



BY-LAWS

SEPTEMBER 26, 2022

TABLE OF CONTENTS

Contents

ARTICLE 1 - GENERAL	1
ARTICLE 2 - MEMBERSHIP	2
ARTICLE 3 - MEETING, NOTICE, QUORUM	4
ARTICLE 4 - DIRECTORS	6
ARTICLE 5 - OFFICERS	9
ARTICLE 6 - BOARD COMMITTEES	10
ARTICLE 7 - FINANCE AND MANAGEMENT	11
ARTICLE 8 - AMENDMENTS	12
ARTICLE 9 - INDEMNIFICATION	13
ARTICLE 10 - ADOPTION OF THESE BY-LAWS	14

ARTICLE 1 - GENERAL

ARTICLE 1 - GENERAL

1.1 **Purpose** – These By-Laws relate to the general conduct of the affairs of Skate Oakville.

1.2 **Definitions** - In these by-laws, capitalized terms shall have the meanings given to them below:

- a) **ACT** – Ontario Corporations Act, 1990 or any successor legislation.
- b) **AUDITOR** - means any chartered accountant, certified public accountant or other duly qualified person nominated by the Board to review the financial records of the Club for any fiscal year and appointed by resolution of the Members at the Annual Meeting of the previous year.
- c) **BOARD** - means the board of directors of the Club.
- d) **CLUB** - means Skate Oakville.
- e) **DAYS** – including weekends and holidays.
- f) **DIRECTOR** - means a member of the Board.
- g) **MEMBERS** – members of the Club in accordance with this By-Law and who have not ceased to be members and includes Voting Members and Non-Voting Members.
- h) **OFFICER** - an individual elected or appointed to serve as an Officer of the Club pursuant to these By-Laws.
- i) **ORDINARY RESOLUTION** – a resolution passed by a majority of the votes cast on that resolution.
- j) **SPECIAL RESOLUTION** – a resolution passed by not less than two-thirds of the votes cast on that resolution.
- l) **SKATE ONTARIO** - means Skate Ontario, a corporation governed by the laws of Ontario. It is the sport governing body for figure skating in Ontario.
- m) **SKATE CANADA** - means Skate Canada, a corporation governed by the laws of Canada. It is the sport governing body for figure skating in Canada.
- n) **SKATING YEAR** - means the twelve-month period commencing in September 1 in any calendar year.
- o) **SEAL** - The seal of Skate Oakville, hereinafter referred to as "the Club", shall be as prescribed by the Board of Directors of the Club.

1.3 **Interpretation** - Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.4 **Reference** - Whenever reference is made in the By-Laws to any statute or section thereof such reference shall be deemed to extend and apply to any amendment to the said statute or section or re-enactment thereof as the case may be.

1.5 **Registered Office** – The registered office of the Club will be located within the municipality of the Town of Oakville.

1.6 **No Gain for Members** – The Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its objectives.

1.7 **Conduct of Meetings** – Meetings of Members and meetings of the Board will be conducted in accordance with recognized standards as determined by the Board.

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

ARTICLE 2 - MEMBERSHIP

ARTICLE 2 - MEMBERSHIP

2.1 **Dues** – Membership and registration fees will be set by the Board of Directors on an annual basis.

2.2 **Duration** – The membership of any person in the Club shall commence on September 1, or the date upon which the annual and program fees payable by that person have been paid in full (whichever is later) and shall continue until August 31 of the following year.

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

2.4 **Voting Membership** - An individual is automatically deemed to be a Voting Member in any of the following situations:

- a) a Director, for so long as he or she remains a Director
- b) a Skater who is 18 years of age or older, for the duration of the current Skating Year
- c) a Parent or Legal Guardian whose child (children) is (are) under the age of 18 and is (are) registered as a Skater(s) with the Club, for the duration of the current Skating Year. There is one vote for every voting member.

2.5 **Non-Voting Membership** - A Skater who is under the age of 18 is automatically deemed to be a Non-Voting Member for the duration of the current Skating Year.

