a Members ()' Meeting are individual Members (), Delegates (in the case of Members () which are not individuals), the Board (), Officers, the Section () chairs, the Public Accountant (), the Chief Executive Officer () of Skate Canada, employees of Skate Canada, Honorary Associates, and such other persons who are entitled or required under any provision of the Act () to be present at the meeting.

4.11 Members ()' Meetings shall be open to invited guests and to any Registrant () having reached sixteen years of age provided that such individual shall not be entitled to speak at such meeting and provided further that the Board () may, by Ordinary Resolution (), close any Members ()' Meeting to those who are not otherwise legally entitled to attend.

4.12 The Members () may, by Ordinary Resolution (), grant invited guests the right to speak at a Members ()' Meeting.

Club/Skating School Delegates to Members' Meetings

4.13 Each Member () of the <300 Clubs ()/Skating Schools Class and 300+ Clubs ()/Skating Schools Class is entitled to send one Delegate () to a Members ()' Meeting, who shall have the right to cast such Member ()'s votes on all matters submitted to a vote at the Members ()' Meeting

4.14 The appointment of each Delegate () shall be made in such manner as prescribed by the Board () and shall apply for the Membership Year () in which such appointment is made unless the Member () appoints a replacement Delegate () for that Membership Year ().

Quorum

4.15 One hundred and twenty-five (125) Skate Canada Coaches or Delegates, present in person or present through the telephonic, electronic or other communication modality provided by Skate Canada, able to exercise at least two thousand (2,000) votes, shall constitute a quorum.

Absentee Voting

4.16 There will be no voting by proxy.

4.17 A Skate Canada Coach () or Delegate () entitled to vote at a Members ()' Meeting may vote by means of a telephone, electronic or other communication modality.

Determining a Majority Vote

4.18 Abstentions are not counted in determining a majority.

4.19 In the event () of a tie vote, the applicable motion is defeated.

4.20 Except as otherwise provided in the Act () or this Bylaw, a simple majority of the votes cast by the Delegates and Skate Canada Coaches present shall determine the motions in Members' Meetings ().

4.21 Unless a secret ballot is held, a declaration by the chair of the Members ()' Meeting that a resolution has been carried or not and an entry to that effect in the minutes of Skate Canada shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

Adjournment

4.22 Any Members ()' Meeting may be adjourned to any time and place as determined by Ordinary Resolution () of the Members () at the meeting and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

Article 5: Board of Directors

5.1 The Board () shall consist of:

1. Director () (West);

2. Director () (Ontario);
3. Director () (Quebec);
4. Director () (Atlantic);
5. Director () (Coach);
6. Seven (7) Directors at Large; and
7. Additional Directors, if any.

Eligibility

5.2 Any person who is 18 years of age or older who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not currently have the status of bankrupt, may be nominated for election as a Director ().

- 5.2.1 Candidates for the Director () (West), Director () (Ontario), Director () (Quebec) and Director () (Atlantic) are further restricted to persons who are either Registrants or Skate Canada Coaches. Candidates must be in Good Standing ().
- 5.2.2 Candidates for Director () (Coach) are further restricted to Skate Canada Coaches. Candidates must be in Good Standing ().
- 5.2.3 Candidates for Director () must be in Good Standing (). If a candidate for Director () is neither a Registrant () nor a Skate Canada Coach () at the time of their election, they must become a Registrant () promptly after their election and remain in Good Standing ().
- 5.2.4 No person holding the position of Chair of any Section () may hold the position of Director () of Skate Canada unless they resign from the Chair position once elected or appointed.
- 5.2.5 No person holding the position of Director () of Skate Canada may hold the position of Chair of any Section () unless they resign as Director () of Skate Canada once elected or appointed.

Nominations of Directors

5.3 No current member () of Senior Management () may be nominated for election as a Director (). No past member () of Senior Management () may be nominated for election as a Director () unless at least twelve (12) months have passed since that person vacated their Senior Management () position.

5.4 Director () nominations must be accompanied by the written consent of the nominee by signed or electronic signature and shall be submitted in writing or by electronic transmission pursuant to Skate Canada policies by March 15 prior to the next scheduled Annual Meeting () to the President () or such other person as the Board () may designate.

