Orillia Figure Skating Club

a Skate Canada member

BY-LAWS

Orillia Figure Skating Club (OFSC)
An affiliated member of Skate Canada
Approved May 25, 2025

Skate Canada Number: 1000455
Ontario Corporation Number: 000231302
Date of Incorporation: April 6. 1970

Rotary Place Arena
100 University Avenue, PO Box 2123
Orillia, Ontario L3V 6R9
Telephone: 705-242-5513
Email: Info@orilliafigureskatingclub.com

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ARTICLE ONE - GENERAL

1.1 **Purpose**: These By-laws relate generally to the conduct of the business and affairs of the Orillia Figure Skating Club, henceforth referred to as the Corporation.

1.2 **Definitions:**

a) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario), and any statute amending it or any successor legislation, and, where the context requires, includes the regulations made under the Act, as amended or re-enacted from time to time;

b) "Annual General Meeting (AGM)" means a mandatory yearly gathering of a corporation's interested members. At an AGM, the directors of the corporation present an annual report containing information for members about the corporation's performance and strategy;

c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Corporation or letters patent, supplementary letters patent or a special act issued to the Corporation;

d) "Associate Member" means an individual that pays the annual Skate Canada membership fee through their home Corporation and automatically becomes a Skate Canada Member by its association;

e) "Auditor" means a person permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, and any successor legislation, and who is independent of the Corporation, any of its affiliates, and the Directors and Officers of the Corporation and their affiliates;

f) "Board" means the board of directors of the Corporation;

g) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

h) "Chair" means the chair of the Board and is part of the role of the President as per 5.04;

i) "Corporate Volunteer" means (i) an individual who is registered by a corporation, 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 of Skate Canada; 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 of Skate Canada;

j) "Corporation" means the Orillia Figure Skating Club;

k) "Days" means weekdays, including weekends and holidays;

l) "Director" means an individual elected or appointed to the Board pursuant to these by-laws;

m) "Error Notice" means the accidental omission to give notice of a meeting of the Board or of the Members; the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting;

n) "Member" means a member of the Corporation;

o) "Membership Year" shall be September 1st to August 31st of each calendar year;

p) "Officer" means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;

q) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

r) "Proxy" means the authority to represent someone else's interests;

s) "Quorum" means the minimum number of voting members required to conduct the business of the corporation during a meeting;

t) "Rules and Policies" means the rules and policies of Skate Canada as set out in the technical rules, policies and procedures of Skate Canada as published from time to time;

u) "Skate Canada" means Skate Canada / Patinage Canada, or successor;

v) "Skate Ontario" means Skate Ontario, or successor;

w) "Special Business" means all business transacted at a special Members' meeting and all business transacted at an annual Members' meeting except for the following: (i) consideration of the financial statements; (ii) consideration of the audit report, if any; (iii) election of Directors; and (iv) reappointment of the incumbent auditor;

x) "Special Resolution" means a resolution passed by not less than two-thirds of the votes cast on that resolution;

y) "Telephonic or Electronic Means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks; and

z) "Written Notice" means notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

1.3 **Interpretation:** Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this by-law. Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

1.4 **Registered Office:** The registered office of the Corporation will be located within the city of Orillia, in the County of Simcoe, in the province of Ontario.

1.5 **Corporate Seal:** The Corporation may have a corporate seal, which may be adopted and may be changed by a Board resolution.

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

1.7 **Ruling on By-laws**: Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of the Corporation.

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

1.9 **Invalidity of any Provision**: The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

1.10 **Execution of Documents** - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time di-

rect the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. 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.

ARTICLE TWO - MEMBERSHIP IN SKATE CANADA AND SKATE ONTARIO

2.1 **Membership in Skate Canada and Skate Ontario**

(a) The Corporation shall be a member in good standing of Skate Canada and Skate Ontario.
(b) The Corporation shall pay such fees and such other charges as shall be required of members of Skate Canada, in order to maintain its membership.
(c) The Corporation shall encourage the instruction, practice, enjoyment and enhancement of its members in all aspects of skating in accordance with the Rules and Policies.
(d) The Corporation, with respect to any aspect of skating, is to be managed and operated by amateurs who are duly registered as a Registrant.
(e) The Corporation shall protect the eligible status of its Members. The Corporation shall not knowingly take or omit any action that would jeopardize the eligible status of its Members.

ARTICLE THREE - DIRECTORS

3.1 **Composition of the Board**

(a) In accordance with the Articles, the affairs of the Corporation shall be managed by the Board consisting of a minimum of seven (7) and maximum of twelve (12) Directors. The Board shall be comprised of the fixed number of Directors within such range as determined from time to time by special resolution of the Members, or, if the special resolution empowers the Board to determine the number, by resolution of the Board.
(b) At least one member of the Board shall be a certified professional coach or registered skating coach with the full rights to speak and vote at meetings of the Board. This Coach must be voted in by the Members.