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

- a) The individual makes an application for membership in a manner prescribed by the Board;
- b) The individual has paid fees and is a member in good standing of the Club, Skate Canada, and Skate Ontario;
- c) The individual agrees to uphold and comply with the Club’s governing documents;
- d) The individual meets any other condition of membership determined by the Board;
- e) The individual has met the applicable definition listed in Section 2.3; and
- f) Membership in the Club is non-transferable to another person;

2.7 **Rights of Membership** - A Member in good standing has the following rights and privileges of membership:

- a) to receive notice of, and to attend, all General Meetings
- b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with Call to Order or such rules of order as may be adopted by the Board
- c) to exercise a vote on matters for determination at General Meetings
- d) may serve on committees of the Club, as invited
- e) may nominate individuals for election to the Board, in accordance with this By-Law
- f) may be nominated, if eligible, to stand for election as a Director of the Club, in accordance with this By-Law
- g) may participate in the programs and initiatives of the Club, in accordance with such criteria as may be determined by the Board from time to time.
- h) to receive access to minutes of members’ meetings

2.8 **Termination of Membership** – Membership in the Club will terminate immediately upon:

- a) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.6 of these By-Laws;

ARTICLE 2 - MEMBERSHIP

- b) Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.
- c) Resignation by the Member by giving written notice to the Club
- d) Dissolution of the Club

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

- a) Has not ceased to be a Member of the Club
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has complied with the By-laws, policies, and rules of the Club;
- d) Is not subject to a disciplinary investigation or action by the Club, Skate Ontario or Skate Canada, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership fees to the Club.

ARTICLE 3 - MEETING, NOTICE, QUORUM

ARTICLE 3 - MEETING, NOTICE, QUORUM

- 3.1 Annual Meeting** - The Club shall hold a general meeting of its Members (the "Annual Meeting"),
- a) at least once in every Skating Year, at which every Voting Member shall have the exclusive right to elect Directors, to appoint an Auditor, and to transact such other business as may be placed on the agenda for that meeting in accordance with these By-Laws,
 - b) The Annual Meeting shall be held at such place within the Town of Oakville, at such time and upon such day in each year as the Board may determine, but in any event within 90 days after the end of the Club's fiscal year. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements of the Club and the report of the Auditor thereon shall be presented to the Members for approval.

3.2 Special Meeting - The Board, or the President, or any Vice President, or at least 10% of the Voting Members,

- a) may at any time by notice in writing delivered to the Board, request the calling of a special meeting of the Members, to be held at such time and at such place in the Town of Oakville as may be determined by the board. Such request shall specify the reason for the special meeting and, in the case of a special meeting requested by 10% of the Voting Members, shall be accompanied by payment to the Club of the sum of One Thousand Dollars (\$1000.00) to defray the cost of that special meeting.
- b) Upon the receipt of such a request, the Secretary shall by notice in writing to all Voting Members, convene a special meeting of the members to be held within thirty days after the Board's receipt of such request. No matter shall be discussed or dealt with at any such special meeting, other than a matter set out in the request for the meeting.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Club makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice - Written or electronic Notice of Meeting including the date of the Annual Meeting of the Members will be given to all Members in good standing and Directors, at least fourteen (14) days prior to the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Financial Statements - A copy of the financial statements of the Club, together with the report of the Auditor thereon, if available at that time, shall be made available for review by every Voting Member of the Club at least seven (7) days in advance of the annual meeting.

3.6 Quorum - Provided that a general meeting has been called by the Board, the President or a Vice-President, at least 50% of the Directors present in person shall constitute a quorum

3.7 Scrutineers – At the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. In cases where a member's meeting is conducted electronically, the platform used should include a "scrutineer" mechanism.

ARTICLE 3 - MEETING, NOTICE, QUORUM

3.8 Voting at Meetings of Members - Members have the following voting rights at all meetings of the Members. A member, in accordance with 2.5, will be assigned one (1) vote per family or eligible member.