5.5 Names of recommended nominees and other eligible nominees will be circulated to all Members ().

5.6 For greater certainty, nominations from the floor of a Members () Meeting will not be accepted.

The President

5.7 The President () will be an Independent Director () who is elected from the Elected Directors to the position of President () by an Ordinary Resolution () of the Directors. The President () will be elected for a term of up to two (2) years. The President () may not serve longer than four (4) years.

- 5.7.1 The first election of the President () pursuant to Section () 5.7 shall be at the first meeting of Directors following the Annual Meeting () in 2025 unless the President () in place at the time this Bylaw comes into force (who shall continue in this position unless one of the following occurs) resigns, is removed from or vacates their office, in which case the first election of the President () pursuant to Section () 5.7 shall be at the first meeting of Directors after such resignation, removal or vacation from office.
- 5.7.2 Notwithstanding Section () 5.10 and subject to Section () 5.7.1, the President () in place at the time this Bylaw comes into force is eligible to be elected as President () pursuant to Section () 5.7 for one (1) additional two-year (2-year) term.

Director's Terms

5.8 Each Elected Director () will hold office for two (2) years and will hold office until their successor has been duly elected in accordance with this Bylaw, unless that Director () resigns, is removed from, or vacates their office. Subject to Section () 5.10, an Elected Director () may not serve more than four (4) two-year (2-year) terms.

5.9 Any full two-year (2-year) term served by a Director () prior to December 31, 2021 will apply against the maximum number of

terms an Elected Director () is permitted to serve pursuant to Section () 5.8 to a maximum of two (2) two-year (2-year) terms.

5.10 Commencing with the first election of the President () pursuant to Section () 5.7, a Director () who has served the maximum of four (4) two-year (2-year) terms may serve as a Director () beyond the four (4) two-year (2-year) terms to a maximum of an additional two (2) two-year (2-year) terms provided that person serves as President () throughout that extended period (provided further that in no event () may a person serve in the position of President () for more than four (4) years).

Elections

5.11 The election of the President () pursuant to Sections 5.7 and 6.1 will be for a two-year (2-year) term subject to Section () 6.5 and provided the President () remains a Director ().

5.12 The election of the Elected Directors will take place at Annual Meetings. Terms of Elected Directors shall be staggered as follows:

- 5.12.1 the Director () (Ontario), Director () (Atlantic), and four Directors at Large will be elected to the Board () at alternate Annual Meetings to those listed in section () 5.12.2 below;
- 5.12.2 the Director () (West), Director () (Quebec), Director () (Coach) and three Directors at Large will be elected to the Board () at alternate Annual Meetings to those listed in section () 5.12.1 above.

5.13 All elections of Elected Directors shall be determined by Ordinary Resolution (), and the voting procedure shall be prescribed by the Board ().

5.14 In the voting for the Elected Directors, the scrutineer(s) shall accept and count only those ballots that are cast for a full slate of positions listed on a ballot.

5.15 Elections will be held as required in following order and will be conducted on separate secret ballots:

- Director () (Ontario) and Director () (Atlantic) or Director () (West) and Director () (Quebec)
- Director () (Coach)
- Directors at Large

5.16 Notwithstanding sections 5.4 to 5.6, any validly nominated candidate who runs for but fails to be elected to the position of Director () (West), Director () (Quebec), Director () (Ontario), Director () (Atlantic), or Director () (Coach) may choose, if otherwise eligible, to stand for election as Director () at Large.

Additional Directors

5.17 The Board () may by Ordinary Resolution () appoint one or more directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting (). The total number of Additional Directors may not exceed one-third (1/3) of the number of Elected Directors elected at the previous Annual Meeting ().

5.18 The Board () may not appoint the same individual as an Additional Director () for more than two (2) consecutive terms in accordance with section () 5.17 nor appoint an individual who has as of the immediate prior Annual Meeting () served the maximum allowable consecutive terms as an Elected Director (), unless that individual reached the limit of allowable consecutive terms and is elected by the Directors to serve in the position of President ().

5.19 Subject to Section () 5.10, an individual who has served as an Additional Director () for two (2) years in succession and who subsequently seeks election as an Elected Director () will only be eligible for three (3) two-year (2-year) terms as an Elected Director (). If an Additional Director () is neither a Registrant () nor Skate Canada Coach () at the time of their appointment, they must become a Registrant () promptly after their appointment and remain in Good Standing ().