3.2 **Eligibility of Directors** - To be eligible for election as a Director, an individual must meet the following criteria:

(a) Is eighteen (18) years of age or older;
(b) Has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act, 1990* to be incapable of managing property;
(c) Has not been found to be incapable by any court in Canada or elsewhere;
(d) Does not have the status of bankrupt;
(e) Is not a paid employee of the Corporation, with the exception of two (2) certified professional coach or registered skating coach, one of which will fulfill the requirement as per 2.01 (b) of these by-laws;

(f) Is a Member in good standing of the Corporation or becomes a Member within ten (10) days of being elected; and
(g) Shall be willing to abide by the policies and by-laws governing the Corporation, Skate Canada, and Skate Ontario.

3.3 **Nomination of Directors** - Any nomination of an individual for election as a Director will
(a) Include the written consent of the nominee by signed or electronic signature;
(b) Be submitted to the Board no later than thirty-five (35) days prior to the Annual Meeting. This timeline may be amended by Ordinary Resolution of the Board.
(c) Valid nominations will be circulated to Members a minimum of 21 days before the meeting.
(d) There will be no nominations from the floor of the meeting.

3.4 **Election of Directors** - Directors shall be elected by all Voting Members in good standing at the Annual General Meeting at which an election is required by ordinary resolution. Candidates receiving the most votes will be deemed to be elected for a term of two (2) years as per this By-Law. Elected Directors will take office commencing at the close of the Annual General Meeting.

3.5 **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.

3.6 **Terms of Office:**
(a) Directors shall serve terms of two (2) years 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) The President
  (ii) The Vice President
  (iii) Treasurer
  (iv) Secretary
(c) An elected Director elected to serve a partial term will, upon completion of the partial term, remain eligible to serve five (5) two-year consecutive terms as Elected Director.

3.7 **Resignation of Directors** - 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 Corporation, resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

3.8 **Removal of Directors** - 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.

3.9 **Vacancies** - The office of any Director will be vacated immediately:
(a) if, by notice in writing to the Corporation, the Director resigns their office 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 is absent from two (2) consecutive meetings of the Board;
(c) if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office;
(d) if the Director has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
(e) if the Director becomes bankrupt; or
(f) if the Director dies.

3.10 **Filling a 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. If there is not a quorum of Directors, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any member. Directors voted into their position by the Board cannot exceed more than 25% of the duly elected members of the Board.

3.11 **Remuneration of Directors** - The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:
(a) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  (i) considered reasonable by the Board;
  (ii) approved by the Board for payment by resolution passed before such payment is made; and
  (iii) in compliance with the conflict of interest provisions of the Act; and
(b) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

ARTICLE FOUR - BOARD MEETINGS AND OBJECTIVES OF THE BOARD

4.1 **Standard of Care** – Every Director will:
(a) Act honestly and in good faith with a view to the best interests of the Corporation; and
(b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

4.2 **Empowered** – The Board is empowered, including but not limited to:
(a) Make policies and procedures or manage the affairs of the Corporation 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 Corporation 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 Corporation;
(e) Follow registration procedures, and other registration requirements as determined by Skate Canada
(f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
(g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
(h) Borrow money upon the credit of the Corporation 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 Corporation.

4.3 **Meeting Structure**

Calling of Meetings - 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

Place of Meetings - Meetings of the Board and of a committee, if any, may be held either at the registered office or at any place within Ontario to be determined by resolution of the Board.

Regular Meetings - The Board may appoint a day or days in any month or months for regular meetings of the Board at least once per month at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed.

4.4 **Chair** – The President will be the Chair of all Board meetings, unless otherwise designated by the President. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

4.5 **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 Corporation.

4.6 **Omission of Notice** - The accidental omission to give notice of any meeting of Directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

4.7 **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).

4.8 **Quorum** – At any meeting of the Board, quorum will be a majority of the Board of Directors.

4.9 **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 favour of the resolution. Online voting may be permitted for time-sensitive decisions and email must contain a Yes, No or Abstain and must be filed in a retrievable manner. Online votes must be documented in the subsequent meeting of the Board. Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated. In case of an equality of votes, the Chair shall not have a second or casting vote.

4.10 **Absent Directors** - No person shall act for an absent Director at a meeting of directors.

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

4.12 **Meetings by Telecommunications** - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology that permit all participants to communicate adequately (simultaneously and instantaneously) with

each other during the meeting. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

4.13 **Committees** -

(a) 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.
(b) 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.
(c) President Ex-Officio: The President will be an ex-officio non-voting member of all Committees of the Club.
(d) Removal: The Board may remove any member of any committee
(e) Debts: No Committee will have the authority to incur debts in the name of the Club

ARTICLE FIVE - OFFICERS

5.1 **Composition** - At the first meeting following the Annual General Meeting, the Board shall appoint from the Directors, a President, a Vice President, a Secretary, and a Treasurer each of whom shall be an Officer of the Corporation. Each Director will also be appointed a portfolio for which they will carry out the related duties for the Corporation.