3.9 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Club the name of the Delegate to represent the Member. Delegates must: be at least eighteen years of age; not have been found under the Substitute Decisions Act 1992 or under the Mental Health Act to be incapable of managing property; and be acting as the Member's representative.

3.10 Determination of Votes – Votes will be determined by a show of hands, orally or by electronic ballot, except in the case of elections which require a secret ballot; unless a secret or recorded ballot is requested by a Member.

3.11 Majority of Votes - Except as otherwise provided in these By-laws, a simple majority of votes will decide each issue. In the case of a tie, the motion will be deemed defeated. In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to a second or casting vote.

3.12 Adjournment - The Chair may with the consent of a majority of the Members present at any meeting adjourn the meeting to a date specified by the Chair. No further notice of the adjourned meeting need be given to any Members. 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.

3.13 Accordance with Skate Canada - The agenda or order of business for annual or special meeting of members of the Club shall be in accordance with any applicable by-laws of Skate Canada.

3.14 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.15 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board or Members attending the meeting, and in accordance with 3.16.

3.16 Attendance - The only persons entitled to attend a meeting of the Members are those Delegates representing Members and the Directors of the Club, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting or in accordance with 3.15.

ARTICLE 4 - DIRECTORS

ARTICLE 4 - DIRECTORS

4.1 **Business of Club** - The affairs and business of the Club shall be managed by its Board of Directors.

4.2 **Eligibility of Directors** - To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act, 1990 to be incapable of managing property;
- c) Not have the status of bankruptcy.
- d) Not be a paid employee of the Club
- e) Be a Member of the Club, or become a Member within 10 days of being elected; and
- f) Shall be willing to abide by the policies and By-Laws governing the Club, Skate Canada, and Skate Ontario.

4.3 **The number of Directors** - to be elected at any general meeting shall be the lesser of sixteen, and the number of persons nominated for election at that general meeting; all exclusive of:

- a) The Past President, who shall be a Director ex officio;
- b) No more than two Representatives elected by the Coaching Members exclusively, who shall represent the coaches on coaching issues on the Board. The Coaches Representatives hold a single (1) vote on the Board.

4.4 **Elections** – Directors will be elected by a majority vote of all Voting Members in good standing at the Annual General Meeting. Candidates receiving the most votes will be deemed to be elected for a term of 1 year as per 4.6 of this By-Law. Elected Directors will take office commencing at the close of the Annual General Meeting.

4.5 **Election by Acclamation** - Where there is a single Person nominated for each vacant position in an election, or where the number of candidates is less than the number of vacant positions, the candidates are deemed to be elected by acclamation.

4.6 **Terms of Office:**

- a) Directors shall serve terms of 1 year and will hold office 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.
- b) The Board will elect, from amongst themselves, the officers of the Board.
 - I. President
 - II. Vice President
 - III. Treasurer
 - IV. Secretary

4.7 **Appointing Directors** - If at any time the Board of Directors determines that the Board of Directors is not fully representative of the membership of the Club, the Board may appoint one or more directors, not to exceed twenty-five percent (25%) of the number of Directors elected at the most recent annual meeting, to be non-voting members of the Board of Directors, but who shall be entitled to attend and speak at any meeting of the Board of Directors.

4.8 **Quorum at Board Meetings** - At any meeting of the Board of Directors, a quorum shall consist of 50% of the Directors then holding office, including any two of the Officers

ARTICLE 4 - DIRECTORS

4.9 Election of Directors - Directors shall be elected at the Annual Meeting each year, or appointed pursuant to section 4.7, and shall hold office until the close of business of the next Annual Meeting of the Club, or until their successors shall have been duly elected. Each Director shall be deemed to have resigned immediately before the election of the Directors at the next Annual Meeting but shall be eligible for re-election or reappointment.

