

VALLEY EAST FIGURE SKATING CLUB
(the “Club”)
BY-LAW NO. 1

BE IT ENACTED as a by-law of the Club as follows:

ARTICLE 1. INTERPRETATION

I.1 Definitions – In this By-Law No. 1 and all other by-laws and resolutions of the Club, unless the context otherwise requires:

“**Act**” means the *Not-for-Profit Corporations Act, 2010 (Ontario)*, including the Regulations, and any statute or regulations that may be substituted therefor, as amended from time to time;

“**Annual Meeting of Members**” means an annual meeting of the Members convened in accordance with the By-Laws and the Act;

“**Articles**” means the articles of incorporation, restated articles, amendment, amalgamation, arrangement, continuance, dissolution, reorganization, revival, letters patent, supplementary letters patent or a Special Act of the Club, or any other similar documents;

“**Board**” means the board of directors of the Club;

“**By-Laws**” means this By-Law No. 1 and all other by-laws of the Club as amended and which are in force and effect at a given time;

“**Chair**” means Chair of the Board;

“**Director**” means a member of the Board;

“**Diversity**” encompasses acceptance and respect. It means understanding that each individual is unique. It means moving beyond simple tolerance and fully embracing the rich dimension of diversity contained within each individual. The Club values and recognizes the beneficial role that difference makes possible. These differences include, but are not limited to, dimensions of race, ethnicity, gender, sexual orientation, socio-economic status, age, physical ability, religious beliefs;

“**Event of Default**” means any of the following events:

- (a) the absence by a Director from three (3) consecutive Board meetings;
- (b) violation by a Director of any provision of the Articles, By-Laws, or written policies of the Club applicable to such individual, whether as a Director, Member, or Officer, as determined by the Board in its sole and absolute discretion;
- (c) the carrying out, by a Director, of any conduct, whether in a public capacity (as a Member, Director, or Officer) or in a private capacity (for example, on social media), which may be detrimental to the Club, as determined by the Board in its sole and absolute discretion;

- (d) the conviction of a Director for a criminal offence; or
- (e) the occurrence of any other event that the Board, in its sole and absolute discretion, considers to be reasonable justification for the removal of the Director from office, having regard to the purpose, mission, vision, and values of the Club;

“Extraordinary Resolution” means a resolution that is:

- (a) submitted to a Special Meeting of Members duly called for the purpose of considering the resolution and passed at the Meeting of Members, with or without amendment, by at least eighty percent (80%) of the votes cast; or
- (b) consented to in writing by each Member entitled to vote at a Meeting of Members;

“Meeting of Members” means either or both an Annual Meeting of Members or a Special Meeting of Members;

“Member” means a member of the Club as per Article 3 below;

“Officer” means an officer of the Club appointed pursuant to Article 7;

“Ordinary Resolution” means a resolution that is:

- (a) is submitted to a Meeting of Members and passed at the Meeting of Members, with or without amendment, by at least a majority of the votes cast; or
- (b) is consented to in writing by each Member entitled to vote at a Meeting of Members of the Club;

“Proposal” means a proposal submitted by a Member that meets the requirements of Section 56 of the Act;

“Record Date” means the date and time, which shall be at least thirty (30) days prior to the relevant Meeting of Members, chosen by resolution of the Board. Any Member who is not a Member as of the Record Date shall not be entitled to receive notice of, or to vote at, the relevant Meeting of Members.

“Registered Office” means the registered address of the Club as set out in its Articles or in the most recent notice filed under the *Corporations Information Act*;

“Regulations” means the regulations made under the Act, as amended, restated, or in effect from time to time;

“Special Business” has the meaning ascribed to that term in Section 4.2;

“Special Meeting of Members” means a meeting of Members convened in accordance with the By-Laws and the Act that is not an Annual Meeting of Members;

“Special Resolution” means a resolution that:

- (a) is submitted to a Special Meeting of Members duly called for the purpose of considering the resolution and passed at the Meeting of Members, with or without amendment, by at least two-thirds (2/3rds) of the votes cast; or
- (b) consented to in writing by each Member entitled to vote at a Meeting of Members of the Club; and

“STAR Skater” means an individual who is registered as a skater within Skate Canada’s STAR Program.

