

**BY-LAWS OF THE  
NORTH BAY SKATING CLUB**

**DEFINITIONS AND INTERPRETATION**

**1. Definitions:**

- (i) **Act** means the *Not-for-Profit Corporations Act, 2010* (Ontario) as amended or replaced from time to time.
- (ii) **Annual Meeting** means a meeting of the Members held each year at which elected Directors are elected and the person to conduct a review engagement of the Club is appointed.
- (iii) **Articles** means any instrument that incorporated the Club or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, letters patent or supplementary letters patent.
- (iv) **Board** means the board of directors of the Club.
- (v) **By-laws** means these by-laws of the Club as amended from time to time.
- (vi) **Club** means the North Bay Skating Club.
- (vii) **Club Fees** - Skate Canada, Skate Ontario, any Club associated fees which includes but is not limited to such items as: registration, fundraising, coaching invoices.
- (viii) **Director** means a director elected onto the Board by membership or at a members meeting who has been registered with Skate Canada by the club. Registration fees are paid by the club.
- (ix) **Member** means member of the Club, and **Member** and **Membership** shall have corresponding meanings.
- (x) **Members' Meetings** include Annual Meetings and Special Meetings and Board of Directors Meetings.
- (xi) **Officer** - means a director on the board elected by the board to hold an officer position as defined in by-law 17.
- (xii) **Official** - is an official Member who is a registered member of Skate Canada through the club. The club is not responsible for registration fees of officials.
- (xiii) **Ordinary Resolution** means a resolution that is submitted to a Members' Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least a majority of the votes cast.
- (xiv) **Skate Canada** means Skate Canada, the sport governing body (national sport organization) for figure skating in Canada.
- (xv) **Skate Ontario** means Skate Ontario, the sport governing body (provincial sport organization) for figure skating in Ontario.

(xvi) **Special Meeting** means any meeting of the Members other than an Annual Meeting.

**2. Affiliations:** The Club is a member of Skate Canada and a member of the Skate Ontario. As such, it is bound by and will operate in compliance with the applicable bylaws, rules, regulations, policies and procedures of Skate Canada and Skate Ontario.

**3. Compliance with By-Laws and Policies:** The Club shall operate in strict compliance with applicable bylaws, rules, regulation(s), policies and procedures of Skate Canada and Skate Ontario. Any Club bylaw, rule, regulation, policy or procedure that is inconsistent with the bylaws, rules, regulations and policies of Skate Canada and Skate Ontario will, to the extent of the inconsistency, be deemed to be void and will be superseded by the Skate Canada or Skate Ontario regulation provided that it is acknowledged that any provincial statute governing the Club has precedence over any inconsistent Skate Canada bylaw, rule, regulation, policy or procedure relating to the Club.

## MEMBERSHIP

### **By-law 1 – Club Membership**

A *Club Member* is an individual who belongs to the Club, supports its purpose, and participates in its activities. Membership is open to those who meet the Club's registration requirements, pay applicable fees, and agree to follow the Club's by-laws, policies, and the rules of Skate Canada and Skate Ontario.

### **By-law 2 – Skate Canada Rules and Regulations and Club By-Laws and Rules**

All Members shall uphold, observe and abide by the rules and regulations of Skate Canada and Skate Ontario, the By-laws, and such rules as are established from time to time by the Board.

### **By-law 3 – Skate Canada Fees**

Members shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as established from time to time by Skate Canada. The Club shall pay such fees and such other charges as shall be required of clubs from time to time by Skate Canada (if any).

### **By-law 4 – Setting of Club Fees, Rules and Skating Hours**

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

**By-law 5 – Member in Good Standing** To be considered to be a Member in good standing, a Member must pay club fees as determined by the Board from time to time, must not have had their membership suspended, and must not have been declared not to be in good standing. Members will not be permitted to take part in any club activities if club fees are not paid on the date set for payment. Members in arrears may have their membership terminated in accordance with By-Law 6.

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, terminated, or had other membership restrictions or sanctions imposed;
- c) Has complied with the by-laws, policies, and rules of the club;
- d) Has paid all required club fees.