Resignation, Vacating and Removal

5.20 A Director () may resign from the Board () at any time by presenting their notice of resignation to the Board (). Such resignation will become effective as of the date on which the notice is received by the Board (). If a Director () resigns, their position as an Officer () (if any) will automatically and simultaneously be terminated.

5.21 The position of Director () shall be automatically vacated:

- if the Director () is found by a court in Canada or in another country to be of unsound mind;
- if the Director () is found guilty of a relevant criminal offence;
- on death or permanent disability that prevents carrying out the duties of a Director (); or

- if the Director () becomes bankrupt.

Vacancies

5.22 Where the position of a Director () becomes vacant for whatever reason before their term is complete, the Board () may by Ordinary Resolution () appoint a qualified person to fill the vacancy until the next Annual Meeting (). If there is a further year remaining in such Director ()'s term, an election will be held to fill the remainder of their term.

5.23 Where the position of President () becomes vacant, the Board () may elect by Ordinary Resolution () of the Directors a qualified person from the Board () to fill the position.

Powers of the Board

5.24 Except as otherwise provided in the Act () or the Bylaws, the Board () has the authority to exercise the powers of Skate Canada and may delegate () any of its powers, duties and functions. Inter alia:

- 5.24.1 The Board () will set and monitor the accomplishment of the vision, mission, values (or their equivalent) and strategic direction of Skate Canada;
- 5.24.2 The Board () will provide continuity for Skate Canada by ensuring its financial health;
- 5.24.3 The Board () may employ or engage under contract such persons as it deems necessary to carry out the work of the Board ();
- 5.24.4 The Board () may make policies governing the management of the affairs of Skate Canada, inclusive of the affairs managed by the Sections of Skate Canada;
- 5.24.5 The Board () may determine registration procedures and fees, dues, assessments, charges and other registration requirements for Members () and Registrants;
- 5.24.6 The Board () may make policies relating to the discipline of Members () and Registrants and will have the authority to discipline Members () and Registrants in accordance with such policies;
- 5.24.7 The Board () may make policies relating to the management of disputes within Skate Canada and all disputes will be dealt with in accordance with such policies;
- 5.24.8 The Board () may borrow money upon the credit of Skate Canada as it deems necessary in accordance with the Bylaws; and
- 5.24.9 The Board () may perform any other duties from time to time as may be in the best interests of Skate Canada.

Meetings of the Board

5.25 The President () or any four (4) Directors may call a meeting of the Board ().

5.26 Notice of meetings of the Board () will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board () is required if all of the Directors are present and none objects to the holding of the meeting, or if those Directors who are absent consent to the holding of such meeting

5.27 At any meeting of the Board (), quorum will be a simple majority of Directors holding office.

5.28 The Board () may meet by teleconference or other electronic modality that permits each individual present to communicate adequately with each other, provided that:

- each such individual has equal access to the specific electronic modality to be used; and
- the Directors address the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording events ().

5.29 Each Director () is entitled to one vote. Voting will be by majority. Votes may be cast by secret ballot if a majority of Directors present at the meeting so request. The meeting chair may vote only when the vote would change the result. Therefore the meeting chair may vote to break a tie, and thus pass the motion or to create a tie, and thus defeat a motion. A Director () participating in a meeting either by teleconference or other electronic modality shall be deemed to have been present at that meeting.

5.30 Meetings of the Board () will be closed to Members () and the public except by invitation of the Board ().

5.31 The President () shall chair meetings of the Board (). In the absence of the President (), the Directors shall appoint a chair for a meeting from among those Directors present.

Article 6: Officers

6.1 Officers (including the President ()) shall be appointed by the Board () by Ordinary Resolution ().

6.2 Two (2) or more offices of Skate Canada may be held by the same person and a person appointed as an Officer () (other than the President ()) need not be a Director ().

6.3 The President () shall ensure that the Board () functions in accordance with its policies governing its own performance, ensure the execution of decisions made by the Board (), sign all documents that require signature, fulfill all duties inherent to the office of President (), and shall have such other powers and duties as may be assigned by the Board ().

6.4 The Board () may vest in a Director () all powers and authorize such person to perform all duties of the President () in the latter's absence or inability or refusal to act ().

6.5 Any Officer () (including the President ()) may be removed by Ordinary Resolution () of the Board (), provided that such Officer () has been provided 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 serving as a Director () pursuant to Section () 5.10, and that person ceases to be the President () for any reason, that person shall be deemed to have resigned as a Director ().