I.2 Interpretation – In the interpretation of this By-Law No. 1, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law No. 1, words, terms, and expressions appearing in this By-Law No. 1 shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice-versa;
- (c) words importing one (1) gender only shall include all genders;
- (d) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture, or an unincorporated association or organization;
- (e) the headings used in this By-Law No. 1 are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law No. 1 or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions; and
- (f) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Club to use electronic communication whenever possible.

ARTICLE 2. GENERAL

- 2.1 Registered Office** – The Registered Office shall be situated in the Township of Hanmer, Ontario or at such other place within Ontario as otherwise set by the Board or the Members in accordance with the Act.
- 2.2 Corporate Seal** – The Club may, but need not, have a corporate seal. If adopted, the seal shall be in the form and at such location as approved by the Board.
- 2.3 Fiscal Year** – The fiscal year of the Club shall end on the 31st day of July of each year or as changed by resolution of the Board.

2.4 Skate Canada –

- (a) The Club is a member of Skate Canada and is managed by a volunteer Board for the general purpose of providing Skate Canada skating programs.
- (b) The Club shall pay such fees and such other charges as shall be required of clubs from time to time by Skate Canada, including, but not limited to, registration, club registration, sports insurance, resound, Socan, and test fees.
- (c) The Club shall abide by all Skate Canada by-laws, rules, and regulations.
- (d) The Club is located in the Ontario Section of Skate Canada.
- (e) The Club's delegate to Skate Canada, or alternate, shall be appointed annually by the Board. The delegate need not be a Director. Skate Canada National Office shall be advised by the Chair of the delegate's name and contact information.

2.5 Purpose of the Club –

- (a) The purpose of the Club shall be to encourage the instruction, practice, enjoyment, and advancement of its skaters in all aspects of skating in accordance with the rules, policies, and procedures of Skate Canada.
- (b) The Club, with regard to any aspect of its operation, is to be managed and operated by eligible persons who are duly registered as Associate Members of Skate Canada.
- (c) The Club shall not take or omit any action that would knowingly jeopardize the eligibility status of its skaters with Skate Canada.
- (d) The Club shall operate only Skate Canada figure skating and skating programs.
- (e) Only Skate Canada Professional Coaches shall teach figure skating and skating in the Club.

2.6 Execution of Documents –

- (a) Deeds, contracts, and other written documents ("**Documents**") to be executed on behalf of the Club shall be signed in accordance with a Signing Authority Policy approved by the Board.
- (b) In addition, the Board may, by resolution, direct the manner in which, and the person or persons by whom, Documents generally and/or a particular Document or type of Document shall be executed.
- (c) Documents may be executed and delivered by hand or by electronic or telephonic transmission, and in counterparts, and such documents, when duly executed and delivered by all persons required, shall be deemed to constitute one (1) document. Any person authorized to sign any Document may affix the corporate seal to the Document.

- 2.7 Spokesperson.** Unless determined otherwise by policy of the Board, only the Chair or an individual appointed by resolution of the Board shall make statements or convey positions or opinions to the media or the public on behalf of the Club.
- 2.8 Banking –** The banking business of the Club shall be transacted at such bank, trust company, or other firm carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Club and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.
- 2.9 Invalidity of any Provisions of this By-Law No. 1 –** The invalidity or unenforceability of any provision of this By-Law No. 1 shall not affect the validity or enforceability of the remaining provisions of this By-Law No. 1.
- 2.10 Decision Making Threshold –** A resolution presented to the Board at a Board meeting shall be passed by a majority of votes cast on that resolution. A resolution presented to the Members at a Meeting of Members shall be passed by either an Ordinary Resolution or a Special Resolution, depending on the language set out herein, in the Articles, or in the Act.
- 2.11 Dissolution –** Upon the dissolution of the Club, any property or funds shall be used to first settle all liabilities of the Club, and then any remaining property or funds shall be distributed as determined by the Board in accordance with the Act and the *Income Tax Act* (Canada).
- 2.12 Paramountcy -** The Rules and Regulations of Skate Canada and those of the Section in which the Club operates shall take precedence over any Club By-Laws; any By-Laws contrary to the Rules of Skate Canada and those of the Section shall be invalid. However, any legislation governing the Club has precedence over any inconsistent Skate Canada by-law relating to the Club.