4.10 Nominations - for Directors to be elected at an Annual Meeting shall be in writing, shall be signed by the proposer, the seconder and the nominee and shall indicate the consent of the nominee to act as a Director, if elected. Nominations shall be delivered to the Secretary at least seven (7) days before the Annual Meeting.

4.11 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is absent from three (3) consecutive meetings of the Board;
- c) Has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- d) The Director becomes bankrupt

4.12 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. At such a meeting, the Members may, by a majority of votes cast at the meeting, elect a qualified individual in the removed Director's stead for a period ending at the next Annual Meeting.

4.13 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President. When a Director who is subject to a disciplinary investigation or action of the Club resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

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

4.15 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least 50% of the Directors

4.16 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Club.

4.17 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

ARTICLE 4 - DIRECTORS

4.18 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

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

4.20 Chair – The President will be the Chair of all Board meetings unless otherwise designated by the President.

4.21 In-Camera - The Board may designate any meeting of the Board, or any portion of any such meeting, as an *in-camera* meeting. No person other than the Directors shall attend any in-camera meeting of the Board,

4.22 Voting - Each Director, including the President, is entitled to one vote at a meeting of the Board. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favor of the resolution. Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated.

4.23 No Alternate Directors - No person shall act for an absent Director at a meeting of directors.

4.24 Standard of Care – Every Director will:

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

4.25 Powers of the Club – Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Club and may delegate any of its powers, duties, and functions.

4.26 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Club in accordance with the Act and these By-Laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Club and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Club;
- e) Follow registration procedures and other registration requirements as determined by Skate Canada
- f) Enable the Club to receive donations and benefits for the purpose of furthering the objects and purposes of the Club;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Club;
- h) Borrow money upon the credit of the Club as it deems necessary in accordance with these By-Laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Club.

ARTICLE 5 - OFFICERS

ARTICLE 5 - OFFICERS

5.1 Composition of Officers - The Officers of the Club shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Skate Canada rules and regulations may require. The same person may be both Secretary and Treasurer, in which case he shall be known as the Secretary-Treasurer. The Board may appoint such other officers and officials as it may deem necessary, who shall have such authority and shall perform such duties as may be prescribed by the Board from time to time.

5.2 Election of Officers - At the first meeting of the Board following each election of Directors, the Directors shall elect from their number the Officers of the Club. In default of such election, the incumbent shall continue to hold office until a successor is elected. A vacancy occurring from time to time in any office may be filled by the Board of Directors from among its members

5.3 Removal of Officers - The Board may at any time by resolution in writing signed by at least fifty percent (50%) of the then existing Directors remove any Officer from office.

5.4 Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next Annual General Meeting.

5.5 The President,

- a) when present, shall preside as Chair at all general meetings and at all meetings of the Board, and
- b) shall be charged with the general supervision of the business and affairs of the Club.
- c) The President shall ensure that all orders and resolutions of the Board are carried into effect and
- d) shall have the general superintendence and direction of all other officers of the Club and shall ensure that their duties are properly performed.
- e) The President shall be, or shall appoint any other Director to be, an ex-officio member of each committee of the Club.

5.6 The Vice President,

- a) During the absence or inability of the President, his or her duties may be performed, and powers exercised by, one of the Vice Presidents as delegated by the President, or as designated by resolution of the Board.
- b) A Vice President shall also perform such duties and exercise such powers as the President, or the Board may from time to time delegate to him or her.

5.7 The Secretary,

- a) will be responsible for keeping minutes of all meetings of the Club and the Board;
- b) will ensure all records and documents of the Club have been properly kept, except those required to be managed by the Treasurer;
- c) will issue notices of meetings of the Club and the Board;

5.8 The Treasurer,

- a) Will ensure the necessary books and records of the Club required by applicable law will be necessarily and properly kept;
- b) Will ensure proper deposit of funds, the safekeeping of securities and the disbursements of the funds of the Club;
- c) Will report the financial position of the Club at Board meetings, or whenever needed;
- d) Will ensure the creation and review of an annual budget

ARTICLE 6 - BOARD COMMITTEES

ARTICLE 6 - BOARD COMMITTEES

6.1 **Appointment of Committees** - The Board may appoint such committees as it deems necessary for managing the affairs of the Club and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 **Vacancy** - When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.3 **Removal** - The Board may remove any member of any committee.