5.2 **Office Held at Board's Discretion** - Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

(a) the Officer's successor being appointed,
(b) the Officer's resignation, or
(c) such Officer's death.

5.3 **Duties** - Officers shall be responsible for the duties assigned to them. At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

5.4 **Duties of the President** - The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation. The President will be the chair of the Board and will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated. The President will be the official spokesperson of the Corporation and will perform such other duties as may from time to time be established by the Board.

5.5 **Duties of the Vice President** - The Vice President will ensure that all policies and procedures and by-laws are followed and maintained and will perform such other duties as may from time to time be established by the Board and shall perform those other duties as the Board may specify.
If appointed, the Vice-President shall in the absence or inability to act of the President or President-Elect perform the duties of the President or President-Elect and shall perform those other duties as the Board may specify.

5.6 **Duties of the Secretary** - The Secretary shall perform these duties and any other duties as may be prescribed by the by-laws or the Board:
(a) keeping minutes of all meetings of the Corporation and the Board;
(b) the custody of all records and documents of the Corporation, except those required to be kept by the Treasurer;
(c) the conduct of the correspondence of the Corporation;and
(d) the issuance of notices of meetings of the Corporation and the Board;
(e) If the secretary is absent from any meeting of the Corporation or the Board, the President will appoint another individual to act as secretary at that meeting.

5.7 **Duties of the Treasurer** - The Treasurer will, subject to the powers and duties of the Board, ensure that proper accounting records as required by the Act are kept and will perform such other duties as may from time to time be established by the Board.
If appointed, the Treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all their transactions as treasurer and of the financial condition of the Corporation. The Treasurer may work with a bookkeeper, if any, in the performance of the foregoing duties.

5.8 **Chair** - The Chair of the Board shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify. The offices of the Chair may be held by the President, or the Vice President in the absence of the President, provided that such offices are held by a Director of the Corporation.

5.9 **Removal of Officers**
(a) The President may be removed by Ordinary Resolution at a meeting of the Members, provided the President has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the President is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

(b) Officers, other than the President, may be removed from their respective offices as Officers by ordinary resolution of the Board.

5.10 **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.

ARTICLE SIX - PROTECTION OF DIRECTORS AND OFFICERS

6.1 **Will Indemnify** - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation'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 Corporation's request in a similar capacity.

6.2 **Will Not Indemnify** - The Corporation will not indemnify a Director or any individual who acts at the Corporation'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 Corporation will not indemnify an individual unless:
a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; 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.

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

ARTICLE SEVEN - MEMBERS

7.1 **Entitlement** - Membership in the Corporation shall be open to all, irrespective of age, creed, ethnic origin, orientation, or gender.

7.2 **Year and Duration of Membership** - The membership year of the Corporation will be September 1st to August 31st, unless otherwise determined by the Board. Membership duration is accorded on an annual basis.

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

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

7.5 **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, and
(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 Corporation, for the duration of the current Skating Year.
    (i) A Parent Member is entitled to one (1) vote only with respect to any and all underage active participant(s) they represent as parent or guardian, at all meetings of the members

7.6 **Non-Voting Membership** - An individual is automatically deemed to be a Non-Voting Member in any of the following situations:
(a) a Skater who is under the age of 18 is automatically deemed to be a Non-Voting Member for the duration of the current Skating Year and/or
(b) all eligible skaters who are Associate Members of Skate Canada through another HOME club and have paid a reduced fee as set by the Corporation.

7.7 **Admission of Members** – Any candidate will be admitted as a Member or renewed as a Member if the individual:
(a) makes an application for membership in a manner prescribed by the Board;
(b) has paid fees and is a member in good standing of the Corporation, Skate Canada, and Skate Ontario;
(c) agrees to uphold and comply with the Corporation's governing documents;
(d) meets any other condition of membership determined by the Board;
(e) has met the applicable definition listed in Section 7.05; and
(f) understands that membership in the Corporation is not transferable

7.8 **Termination** – Membership in the Corporation will terminate immediately upon:
(a) the expiration of the Member's annual membership unless renewed in accordance with these by-laws;
(b) the failure of the Member to maintain any of the qualifications or conditions of membership described in Section 7.08 of these by-laws;
(c) the resignation by the Member through written notice to the Corporation;
(d) the death of the Member; or
(e) the dissolution of the Corporation.