ARTICLE 3. MEMBERS

3.1 Member Classes and Rights –

- (a) Subject to the Articles, there shall be one (1) class of Members. The following individuals shall be eligible to become a Member:
- i. An individual holding the title of Director shall be eligible to become a Member. Upon appointment or election as a Director, such individual shall automatically become a Member without the need for any additional action to be taken. Such individual shall automatically cease to be a Member upon the termination of such individual's role as a Director.
 - ii. An individual who is a STAR Skater and is eighteen (18) years of age or older is eligible to become a Member. Such individual will become a Member once all steps to register the STAR Skater with the Club are complete, including the provision of all required documentation and the payment of all required fees. Such individual's membership will commence on the first (1st) day of the Skate Canada skating year (i.e., September 1st), or the date on which the Member's membership fees are paid in full to the Club, whichever is later. Such individual's

membership shall terminate on the last day of the Skate Canada year (i.e. August 31st). An individual will need to complete the Club's registration process each year, including payment of all membership fees in full, before such individual's membership with the Club is renewed.

- iii. If a STAR Skater is less than eighteen (18) years of age, one (1) of such STAR Skater's parents or legal guardians may become a Member. The registration form of the STAR Skater must indicate which parent or legal guardian will be the Member. Such individual will become a Member once all steps to register the STAR Skater with the Club are complete, including the provision of all required documentation and the payment of all required fees. Such individual's membership will commence on the first (1st) day of the Skate Canada skating year (i.e., September 1st) or on the date on which the Member's membership fees are paid in full to the Club, whichever is later. Such individual's membership shall terminate on the last day of the Skate Canada year (i.e., August 31st). An individual will need to complete the Club's registration process each year, including payment of all membership fees in full, before such individual's membership with the Club is renewed. Only one (1) parent or legal guardian per STAR Skater may be a Member.
- (b) Each Member shall have the right to receive notice of, attend, and vote at each Meeting of Members. Each Member shall have one (1) vote.

3.2 Transferability and Termination of Membership –

- (a) A Member's membership cannot be transferred.
- (b) A Member's membership shall terminate for any of the following reasons:
 - (i) the Member dies;
 - (ii) the Members resigns in accordance with Section 3.3 below;
 - (iii) the Member's membership is terminated in accordance with Section 3.4 below;
 - (iv) the Skate Canada membership of the Member, or of the STAR Skater of whom the Member is a parent or legal guardian, terminates;
 - (v) the Member ceases to be a Director, if applicable; or
 - (vi) the Club is liquidated or dissolved pursuant to the Act.
- (c) Subject to the Articles, upon any termination of a Member's membership, the rights of the Member, including any rights in the property of the Club, automatically cease to exist and any and all positions of the Member as a Director or Officer automatically terminate (and resignation of a Member in accordance with Section 3.4 below shall be deemed to constitute resignation from such positions). No membership dues will be returned to a previous Member upon resignation or termination of the Member's membership.

Resignation or termination of a Member's membership will not relieve the Member from the payment of any obligation due to the Club at the time of resignation or termination.

3.3 Resignation – Any Member may resign as a Member by delivering a written resignation to the Secretary (or, if the Member is the Secretary, to the Chair), in which case such resignation shall be effective from the date specified in the resignation, or if no date is specified, as of the date of delivery of the resignation.

3.4 Discipline of Members– Any disciplinary action or termination of a Member's membership must be done in good faith and in a fair and reasonable manner. The Board shall have the authority to suspend or expel any Member for any one (1) or more of the following grounds:

- (a) violating any provision of the Articles, By-Laws, or written policies of the Club applicable to such individual, whether as a Member, a Director, or an Officer (as applicable), as determined by the Board in its sole and absolute discretion;
- (b) carrying out any conduct, whether in an official capacity (as a Member, Director, or Officer, as applicable) or in a private capacity (for example, on social media) which may be detrimental to the Club as determined by the Board in its sole and absolute discretion;
- (c) failing to present the Member and/or the Member's business in a legal and ethical manner and in support of the Club's mission and vision, as determined by the Board in its sole and absolute discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose, mission, vision, and values of the Club.

In the event that the Board determines by resolution to propose that a Member's membership should be suspended or that a Member should be expelled, the Secretary or such other Officer as the Board may determine shall provide fifteen (15) days' notice of suspension or expulsion to the Member and shall provide written reasons approved by the Board for the proposed suspension or expulsion. The Member may make written submissions in response to the notice to the Secretary or such other Officer providing the notice within such fifteen (15) day period. If no written submissions are received in accordance with this Section 3.5 within such fifteen (15) day period, the Secretary or such other Officer shall notify the Member that the proposed suspension or expulsion has taken effect. If written submissions are so received, the Secretary or such other Officer shall notify and provide a copy thereof to the Board. Within ten (10) days of receipt of same by the Board, the Board shall hold a meeting to consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of the Board meeting. The Board's decision shall be final and binding on the Member, without any further right of appeal, other than as set out in the Act.