### **By-law 6 – Member Discipline and Termination of Membership**

The board may discipline a Member (including suspending a member's membership or declaring the member not to be in good standing) or terminate a Member's membership in accordance with this by-law(6). The board shall adopt a policy regarding discipline or termination of Members which policy shall be consistent with this by-law(6) and with relevant Skate Canada policy and procedures. Without limiting the discretion of the board or the reasons for which discipline or termination may occur, the following is a non-exhaustive list of examples of situations which may lead to discipline or termination: a Member failing to pay club fees as they become due; a Member acting contrary to the Club Code of Conduct; or a Member acting contrary to the rules and regulations of Skate Canada.

Discipline of a Member or termination of a Member's membership may only occur if:

- (a) the relevant Member is given at least fifteen (15) days' written notice of the proposed discipline or termination with reasons; and
- (b) the Member is given an opportunity to submit a written statement to the board not less than five (5) days before the proposed discipline or termination becomes effective.

### **By-law 7 – Classes of Club Membership**

There will be one (1) class of voting membership, the members of which are called "Voting" and one (1) class of non-voting membership, the members of which are called "Non- Voting Members". Members cannot hold membership in more than one class.

#### **i) Voting Membership**

An individual is automatically deemed to be a Voting Member and entitled to one (1) vote at each member's meeting in any of the following situations:

- a) a Director/Officer, for so long as he or she remains a Director/Officer.
- b) a Skater who is 18 years of age or older, registered for the duration of the Fall/Winter session who has paid all relevant club fees.
- 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 Fall/Winter Session. For greater certainty, there is one (1) vote per family regardless of how many children are registered with the club.

#### **ii) Non-Voting Membership**

An individual is automatically deemed to be a non-voting Member and is not entitled to vote at any member's meetings in any of the following situations:

- a) A skater who is under the age of 18 at the time of registration is automatically deemed to be a Non-Voting Member for the duration of the current Skating Year.
- b) A skater who is 18 years of age or parent or legal guardian whose child(children) is (are) under the age of 18 and registered as a skater(s) with Skate Canada through another HOME club who have paid relevant club fees.
- c) Official Member.

## **GOVERNANCE**

**By-law 8 - Directors, Officers, Committee Members, and Skate Canada Club Delegate** The Directors, Committee members (including Committee chairs), and the Skate Canada Club Delegate must be Members in good standing, be registered as members of Skate Canada, and be of legal age.

**By-law 9 – The Board Composition** The Board shall manage or supervise the management of the activities and affairs of the Club. Subject to the Articles, the Board of Directors will be composed of: not less than three (3) and not more than nine (9) elected Directors and include at least the officer positions outlined in By-law 17.

**By-law 10 – Director Qualifications**

An individual is disqualified from being a Director if they:

- (a) are under eighteen (18) years old;
- (b) are a person who has been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property;
- (c) are a person who has been found to be incapable by any court in Canada or elsewhere; and
- (d) have the status of a bankrupt; or
- (e) are in the same immediate family as another Director.
- (f) are a coach under contract with the Club.

A Board decision as to whether or not an individual is qualified to be a Director is final.

**By-law 11 – Director Consent**

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 provision, the election or appointment is valid.

**By-law 12 – Holding of the Office of Elected Director**

Each of the Directors, other than the immediate Past President shall be elected as a Director for a two (2) year term or until they or their successors have been duly elected in accordance with these By-laws unless they resign or are removed from or vacate their office. Their lifetime number of terms shall be limited to two (2) consecutive terms in any one position and three (3) terms total unless approved by the membership. The immediate Past President shall hold office until a new President has been duly elected but may be only appointed for a maximum of one (1) year. They shall be ex-officio and not have a vote. A Director who is removed from their position shall not be considered for re-election or to hold a Director position.

**Director terms:**

- a. Odd years - The officer positions of President, Secretary, and 2 Directors are elected.
- b. Even years - The positions of Treasurer, Vice-President, and 3 Directors are elected.
- c. Odd and even years determined by the year at the beginning of the season.

