

By-Laws of the Prescott Figure Skating Club Inc.
Amended May 23, 2023

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SECTION 1 – General

1.01 Definitions. In this by-law, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Club” means the Prescott Figure Skating Club.
- c. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- d. “Board” means the board of directors of the Prescott Figure Skating Club Inc.;

- e. “By-laws” means this by-law and all other by-laws of the Prescott Figure Skating Club Inc. as amended and which are, from time to time, in force;
- f. “Chair” means the chair of the Board;
- g. “Director” means an individual occupying the position of director of the Prescott Figure Skating Club Inc. by whatever name they are called;
- h. “Member” means a member of the Prescott Figure Skating Club Inc.;
- i. “Members” means the collective membership of the Prescott Figure Skating Club Inc.; and
- j. “Officer” means an Officer of the Prescott Figure Skating Club Inc.

1.02 Interpretation. Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Execution of Contracts. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

SECTION 2 – Directors

2.01 Election and Term. The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting. Directors shall serve for a period of one year. There is no limit on how many times a Director can be re-elected.

2.02 Vacancies. The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;

- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies. Vacancies occurring between any Annual General Meeting of the Club, may be filled, on an interim basis, until the next annual General Meeting by a majority vote of the remaining members of the Board of Directors or in the case of the Coaching Representative, by coaching staff.

2.04 Committees. Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

2.05 Committees: List

2.05.1 Finance Committee/Chair. This committee shall be responsible for preparing the Club's annual budget and supervising the finances of the club including the presentation of an independently reviewed annual statement of revenues and expenditures to its members.

2.05.2 Nominating Committee. This committee is responsible for selecting at least a full slate of candidates for election to the Club Board of Directors and shall present such a slate to the Board of Directors no later than 21 days before an Annual Meeting in the year which an election is to be held. The nominating committee shall consist of a minimum of two members, one from the Board of Directors and one from the membership. Other nominations may be made by any member in good standing by a written submission to the nominating committee at least 3 days before the Annual

Meeting. Each nominee must indicate acceptance in writing prior to the commencement of elections. Nominations from the floor at the Annual Meeting will not be accepted.

2.05.3 Membership Committee/Chair. This committee is responsible for promoting and developing membership in the club by informing the public of club programs, special activities and dates of club registrations. It is also responsible for ensuring submission of club and member registrations to Skate Canada.

2.05.4 Skating Programs Committee/Chair. In consultation with the club coaching staff the committee shall coordinate and oversee implementation and delivery of all Skate Canada skating programs including but not limited to CanSkate, CanPowerSkate, Synchronized Skating, STARSkate, Competitive Skate, and Talent Identification and Development. The committee will conduct Skater/Parent Information sessions. It is also responsible for ordering supplies, maintaining skaters progress records, and offering well organized, high quality, standardized skating programs that are fun for participants, coaches and volunteers.

2.05.5 Ice Show Committee. This committee shall be responsible for planning the annual ice show in consultation with the professional coaches. The Ice Show Committee with have at least three Board members.

2.06 Committees: President as ex-officio member. The President shall be an ex-officio member of all committees.

2.07 Committees: Appointment and Responsibilities. The President shall appoint standing committee Chairs who shall look after duties assigned to them. All Committee Chairs must submit the names of their committee members to the President for approval.

2.08 Committees: Eligibility to Serve. All Club Board of Directors and members of Committees shall be eligible persons and shall be of legal age (18 years). They must be members in good standing of the club and be Associate Members of the Association.

SECTION 3 – Board Meetings

3.01 Annual General Meeting. The Annual General Meeting shall be held within sixty days after the close of the April 30 fiscal year. Any Member, upon request, shall be

provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

3.02 Quorum. A quorum for an Annual General Meeting or Special Meeting shall be 10 per cent of the eligible-voting members, whether present in person or by proxy.

3.03 Special Meeting Request. Other general meetings may be held from time to time upon the request of the Board of Directors or upon written request of 10 per cent of Club Members sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

3.04 Written Notice. Subject to the Act, not less than 10 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

3.05 Voting . Voting on club elections shall be by secret ballot and a simple majority shall elect a candidate. Voting on other matters may be by a show of hands.