3.5 Membership Fees, Skating Rules, and Skating Hours. – Fees, skating rules, and skating hours shall be determined by the Board from time to time. Refunds of membership fees will only be issued in the following limited circumstances:

- (a) A skater who cannot skate due to medical reasons may have a refund with proof in the form of a doctor's certificate. This medical note needs to be presented to the Board within thirty (30) days of injury or notice of medical reason.
- (b) If the skater's family is relocating outside of the Sudbury District, a refund may be given upon written request explaining the situation.

A processing fee, a fee covering payments of insurance and administrations, and/or guest fees for each day skated may be applied to any amount being refunded, as determined by the Board of Directors in its sole discretion. No refund will be provided of the Skate Canada fee.

ARTICLE 4. MEETINGS OF MEMBERS

- 4.1 Place of Meetings** – In-person Meetings of Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Ontario. Meetings of Members may also be held entirely, or in part, by telephonic or electronic means in accordance with Section 4.10(a) below.
- 4.2 Annual Meetings** – The Board shall call an Annual Meeting of Members not later than fifteen (15) months after the last preceding Annual Meeting of Members and not later than six (6) months after the end of the previous fiscal year.

The Board shall call an Annual Meeting of Members for the purpose of:

- (a) consideration of the financial statements that had been approved by the Board of Directors and evidenced by the signature of one (1) or more Directors;
- (b) consideration of the audit or review engagement report, if any;
- (c) if permitted under the Act, approval of an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (d) election of Directors, if necessary; and
- (e) reappointment of the incumbent auditor (or the incumbent person appointed to conduct a review engagement, if applicable).

Any other business to be transacted at a Meeting of Members shall be deemed to be “**Special Business**”. Special Business may be transacted at an Annual Meeting of Members.

- 4.3 Proposals at Annual Meeting** - A Member entitled to vote at an Annual Meeting of Members may give the Club notice of any Proposal that the Member proposes to raise at an Annual Meeting of Members, and discuss at an Annual Meeting of Members any matter with respect to which the Member would have been entitled to submit a Proposal. Except as provided in the Act, and subject to the provisions of the Act, the Club shall include the Proposal in the notice of the next Annual Meeting of Members and, upon the request of the Member who submits a Proposal, the Club shall include in the notice of Annual Meeting of Members a statement in support of the Proposal by the Member and the name and address of the Member. The Member who submitted the Proposal shall pay any cost of including the Proposal and any statement in the notice of the Annual

Meeting of Members at which the Proposal is to be presented, unless an Ordinary Resolution of the Members present at the Annual Meeting of Members provides otherwise.

4.4 Special Meetings – The Board may at any time call a Special Meeting of Members for the transaction of any business that may properly be brought before the Members. The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than ten per cent (10%) of the voting rights. If the Board does not call a Special Meeting of Members within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Special Meeting of Members.

4.5 Notice of Meetings – Notice of the time and, unless the Meeting of Members is being held entirely by one (1) or more telephonic or electronic means, place of a Meeting of Members, shall be sent to the following:

- (a) to each Member as of the Record Date;
- (b) to each Director; and
- (c) to the auditor of the Club (or to the person appointed to conduct a review engagement of the Club, if applicable).

A notice shall be provided not less than ten (10) days and not more than fifty (50) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article X of this By-Law No. 1. Notice of a Meeting of Members at which Special Business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or any By-Laws to be submitted to the Meeting of Members. If a person may attend a Meeting of Members by telephonic or electronic means, the notice of the Meeting of Members must include instructions for attending and participating in the Meeting of Members by such telephonic or electronic means, including instructions for voting by such means at the Meeting of Members.

4.6 Waiving Notice – A person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members by sending a written waiver to the Secretary, and attendance of any such person at a Meeting of Members is a waiver of notice of the Meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.7 Persons Entitled to be Present – The only persons entitled to be present at a Meeting of Members shall be the Members entitled to vote at the Meeting, the Directors, and the auditor of the Club (or the person appointed to conduct a review engagement of the Club, if applicable). Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the Members by Ordinary Resolution.