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

(a) Has not ceased to be a Member of the Corporation;
(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 Corporation;
(d) Is not subject to a disciplinary investigation or action by the Corporation, 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 Corporation.

7.9 **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.

7.10 **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) to serve on committees of the corporations, as invited,
(e) to nominate individuals for election to the Board, in accordance with this by-law,
(f) to be nominated, if eligible, to stand for election as a Director of the Corporation, in accordance with this by-law,
(g) to participate in the programs and initiatives of the Corporation, in accordance with such criteria as may be determined by the Board from time to time, and
(h) to receive access to minutes of members' meetings

7.11 **Fair Discipline** - If the Board or the Members determines that a Member should be suspended or expelled from membership in the Corporation in accordance with section 7.7 and section 7.9, the President, or such other Officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make a written submission to the President, or such other Officer as may be designated by the Board, in response to the notice received within such 15-day period, and the Board. If no written submission is received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this section, the Board will give the Member an opportunity to be heard orally or in writing, not less than five (5) days before the suspension or expulsion of membership becomes effective. The Board's decision shall be final and binding on the Member.

7.10 **Liability of Members** - The Members are not, in that capacity, liable for any liability of the Corporation, or any act or default of the Corporation, except as otherwise provided by this Act.

ARTICLE EIGHT - MEETINGS OF THE MEMBERS

8.1 **Annual Meeting** - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within three (3) months of the Club's fiscal year end.

Any Member, upon request, shall be provided, not less than five (5) 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.

The business transacted at the annual meeting shall include:
(a) receipt of the agenda;
(b) receipt of the minutes of the previous annual and subsequent special meetings;
(c) consideration of the financial statements;
(d) report of the auditor or person who has been appointed to conduct a review engagement;
(e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
(f) election of Directors; and
(g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation in accordance with Section 8.4 of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

8.2 **Special Meeting** - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

8.3 **Participation by Telephonic or 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.

8.4 **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 forty-five (45) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, 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.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

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

8.6 **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.

8.7 **New Business** – Matters of business should be limited to matters properly brought before a Members' meeting. No other item of business will be included in the notice of the Meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board 50 days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals, together with copies of any amendments proposed by the Board and copies of all resolutions put forward by the Board, shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

8.8 **The Chair** - The Chair of the Board shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and, if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

8.9 **Quorum** – The quorum at any meeting of the Members of the Corporation shall be 5 percent (5%) of Voting Members, Delegates or a Proxy as defined in section 8.15 and

8.16 below. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

8.10 **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 8.13.

8.11 **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 members meeting is conducted electronically, the platform used should include a "scrutineer" mechanism.

8.12 **Adjournments** - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. 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.

8.13 **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 8.10.

Voting at Meetings of Members

8.14 **Voting Rights** - Members have the following voting rights at all meetings of the Members: a) A Voting member, in accordance with 7.5, will be assigned one (1) vote per family or eligible member.

8.15 **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.

8.16 **Proxy Voting** – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. Each proxy holder shall be a delegate and may carry a maximum number of proxies that is equal to five percent of the eligible votes at the respective meeting.

A proxy must:
a) be signed by the Member;
b) comply with the format stipulated by the Club; and be submitted to the Club in accordance with the notice of the Member's meeting; and
c) the proxy holder will represent a maximum of two (2) members.

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

8.18 **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.

ARTICLE NINE - FINANCE

9.1 **Financial Year** - The financial year of the Corporation ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

9.2 **Banking** - The banking business of the Corporation will be conducted at such financial institutions as the Board may determine. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

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

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

9.5 **The Financial Statements** – The Financial Statements will include:
(a) The financial statements, and
(b) Any further information respecting the financial position of the Corporation.

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

9.7 **Property** -The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

9.8 **Borrowing Powers** - The Board may from time to time:
a) Borrow money on the credit of the Corporation;
b) Issue, reissue, sell or pledge debt obligations, including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
c) Give a guarantee on behalf of the Corporation 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 Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

9.9 **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 Corporation 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 TEN - NOTICES

10.1 **Notice** - 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.

10.2 **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.

ARTICLE ELEVEN - ADOPTION AND AMENDMENTS OF BY-LAWS

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

(a) Any by-law amendments will be submitted to the Members at the next Meeting of Members and the voting Members may confirm, reject, or amend the by-laws by Ordinary Resolution.
(b) Proposed amendments will not be accepted from the floor of the meeting.
(c) Any eligible member may propose an amendment to the by-laws.
(d) All proposed amendments must be submitted in writing at least 90 days before the respective meeting.

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

11.3 **Ratification** – These by-laws were passed and enacted by Ordinary Resolution of the board on May 25, 2025.

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

AMENDED this 11 day of Jan, 2025.

NICOLE HANKIN, PRESIDENT

JAYME ZWIERS, SECRETARY