**By-law 13 – Quorum and Voting at Members Meetings**

A quorum for members meetings shall be a majority of the Directors then in office. At Board meetings, every question shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote, and the relevant motion shall be deemed to have been defeated.

**By-law 14 – Board - Vacancies**

The office of a Director shall be automatically vacated if the Director:

- (a) dies;
- (b) resigns in writing (provided that 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) is removed by the Members in accordance with By-Law 16;
- (d) becomes disqualified under By-Law 10;

So long as there is a quorum of Directors in office, a vacancy on the Board among elected Directors occurring between Annual Meetings may be filled, until the next Annual Meeting, by a majority vote of the all remaining Directors by secret ballot during an in-camera session during a board of director meeting provided notification of nomination and proposed election has been issued to remaining Directors at least fourteen days prior to the meeting.

#### **By-law 15 – Director Absenteeism**

If a Director is absent for more than three (3) Board meetings that have been scheduled with at least fourteen days notice, without good cause and/or without prior notification to the President, then the President shall discuss with the relevant Director the need for a Director to act with due diligence and the options available to remedy the situation including to but not limited to consideration for removal as outlined in by-law 16.

#### **By-law 16 – Removal of a Director**

A Director member may be removed from their respective position if they are found to be in breach of the North Bay Skating Club Member Code of Conduct during the Directors term(s).

I. A breach of the Code of Conduct can be brought to the attention of the President or the Vice-President by two or more members of the board.

(a) The President or Vice-President will address the breach with the board member and engage in a resolution of the issue. If a resolution cannot be agreed upon, the issue will be brought to the attention of the board at an in-camera session at the next board meeting.

(b) A vote will be held to determine if a breach was conducted by the involved board member. If the majority votes in favour of the breach, this will be considered a 1st offense by the board member.

II. If a second possible breach is brought forward by two or more members of the board, the steps outlined in By-law 16, I(a) and I(b) will be followed. If the matter is brought to a vote of the board and it is found the Member was in breach of the Code of Conduct, this will be considered a 2nd offense by the board member. A written notice of the 1st and 2nd offenses will be sent to the Member by the President or Vice President.

III. If a third possible breach is brought forward by two or more members of the board, the steps outlined in By-law 16, I(a) and I(b) will be followed. If the matter is brought to a vote of the board and it is found the Member was in breach of the Code of Conduct, this will be considered a 3rd offense.

(a) With the finding of a 3rd offense, the board Member will be removed from the position. This decision will be reflected in the open minutes of a member meeting.

(b) The vacant position on the board may be filled through an election process held during a Special Meeting of the membership.

### **By-law 17 – Officers**

The officers of the Club shall be:

- (i) the President
- (ii) the Vice-President
- (iii) the Secretary
- (iv) the Treasurer; and
- (v) the Past President - ex-officio

In accordance with the Act, the Board shall appoint the President as chair of the Board. If the board is comprised of the minimum of 3 Directors, they must hold the positions of President, Secretary, and Treasurer.

### **By-law 18 – Role of Certain Officers/Directors**

(i) Responsibilities of the President of the board shall include:

- a) To convene and chair the board in regular meetings and planning sessions
- b) To monitor the progress of committees to ensure their work aligns with organizational missions and goals
- e) Communicate information and news from the board about the Club to the membership
- f) Notify the membership of any member's meeting where participation of the membership is required.

(ii) Responsibilities of the Vice President of the board shall include:

- a) To act as president in their absence.
- b) To assist the President as assigned.

(iii) Responsibilities of the Past President of the board shall include:

- a) To act as president in their absence.
- b) To ensure continuity during governance transitions and organizational change and to provide continuity by providing historical context to issues

(iv) Responsibilities of the Treasurer of the board shall include:

- a) Be responsible for the safe control of all Club funds
- b) To prepare, coordinate and monitor the budget
- d) To prepare and keep financial records
- e) To present current financial statements to the board at each of the monthly board meetings
- f) To settle all accounts
- g) To collect Club fees and other monies; look after payment of bills and assessments
- h) To work closely with the board in setting Club fees
- i) Be responsible for arranging for unaudited annual financial statements
- j) Be responsible for working with the city to ensure licensing and reporting on proceeds