4.8 Chair and Secretary of the Meeting – In the event that the Chair and the Vice-Chair (if any) are absent or unable to act, the Members who are present and entitled to vote shall choose another Officer or, failing the availability or interest of any remaining Officer, another Member to chair the meeting. If the Secretary is absent, the chair of the meeting shall appoint an individual, who need not be a Member, to act as secretary of the Meeting. If desired, one (1) or more scrutineers,

who need not be Members, may be appointed by Ordinary Resolution or by the chair of the meeting.

4.9 Quorum – A quorum at any Meeting of Members shall be ten percent (10%) of the voting Members as of the date of the Meeting of Members. For the purpose of determining quorum, a Member may be present in person or, if permitted by the Board, by telephonic or electronic means. If, within one (1) hour after the time appointed for a Meeting of Members, a quorum is not present, the Meeting of Members shall stand adjourned and the provisions of Section 4.11 shall apply. A quorum must be maintained throughout the Meeting.

4.10 Telephonic/Electronic Meetings and Participation –

- (a) A Meeting of Members may, as determined by the Board, be held (i) entirely by in-person attendance; or (ii) entirely by one (1) or more telephonic or electronic means; or (iii) by any combination of in-person attendance and by one (1) or more telephonic or electronic means.
- (b) In addition, any person entitled to attend a Meeting of Members may, as determined by the Board, participate at the Meeting of Members in person or by using telephonic or electronic means. A person voting or attending a Meeting of Members through telephonic or electronic means, if permitted by the Board for such Meeting of Members, is deemed to be present at the Meeting of Members.
- (c) The telephonic or electronic means utilized in Section 4.10(a) or (b) must enable all persons entitled to attend the Meeting of Members to reasonably participate.

4.11 Adjournment –

- (a) The chair of the Meeting of Members may, with the consent of the Members by Ordinary Resolution, adjourn (postpone) the meeting to a fixed time and place.
- (b) If an adjourned Meeting of Members is to be held within thirty (30) days of the original Meeting of Members, notice of an adjourned Meeting of Members will not be required. The following information must be announced at the time of the adjournment: (i) the time of the adjourned Meeting of Members; (ii) the place of the adjourned Meeting of Members, unless it is going to be held entirely by one (1) or more telephonic or electronic means; and (iii) if applicable, instructions for attending and participating in the continued Meeting of Members by the telephonic or electronic means that will be made available for the Meeting of Members, including, if applicable, instructions for voting by such means at the Meeting of Members.
- (c) If the adjourned Meeting of Members is to be held more than thirty (30) days after the date of the original Meeting of Members, notice of the adjourned Meeting of Members will be required.
- (d) Any business may be brought before or dealt with at any adjourned Meeting of Members which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

- 4.12 Absentee Voting** – A Member shall be entitled to vote at a Meeting of Members in person or by telephonic or electronic means. A Member shall not be entitled to cast a vote prior to a Meeting of Members or to send a proxyholder to vote in such Member's stead at a Meeting of Members. If a Member cannot attend a Meeting of Members in person or by telephonic or electronic means, such Member forfeits the right to vote at such Meeting of Members.
- 4.13 Votes to Govern** – All questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members at a Meeting of Members, unless required otherwise by the Act or the By-Laws. Every Member shall have one (1) vote. The chair of a Meeting of Members shall be entitled, as a Member, to vote. In case of an equality of votes, the question shall be deemed to have failed.
- 4.14 Voting Mechanisms** - Unless a ballot is demanded by a Member pursuant to Section 4.15, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands or by oral declaration or by electronic means (if made available at the discretion of the Board). A declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- 4.15 Ballots** – For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands has been taken, any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chair of the Meeting of Members directs and the decision of the Members on the question shall be determined by the result of such ballot.
- 4.16 Resolution in Lieu of Meeting** – A resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members. A copy of every resolution referred to above shall be kept with the minutes of Meetings of Members. While a resolution in writing can be distributed by e-mail, the signature of every Member is required in order for a resolution in writing to be valid.
- 4.17 Annual Financial Statements** —The Club shall, not less than five (5) business days before each Annual Meeting of Members, give a copy of the financial statements approved by the Board and the report of the auditor (or of the person who conducted a review engagement, if applicable) to all Members who had informed the Club that they wish to receive a copy of those documents.
- 4.18 Conduct of Meetings** – If a procedural matter arises during a Meeting of Members that is not addressed by the Act, the By-Laws, or any policies or procedures of the Club, the matter shall be handled in accordance with the procedures contained in the then most current edition of Roberts Rules of Order available in Canada, provided that the failure to follow such procedures shall not: (a) affect the validity of any resolution passed, or any other decision, action or step taken at any such meeting; nor (b) give rise to any right or claim against or in favour of any person.