6.6 No Director () (including the President ()) may serve as CEO () unless a period of at least twelve (12) months has passed since that person vacated their position as Director () (and, when applicable, President ()).

Article 7: Committees

The Board () may from time to time appoint any committees, or other advisory bodies, as it deems necessary or appropriate for such purposes and such powers as the Board () shall see fit. Any such committee may formulate its own rules of procedure, subject to such directions as the Board () may from time to time make. Any committee member () may be removed by Ordinary Resolution () of the Board ().

Article 8: Division of Sections

8.1 Skate Canada is divided into ten (10) geographic jurisdictions (Provincial/Territorial Sport Organizations). These shall be as follows:

1. **BRITISH COLUMBIA/YUKON:** all Clubs ()/Skating Schools in the Province of British Columbia and the Yukon Territory;
2. **ALBERTA/NWT/NUNAVUT:** all Clubs ()/Skating Schools in the Province of Alberta, the Northwest Territories and Nunavut Territory;
3. **SASKATCHEWAN:** all Clubs ()/Skating Schools in the Province of Saskatchewan;
4. **MANITOBA:** all Clubs ()/Skating Schools in the Province of Manitoba;
5. **ONTARIO:** all Clubs ()/Skating Schools in the Province of Ontario;
6. **QUEBEC:** all Clubs ()/Skating Schools in the Province of Quebec;
7. **NEW BRUNSWICK:** all Clubs ()/Skating Schools in the Province of New Brunswick;
8. **NOVA SCOTIA:** all Clubs ()/Skating Schools in the Province of Nova Scotia;
9. **PRINCE EDWARD ISLAND:** all Clubs ()/Skating Schools in the Province of Prince Edward Island;
10. **NEWFOUNDLAND AND LABRADOR:** all Clubs ()/Skating Schools in the Province of Newfoundland and Labrador.

8.2 The affairs of each Section () shall be managed in accordance with their bylaws, and respective provincial / territorial statutes and regulations for non-profit and sport organizations..

8.3 Affiliations with a Section () shall be considered as follows:

- each Club () and Skating School () in Good Standing () with its registered address being within a particular province or territory shall be a member () with the applicable Provincial/Territorial Sport Organization;
- each Registrant () in Good Standing () who has registered with a Club () or Skating School () in a particular Section () shall be a Registrant () of that Section ();
- each Skate Canada Coach () who has registered with Skate Canada as being resident within a particular Section () shall be affiliated with that Section ().

Article 9: Conflict of Interest

9.1 Directors and Officers of Skate Canada shall comply in all respects with applicable rules of law and equity concerning

conflicts of interest including, without limitation, section () 141 of the Act ().

9.2 The Board () shall promulgate and enforce corporate policies regarding conflicts of interest, and every Officer (), Director (), Member (), Skate Canada Coach (), Registrant (), Delegate (), Section chair (), and employee of Skate Canada shall comply with such corporate policies to the extent applicable to them.

9.3 Every Director (), Officer (), Member (), Skate Canada Coach (), Registrant (), Delegate (), Section chair (), and employee of Skate Canada shall report to the Board () any conflict of interest, whether confirmed or suspected, actual or inchoate, affecting any Director () or Officer () (a “Real or Potential Conflict”).

- 9.3.1 Upon becoming aware of a Real or Potential Conflict, the Board () shall investigate the matter and shall, in writing, determine whether the matter involves a conflict of interest or not.
- 9.3.2 If a conflict of interest is found to exist, the Board (), not including any Director () implicated in the conflict of interest, shall, in writing, report upon the legal consequences of the matter and issue recommendations to manage the conflict. The Board ()’s written report and recommendations shall be provided to all interested parties, who shall be granted a full and fair opportunity to be heard.
- 9.3.3 The Board () shall reasonably consider any submissions received from the interested persons and shall revise its report and recommendations as it may find necessary.
- 9.3.4 If any Director () or Officer () thereafter fails to comply promptly with the Board ()’s recommendations, as revised, such Director () or Officer () shall be deemed not to have complied with section () 141 of the Act ().
- 9.3.5 If a Director () or Officer () has been found by the Board () to be in a conflict of interest and the Director () or Officer () has failed to comply with the Board ()’s recommendations, all as set out above, then the Board () (not including any Director () implicated in the conflict of interest) shall have the power to exclude the Director () or Officer () from meetings, deliberations, and other discussions of the Board () to the extent required to attenuate the conflict of interest and to ensure compliance with the Board ()’s said recommendations.
- 9.3.6 The Board () may delegate () its duties under this section () 9.3 to a committee of the Board () and may retain legal counsel.