(v) Responsibilities of the Secretary shall include:

- a) To deal with all correspondence subject to the approval of the President or the President's delegate to the committee at least three (3) days prior to the next scheduled meeting
- b) To keep a record of attendance, regrets and votes registered in advance
- c) To receive any notices of motion or other communications from committees, and distribute them to the board committee
- d) To keep an organized file of minutes and correspondence
- e) To assist the President in compiling meeting agendas

- g) To record, type, and circulate minutes of all member's meetings
- h) To have available at meetings such records deemed necessary (i.e. Constitution, by-laws, past minutes and pertinent correspondence)
- i) shall be responsible for submitting to Skate Canada and to Skate Ontario such reports as are required by relevant rules and regulations.

(vi) Responsibilities of the BINGO Representative shall include:

- a) To be accountable for the Club's interest
- b) To organize and schedule parents and other volunteers for all bingos
- c) Consult closely with the board to keep them apprised of the volunteer participation, bingo requirements, and other information required for participation with the association.

**By-law 19: Other Director Positions:** The other Directors' positions/responsibilities may consist of, but are not required as part of the board:

- a) Registration Chair
- b) Test Chair
- c) Synchronized Skating Chair
- d) Communications/Marketing Chair
- e) StarSkate Chair
- f) Fundraising Chair
- g) Bingo Representative
- h) Coach Liaison

The Chairs may lead committees of volunteers.

**By-law 20 – Committees – President as Committee member**

By virtue of holding the office of President, the President shall be a member of all Committees.

**By-law 21 – Committees - Appointment**

The President shall appoint the chair of each Committee who shall have such duties as determined by the Board or as assigned by the President from time to time. All Committee chairs must submit the names of their Committee members to the President for approval.

**By-law 22 – Committees: Eligibility to Serve**

Each Committee member must be of legal age (18 years and older) and a Member in good standing.

**LIABILITY**

**By-law 23- 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 their own risk. The Club shall participate in the Skate Canada Club Liability and Member Accident Insurance programs.

**By-law 24 – Directors and Officers Protections**

- (a) Every Director or officer or former Director or officer of the Club 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.

- (b) The Club may advance money to an individual referred to in subsection (a) above 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 fulfill the conditions set out in subsection (c) below.
- (c) The Club shall not indemnify an individual under subsection (a) above unless:
- (i) the individual acted honestly and in good faith with a view to the Club's best interests 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.
- (d) Subject to the Act, the Club may purchase and maintain insurance for the benefit of an individual referred to in subsection (a) above, against any liability incurred by that individual in the individual's capacity as a Director or an officer of the Club.
- (e) No act or proceeding of the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of irregularity in regard to such act or proceeding or the qualification of a Director.
- (f) Directors may rely upon the accuracy of statement or report prepared by the person appointed to conduct a review engagement of the Club and shall not be responsible or held liable for loss or damage resulting for acting upon such statements or reports.

## **SKATE CANADA CLUB DELEGATE**

### **By-law 25- Skate Canada Club Delegate**

The Skate Canada Club Delegate or alternate shall be appointed annually by the Board. The Skate Canada Club Delegate need not be Director. Skate Canada National Office shall be advised of the appointed Skate Canada Club Delegate's name. The Skate Canada Club Delegate shall report on activities at relevant Skate Canada meetings and shall be entitled to receive compensation for pre-approved expenses related to attendance at required meetings.

## **MEMBERS' MEETINGS**

### **By-law 26 – Timing, Quorum, Special Meeting Request**

An Annual General Meeting shall be held within 90 days of the July 31<sup>st</sup> close of the skating season. Special Meetings may be held from time to time upon the call of the Board or upon written request of 10 percent of voting Members in good standing. A quorum for any Members' Meeting shall be 10 percent of voting Members in good standing.

### **By-law 27 – Written Notice**

Written notice of all Members' Meetings shall be provided at least 10 days (and not more than 50 days) in advance to each voting Member. The notice shall include the time and place of the Members' Meeting, the agenda, (as applicable) full details of any proposed amendments to these By-laws, and (as applicable) a complete list of the candidates nominated for elections.