ARTICLE 5. DIRECTORS

5.1 Board of Directors –

- (a) The affairs of the Club shall be managed or supervised by a Board of Directors.
- (b) The Articles shall provide for a minimum of three (3) and a maximum of twelve (12) Directors. One (1) Director must be a certified professional coach or registered skating coach; such individual, due to an inherent conflict of interest, shall be obligated to declare such conflict of interest whenever a discussion or vote arises at a Board meeting relating to a financial matter involving the Club and shall not be entitled to take part in such discussion or vote.
- (c) The Board of Directors will consist of the specific number of Directors, within the range set out in Section 5.1(b) above, determined from time to time by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by a resolution of the Directors.

5.2 Qualifications – The Club welcomes Diversity on the Board. The following persons are disqualified from becoming, or remaining as, a Director:

- (a) anyone who is not an individual (i.e. a human being);
- (b) anyone who is under eighteen (18) years of age;
- (c) anyone who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) anyone who has been found to be incapable by any court in Canada or elsewhere;
- (e) anyone who has the status of bankrupt; and
- (f) anyone who is not registered as a member of Skate Canada.

5.3 Election and Term –

- (a) The Members shall elect Directors by Ordinary Resolution at each Annual Meeting of Members at which an election of Directors is required. The individuals up for election must be nominated, vetted, and presented to the Members as part of a slate of candidates in accordance with any recruitment policy approved by the Board. An election at an Annual Meeting of Members shall occur by ballot or anonymous electronic vote.
- (b) Unless determined otherwise by an Ordinary Resolution of the Members, each Director shall be elected for a term that will expire at the second (2nd) Annual Meeting of Members held after the election.
- (c) A Director who is not elected for an expressly stated term shall cease to hold office at the close of the next Annual Meeting of Members. If the Club fails to hold a meeting or fails

in the meeting to elect Directors, the incumbent Directors shall continue in office until their successors are elected.

- (d) Unless determined otherwise by the Members, no individual may serve for more than four (4) consecutive terms (for approximately eight (8) consecutive years) as a Director.
- (e) An individual who was originally appointed as a Director under Section 5.6 or Section 5.7 to fill a vacancy will not have the time served as the replacement Director count towards the maximum number of consecutive years that an individual may serve as a Director before being required to retire.
- (f) An individual who has served for the maximum number of consecutive years as a Director shall be eligible for re-election as a Director after the passage of twelve (12) months following retirement as a Director.
- (g) A Director must consent in writing to hold office before or within ten (10) days of the election or appointment, unless such Director has been re-elected or re-appointed with no break in term of office.
- (h) In addition to filling a vacant position in accordance with Section 5.7, the Board has the right, under the Act, to fill a new position on the Board in between Annual Meetings of Members if two (2) factors are met: First, the current number of Directors must be less than the maximum number of Directors available in the range of Directors set out in the Articles. Second, at least three (3) Directors must have been elected at the previous Annual Meeting of Members. If these factors are met, the Board has the authority to appoint up to one-third (1/3rd) of the total number of Directors elected by the Members at the previous Annual Meeting of Members. A Director elected pursuant to this Subsection 5.3(h) shall not have the time served until the next Annual Meeting of Members count towards the maximum number of consecutive years that an individual may serve as a Director before being required to retire.

5.4 Automatic Vacation of Office – The office of a Director shall automatically be vacated if the Director:

- (a) dies;
- (b) resigns in accordance with Section 5.5;
- (c) is removed by the Members in accordance with Section 5.6; or
- (d) becomes disqualified to serve as a Director by failing to meet all of the qualifications set out in Section 5.2.

Other than in the event of the death of a Director or removal by the Members at a Meeting of Members pursuant to Section 5.6, a Board meeting will be held to acknowledge the occurrence of any of the above-listed events. Following such Board meeting, a letter will be sent by the Club, on behalf of the Board, to the Director in question, confirming the effective date on which the individual ceased to be a Director.