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

ARTICLE 7 - FINANCE AND MANAGEMENT

ARTICLE 7 - FINANCE AND MANAGEMENT

7.1 **Delegates** - The national and sectional delegates to Skate Canada shall be appointed annually by the Board. Such delegates need not be Directors. The Secretary shall notify the Skate Canada National and Sectional Offices of the appointed delegates.

7.2 **Fiscal Year** - The fiscal year of the club shall terminate on the 30th day of June in each year or at such other time as the Board of Directors may from time to time determine. A review of the financial statements of the Club shall be made each year by the Auditor,

7.3 **Auditors** - The Board will appoint an auditor to audit or conduct a review engagement of the books, accounts, and records of the Club in accordance with the Act. The auditor will be appointed annually. The auditor will not be an employee,

7.4 **The Financial Statements** – The Financial Statements will include the financial statements and any further information respecting the financial position of the Club.

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

7.6 **Signing** - All documents including deeds, licenses, contracts and engagements to be signed on behalf of the Club shall be signed by the President or a Vice President and by the Secretary or the Treasurer, or by any two of the Directors.

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

7.8 **Insurance** - The Club will, at all times, maintain in force reasonable insurance including Directors' and Officers' liability insurance.

7.9 **Borrowing** - The Board may from time to time:

- a) Borrow money on the credit of the Club;
- b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Club;
- c) Give a guarantee on behalf of the Club to secure performance of an obligation of any person; and
- d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Club, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Club.

7.10 **No Remuneration** - All Directors, Officers and members of Committees 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.

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

ARTICLE 8 - AMENDMENTS

ARTICLE 8 - AMENDMENTS

8.1 **Proposing** - Any Voting Member of the Club may propose an amendment to the Letters Patent or By-Laws of the Club. Such proposal must be submitted in writing to the Board at least sixty (60) days in advance of the annual meeting. The proposed amendment will, if approved by the Board, be presented to the Members at the Annual Meeting. No amendment to the By-Laws of the Club shall be accepted from the floor at any general meeting of Members.

8.2 **Enacted** - By-Laws may be enacted or amended by the Board of Directors by resolution of a majority of the Directors, whenever required and become effective until the next annual meeting. Any such by-law or amendments shall be presented for ratification at such annual meeting. Any by-law or amendment not ratified at that Annual Meeting shall cease to be effective and may not be re-enacted by the Board for one year. Ratification of any by-law or any amendment to any by-law shall require a majority of two-thirds of the Voting Members at such Annual Meeting.

8.3 **Rules** - The Board of Directors may from time to time make rules and regulations with respect to the carrying out of the provisions of the By-Laws or in respect of the management of the affairs of the Club and they may from time to time repeat or amend any such rules and regulations. Any correspondence regarding the management of the Club shall be submitted to the Secretary in writing and signed by the member. Such correspondence will be submitted to the Board of Directors for such action as it may deem necessary or advisable.

ARTICLE 9 - INDEMNIFICATION

ARTICLE 9 - INDEMNIFICATION

9.1 Will Indemnify - The Club will indemnify and hold harmless out of the funds of the Club each Director and any individual who acts at the Club's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Club's request in a similar capacity.

9.2 Will Not Indemnify - The Club will not indemnify a Director or any individual who acts at the Club's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Club will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Club;
and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

ARTICLE 10 - ADOPTION OF THESE BY-LAWS

ARTICLE 10 - ADOPTION OF THESE BY-LAWS

10.1 **Effective** - All by-laws and amendments ratified at such general meeting become effective immediately upon their ratification, unless the motion of ratification specifies otherwise. All amendments to the By-Laws shall be submitted to Skate Canada, if necessary, following ratification, for approval.

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