3.06 Eligibility to Vote, Voting for club elections or on any matters pertaining to skating shall be restricted to eligible club members who are registered as Associate Members of Skate Canada and are 18 years of age, to the club Coaching representative(s) and to Special Members of the club voting on behalf of their underage children (who are members of the club and registered as an Associate Member of Skate Canada). Special Members shall be restricted to one vote per family regardless of how many children are in the family.

3.07 Participation by Telephone or Other Communications Facilities. If all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by

such means is deemed to be present at that meeting. However, a resolution may be passed at any time to permit all Directors to participate in meetings by telephone or through other electronic means or to permit for entirely remote telephonic or electronic meetings.

3.08 Adjournments. The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.09 Persons Entitled to be Present. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) 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.

3.10 Voting at the Board of Directors Meetings. A quorum of the Board of Directors shall consist of 50% plus 1 members of the Board of Directors, including the Chair. NOTE: Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. 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 the motion, or to create a tie, and thus defeat a motion. A majority of the Board of Directors shall form a quorum.

3.11 Order of Business at Annual General Meeting. The order of business at an Annual General Meeting of the Club shall be as follows:

- Reading of the Notice of Meeting
- Quorum
- Approval of Agenda
- Minutes of the preceding General/Special meeting
- Confirmation of the actions taken by the Board of Directors
- Secretary's Report
- Treasurer's Report (Annual Financial Statement)

- Other Reports
- Election of Board of Directors
- Appointment of Officers
- Amendments to the Constitution and By-laws
- New Business

SECTION 4 – Officers

4.01 Officers. The Board shall appoint from among the Directors a Chair (also known as the president) and may appoint any other person to other Officer positions including to serve as vice president, treasurer, and secretary. The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the board may prescribe from time to time. Two or more offices of the corporation may be held by the same person.

4.02 Holding of Board of Directors Office. The Board of Directors shall hold office until the close of the meeting at which their successors have been duly elected. 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 that purpose.

4.03 Board of Directors Vacancies. Vacancies that occur between any Annual General Meeting of the Club, may be filled, on an interim basis, until the next annual General Meeting by a majority vote of the remaining members of the Board of Directors or in the case of the Coaching Representative, by the coaching staff.

4.04 Board of Directors Member Absenteeism. If a Board of Directors Member is absent for more than three 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.

4.05 Duties of the President. The President shall act as Chair of all Board of Directors and general meetings. In their absence, the Vice-president will fill this duty.

4.06 Duties of the Treasurer. The Treasurer shall be responsible for the safe control of all the club funds, for preparing and submitting to the Board of Directors on a regular basis an annual budget and keeping such records as are required for financial review. The

Treasurer is also responsible for arranging for an audited annual financial statement, if required. Any Executive Officer shall sign all cheques and legal documents.

4.07 Duties of the Secretary. 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 minutes at all meetings, and shall be responsible for submitting to Skate Canada and the Section such reports as are required by Skate Canada rules and other regulations.

4.08 Rules of Order. Rules of order for all meetings, 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 Association.

SECTION 5 – Liability

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

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

At all times, the Corporation will comply with the requirements of the Act, as may be amended from time to time, with regards to the limits of the Corporations ability to indemnify an individual.

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

SECTION 6 – Conflict of Interest

6.01 Conflict of Interest. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

SECTION 7- Members

7.01 Membership of the Corporation. Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board. The classes of Membership in the Corporation are outlined in by-law 7.08.

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

7.03 Skate Canada and Club By-laws, Policies, Rules and Regulations. All members shall uphold, observe and conform to the By-laws, Policies, Rules and Regulations of Skate Canada, the By-laws of the Club and such regulations as made by the Board of Directors of the Club

7.04 Membership Fees. 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.

7.05 Member in Good Standing. For a member of the Club to be considered in good standing with the Club, that member must pay Club fees as are stipulated by the Club Board of Directors in advance of the membership year in question. Members will not be permitted to take part in any Club activities if these fees are not paid within 20 days of the date set for payment. Members in arrears shall be considered as having terminated their club membership.

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

7.07 Discipline, Suspension and Expulsion from the Club. The Board of Directors may discipline, suspend or expel a member of the club for acting contrary to the By-laws, Rules, Policies and Regulations of Skate Canada, Skate Ontario or of the Club. The Club Board shall develop a suspension and expulsion policy in accordance with the Skate Canada Complaint, Suspension and Expulsion Policy and Procedure that contains a provision for suspending or expelling of any member of the Club from such membership on terms and conditions that are deemed appropriate and necessary by the Club Board of Directors. This policy shall be approved by the Club Board of Directors from time to time and it shall be in writing and made available to all members in advance of its implementation. This policy must include an appropriate hearing and appeal process, which includes principles of due process, an appropriate reinstatement application process and an appropriate graduated series of disciplinary measures.