Article 10: Finance

10.1 The financial year of Skate Canada shall be April 1 to March 31, or such other period as the Board () may from time to time determine.

10.2 The banking business of Skate Canada shall be conducted at such financial institutions as the Board () may designate from time to time by Ordinary Resolution ().

10.3 Skate Canada will send to the Members () a copy of the annual financial statements at least twenty-one (21) days before the Annual Meeting ().

10.4 The Board () may, without authorization by the Members (), borrow, raise or secure the payment of money in such manner as they think fit, and in particular but without limitation, the Board () may from time to time borrow money on the credit of Skate Canada.

10.5 From time to time the Board () may authorize a Director (), Officer (), or employee of Skate Canada to sign for and on behalf of Skate Canada all cheques, contracts, leases, mortgages and similar documents or to sign a specific instrument or contract on behalf of Skate Canada. Any instruments or contracts so signed will be binding upon Skate Canada without any further authorization or formality. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any authorized signatory may certify a copy of any instrument, resolution, Bylaw or other document of Skate Canada to be a true copy thereof..

10.6 All Directors and Officers who are not employed by Skate Canada and members () of committees (as considered in Article 7 hereof) or sub-committees will serve as such without remuneration and will not directly or indirectly receive any profit from their respective positions as such; provided that such Directors, Officers, or members () of committees or sub-committees may be paid reasonable expenses incurred in the performance of their respective duties.

Article 11: Corporate

11.1 The business and affairs of Skate Canada will be carried on without the purpose of gain for its Members () and any profits or other accretions to Skate Canada will be used in promoting its purposes.

11.2 The registered office of Skate Canada will be located in Ontario at such address as the Board () may determine.

11.3 Skate Canada may have a corporate seal in the form approved by the Board (). If a corporate seal is approved by the Board (), the Board () shall from time to time by resolution provide for its custody and use.

11.4 The necessary books and records of Skate Canada required by the Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board () and records of Skate Canada will be available to the Board (), each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the registered office of Skate Canada in accordance with the Act ().

Article 12: Amendment of Bylaws

12.1 Except for the items set out in Article 13 hereof, Bylaws may be proposed, amended or repealed by Ordinary Resolution () of the Directors at a meeting of the Board (). The Directors will submit the Bylaw proposal, amendment, or repeal to the Members () at the next Members ()' Meeting, and the Members () may, by Ordinary Resolution (), confirm, reject or amend the Bylaw proposal, amendment or repeal. The Bylaw confirmation, amendment, or repeal is effective from the date of the Ordinary Resolution () of the Directors. The Bylaw confirmation, amendment or repeal ceases to have effect if it is not submitted to the Members () at the next Members ()' Meeting or if it is rejected by the Members () at such meeting.

12.2 Proposals, amendments, or repeals to the Bylaws ("Bylaw Proposals") may be submitted by the Board (), by a Section (), by a Club () or Skating School () in Good Standing (), or by a Skate Canada Coach (). A Bylaw proposal, amendment, or repeal submitted by a Section () must be signed by its Section chair (). A Bylaw proposal, amendment, or repeal submitted by a Club () or Skating School () must be signed by its president () or owner. A Bylaw Proposal submitted by a Skate Canada Coach () must be signed by such Professional Coach.

12.3 Bylaw Proposals shall be made in accordance with the procedures set forth in section () 163 (and any related provisions) of the Act () for the making of proposals by members (), it being understood that references to members () in section () 163 shall be read mutatis mutandis to mean a Section (), a Club () or Skating School () in Good Standing (), or a Skate Canada Coach ().

Article 13: Fundamental Changes

In accordance with subsection 197(1) (Fundamental Changes) of the Act (), a Special Resolution () of the Members () is required to make the following fundamental changes to the Articles () or Bylaws:

1. Change Skate Canada's name;
2. Change the province in which Skate Canada's registered office is situated;
3. Add, change, or remove any restriction on the activities that Skate Canada may carry on;
4. Create a new class or group of Members ();
5. Change a condition required for being a Member ();
6. Change the designation of any class or group of Members () or add, change, or remove any rights and conditions of any such class or group;
7. Divide any class or group of Members () into two or more classes or groups and fix the rights and conditions of each class or group;
8. Add, change, or remove a provision respecting the transfer of Membership ();
9. Increase or decrease the number of, or the minimum or maximum number of, Directors;
10. Change the statement of purpose of Skate Canada;
11. Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of Skate Canada;
12. Change the manner of giving notice to Members () entitled to vote at a Members ()' Meeting;
13. Change the method of voting by Members () not in attendance at a Members ()' Meeting; or
14. Add, change, or remove any other provision that is permitted by the Act () to be set out in the Articles ().