### **By-law 28 – Voting on Club Elections**

Voting on club elections shall be by secret ballot and a majority of the votes cast shall elect a candidate. Nominations shall be administered in accordance with By-Law 46; for greater certainty, if there is a Nominating Committee in place, nominations from the floor at the Annual Meeting will not be accepted.

#### **By-law 29 - Order of Business**

The order of business at Annual Meetings and at Special Meetings shall be as follows:

- Reading of the Notice of Meeting
- Quorum
- Approval of Agenda
- Minutes of the preceding Members' Meeting
- Board Report
- Other Reports
- Amendments (if any) to the Articles or By-laws
- Election of Nominated Directors
- Appointment of the person appointed to conduct a review engagement of the Club (and authorizing the Board to set such person's remuneration)
- New Business

#### **By-law 30 – Meetings by Telephonic or Electronic Means**

If the Directors call a Members' Meeting, the Directors may determine that the Members' Meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the Members' Meeting. Any person entitled to attend a Members' Meeting may participate in the Members' Meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the Members' Meeting if the Club makes such means available. A person so participating in a Members' Meeting is deemed to be present at the Members' Meeting.

#### **By-law 31 – Votes by Telephonic or Electronic Means**

The Board may determine that a Membership vote or votes regarding any matter(s) properly brought before the Members is or are conducted entirely by telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

### **AMENDMENTS**

#### **By-law 32 – Right to Submit, Process for Submitting**

Any Member in good standing may make a proposal for an amendment to the Articles of the Club or to the By-laws as contemplated by the Act. For greater certainty, no amendment to the articles of the Club or to the By-laws shall be accepted from the floor at any Members' Meeting.

#### **By-law 33 – Interim Amendments**

By-laws may be enacted or amended by a majority vote of the Board whenever required. Such by-laws or amendments must be presented at the next Members' Meeting for confirmation by the Members. If they fail to be confirmed, they may not be proposed again by the Board for one (1) calendar year and they shall not be effective until confirmed by the Members in accordance with By-Law 35.

#### **By-law 34 – Voting of Amendments**

Any amendment, to be accepted or confirmed, must pass by a majority of those voting at a Members' Meeting duly called for the purpose.

#### **By-law 35 – Effective Date of Amendments to By-Laws**

All By-law amendments become effective immediately following the Annual Meeting if they are confirmed by the Members unless the motion of amendment specifies otherwise. All such amendments shall be submitted to the Skate Canada National Office. Skate Canada reserves the right of refusal of any amendment. Such refusal shall only be made if the intent of such amendment is to violate, in principle or spirit, any Skate Canada rule, regulation and/or by-law.

**By-law 36 Robert's Rules of Order**

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.

**FINANCES**

**By-law 37 – Financial Year**

Until otherwise determined by the Board, the financial year of the Club shall end on the 31st day of July of each year.

**By-law 38 – Deposit of Funds**

The Board shall designate banks or other institutions into which funds (cheque, email money transfer (EMT) or other reviewable) of the Club may be deposited by the treasurer or his/her designate.

**By-law 39 - Disbursements**

All disbursements of club funds shall be by cheque/EMT or other reviewable record.

**By-law 40 – Financial Records**

A person appointed by the Members to conduct a review engagement of the Club shall review the financial statements of the Club each year and the unaudited financial statements shall be made available to the Membership in accordance with the Act.

**By-law 41 -Auditing**

An auditor appointed at the Annual General Meeting shall prepare a compilation statement of the financial transactions of the Club each year. The financial statements shall be made available to the members of the Club at the AGM.

**By-law 42 - Dissolution**

Upon the dissolution of the Club, after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a public benefit corporation (as that term is defined in the Act) with similar purposes to its own or to a Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own.

**By-law 43 - Remuneration**

All Board members will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board.

**By-law 44 - Conflict of Interest**

A Director, Officer or member of a Committee who has an interest (financial or otherwise), 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, shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction,