7.08 Classes of Club Membership. The classes of membership, eligibility and privileges shall be as follows:

- **Individual membership:** Non-skating members who have paid the fees as set by the club are Associate Members of Skate Canada. Individual members of legal age of 18 shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club and is eligible to serve as an Officer or Director of the Corporation.

- **Active Membership:** All eligible skaters who participate in a Club Skating Program and who have paid the fees as set by the club and are Associate Members of Skate Canada. All Active Members of the legal age of 18 shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club and is permitted to serve as an Officer or Director of the Corporation. (Underage Active members have no vote but may be represented at each Annual General Meeting and Special Meeting of the Club by Special Members).
- **Special Membership:** Parent or guardian of legally underage Active Members who have paid the fees as set by the Club are Associate Members of Skate Canada. All Special Members shall be entitled to one vote per family at each Annual General Meeting and Special Meeting of the Club and is permitted to serve as an Officer or Director of the Corporation.
- **Partial Membership:** All eligible skaters who are Associate Members or Restricted Members of Skate Canada through another home club and have paid a reduced fee as set by the Club. No cross-over lessons will be allowed. Partial members have no vote but may have a voice at the Annual General Meeting or Special Meetings of members.
- **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 vote at meetings of the club unless otherwise qualified. They may have a voice at the meetings of the club.
- **Restricted Membership:** A restricted member is an individual who is a paid employee (of the club, Section or Association), a non-active coach, a performing professional skater or a professional dance partner. A restricted member is not permitted to hold elected office, may not vote at meetings, is not permitted to compete in competitions, and is not permitted to officiate at tests or competitions.

7.10 Skate Canada and Section Club Delegate. The Club Delegate to Skate Canada and/or the Section shall be appointed annually by the Board of Directors. The Delegate need not be a member of the Board of Directors. The Section and/or Skate Canada National Office shall be advised of the appointed delegate's name. The delegate shall

report on activities at these meetings and shall be entitled to receive compensation for pre-approved expenses related to attendance at required meetings.

SECTION 8 – Notices

8.01 Services. Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member’s latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

8.02 Error or Omission in Giving Notice. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9- Adoption and Amendment of By-laws

9.01 Right to Submit, Process for Submitting. 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 Club Board of Directors. The proposed amendment will be presented to the Annual General Meeting or Special Meetings. All amendments must be submitted at least 21 days before the respective meeting. No amendment to the Constitution or by-laws of the Club shall be accepted from the floor at any meeting.

9.02 Interim Amendments. By-laws must be enacted or amended by a majority vote (50% plus 1) of the Board of Directors whenever required. Such by-laws or amendments must be presented at the next General Meeting for ratification by the members. 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.

9.03 Voting of Amendments. Any amendment, to be accepted or ratified, must pass by a vote of 2/3 of those eligible to vote and present at an Annual General Meeting of the Club.

9.04 Effective Force of Amendments to By-laws. All amendments to the by-laws upon receiving approval of any general or special meeting of members and upon approval of the provincial government and Skate Canada (if applicable) shall come into force immediately or on a date specified for same.

SECTION 10 – Club Management

10.01 Members of Board of Directors, Officers, Committees and Club Delegate to Skate Canada. The members of the Board of Directors, Officers, members and Chairs of committees, and the Club Delegate to Skate Canada must be members in good standing of the Club as outlined in by-law 7.08, be registered as Associate Members of Skate Canada, be of legal age, and be eligible persons (with the exception of the Coaching Representative) as defined by Skate Canada Rules.

10.02 General Management of the Club. The general management of the club shall be vested in a Board of Directors consisting of: immediate Past President, President, Vice-president, Secretary, Treasurer, up to nine Directors at large and a Coaching Representative. All of the above, with the exception of the Past President and the Coaching Rep shall be elected every year at the Annual General Meeting. The coaching representative shall be elected annual by and from within the coaches in the club as per Skate Canada by-laws.

Enacted [**May 23**], 2023.