Article 14: Notice

14.1 In the Bylaws, written notice will include notice that is provided by telephonic, electronic, or other communication modality to each Member (), Director (), or Officer (), as the case may be. If a person requests that notice be given to that person by non-electronic means, such notice will be sent by mail, courier, or personal delivery.

14.2 Date of notice will be the date on which notice is given by personal delivery, one (1) day after the date on which the notice is delivered by telephonic, electronic or other communication modality, two (2) days after the notice is couriered, and five (5) days after the date that the notice is mailed.

14.3 The non-receipt of any notice where Skate Canada has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance, will not invalidate any action taken at any meeting to which the notice pertained.

Article 15: Dissolution

Upon the dissolution of Skate Canada, any funds or assets remaining after paying all debts will be distributed in accordance with the Act ().

Article 16: Indemnification

16.1 Every Director () and Officer () of Skate Canada, in exercising such person's powers and discharging such person's duties, shall act () honestly and in good faith with a view to the best interests of Skate Canada and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director () and Officer () of Skate Canada shall comply with the Act (), the regulations, Articles (), and this Bylaw.

16.2 Provided that the standard of care required of the Director () or Officer () under the Act () and this Bylaw has been satisfied, no Director () or Officer () shall be liable for the acts, receipts, neglects or defaults of any other Director () or Officer () or employee, or for joining in any receipt or other act () for conformity, or for any loss, damage or expense happening to Skate Canada through the insufficiency or deficiency of title to any property acquired for or on behalf of Skate Canada, or for the insufficiency or deficiency of any security in or upon which any of the money of Skate Canada shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of Skate Canada shall be deposited, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director ()'s or Officer ()'s own negligence or willful misconduct or otherwise result from the Director ()'s or Officer ()'s failure to act () in accordance with the Act () or the regulations.

16.3 Subject to the Act (), Skate Canada shall indemnify a Director () or Officer () of Skate Canada or a former Director () or Officer () of Skate Canada and their heirs, executors and administrators against all costs, charges and expenses reasonably incurred, which shall include legal fees by the individual in respect of any civil, criminal, administrative, investigative or other proceeding to which the individual is made a party or involved in by reason of being or having been a Director () or Officer () of Skate Canada (excluding any proceeding by or on behalf of Skate Canada to obtain a judgment in favour of Skate Canada and excluding any proceeding initiated by such individual other than to establish a right of indemnification under this Bylaw), if:

16.3.1 the individual acted honestly and in good faith with a view to the best interests of Skate Canada; and

16.3.2 in the case of a criminal or administrative action or investigative or other proceedings that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

16.4 With respect to the defence by a Director () or Officer () or a former Director () or Officer () of any claims, actions, suits or proceedings, whether civil or criminal, for which Skate Canada is liable to indemnify a director () or officer () pursuant to the terms of the Act (), the Board () shall authorize Skate Canada to advance to the Director () or Officer () or former Director () or Officer () such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director () or Officer () or former Director () or Officer () to Skate Canada disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. Such authorized legal fees shall be reimbursed as they are incurred.

16.5 The individual shall repay any monies received from Skate Canada in respect of any proceeding forthwith if:

16.5.1 or other competent authority has determined that such indemnity is prohibited under the Act () or any other applicable law; or

16.5.2 if the individual has not been substantially successful on the merits in the defence of any such proceeding, unless the individual fulfils the conditions set out in sections 16.3.1 and 16.3.2 and was not judged by a court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.

Article 17: Adoption of these Bylaws

17.1 This Bylaw was ratified by an Ordinary Resolution () of the Members () at a Meeting duly called and held on **May 25, 2024**.

17.2 In ratifying this Bylaw, the Members () repeal all prior Bylaws, provided that such repeal shall not impair the validity of any action performed pursuant to the repealed Bylaws.