5.5 Resignation – A Director may resign from office by giving a written resignation to the Secretary (or the Chair, if the Director resigning is also the Secretary), in which case such resignation shall be effective at the time the resignation is received, or at the time specified in the resignation, whichever is later.

5.6 Removal –

- (a) The Members may, by Ordinary Resolution passed at a Meeting of Members, remove any Director from office before the expiration of the Director's term, for any reason.
- (b) Upon the occurrence of an Event of Default, the Director in question shall be notified by the Chair (or the Secretary, if the Director in question is the Chair) and given the opportunity to resign. If the Director in question refuses to resign, the Board shall call a Special Meeting of the Members. On the agenda of such Special Meeting of Members shall be the removal of the Director in question due to the Event of Default.
- (c) The Members may, at the Meeting of Members at which they removed an individual as a Director, elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed with a qualified individual who is approved in accordance with any nominations policy of the Board; if no election occurs, such vacancy may be filled by the Board in accordance with Section 5.7.

5.7 Vacancies – Subject to Section 5.6, a vacancy on the Board may be filled by the Board with a qualified individual approved in accordance with any nominations policy of the Board, for the remainder of the term of the vacating Director.

5.8 Remuneration and Expenses – The Directors and Officers may not receive remuneration for their duties as such; provided, however, that a Director may receive a discount on skating services for one (1) registered child, as determined by resolution of the Board or in Board policy. Any Director or Officer may receive reimbursement for their expenses incurred on behalf of the Club. Unless otherwise prohibited by the Club or the Articles, a Director and Officer may be compensated for services provided to the Club other than as a Director or Officer.

5.9 Borrowing Powers – The Directors may, without further authorization of the Members, on behalf of the Club:

- (a) borrow money on the credit of the Club;
- (b) issue, reissue, sell, or pledge debt obligations of the Club;
- (c) give a guarantee on behalf of the Club to secure performance of an obligation of any person; a
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Club, owned or subsequently acquired, to secure any debt obligation of the Club.

The Board may, by resolution, delegate the powers referred to in this Section 5.9 to a Director, a committee of Directors, or an Officer.

- 5.10 Voting Shares and Securities** – If the Club owns shares or other securities with voting rights in other Clubs, the Board shall have the right to determine how the Club will vote as the shareholder of such Clubs. The Officers may, from time to time, execute and deliver, on behalf of the Club, proxies, in accordance with instructions provided by the Board. All shares and securities owned by the Club shall be lodged, in the name of the Club, with a chartered bank or trust company, or in a safe-deposit box or, if so authorized by the Board, in another manner and location.

ARTICLE 6. MEETINGS OF DIRECTORS

- 6.1 Place of Meetings** – Meetings of the Board may be held in person at the Registered Office of the Club or at any other place within or outside of Canada as the Board may determine or may be held entirely by telephonic or electronic means.
- 6.2 Calling of Meetings** – Meetings of the Board may be called from time to time upon the request of the Board of Directors or upon written request of 10% of the Club members. At least six (6) meetings of the Board shall be held each calendar year, unless determined otherwise by the Board.
- 6.3 Notice of Meeting** –
- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 10 of this By-Law No. 1 to every Director not less than ten (10) days before the day when the Board meeting is to be held; provided, however, that less notice shall be acceptable if:
 - i. the Chair or any two (2) Directors determine, in good faith, that a matter must be addressed at a Board meeting urgently (an “**Urgent Matter**”);
 - ii. the notice period for the Board meeting where the Urgent Matter shall be discussed is not less than twenty-four (24) hours; and
 - iii. the Club has not received, prior to the commencement of the Board meeting where the Urgent Matter shall be discussed, a written objection by a Director to the length of the notice period.
 - (b) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
 - (c) Notice of an adjourned meeting is not required if (i) the time and place of the adjourned meeting is announced at the original meeting is provided, and (ii) instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting are provided, including instructions for voting by such means at the meeting.
 - (d) A notice of meeting need not specify the purpose or the business to be transacted at the meeting.

- (e) The Board may appoint, by resolution, a day or days in any month or months for regular meetings at a place and hour to be named; such resolution shall be provided to the Directors after being passed and no other notice shall be required for any such regular meeting.

6.4 Quorum – A majority of the Directors currently in office constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or in accordance with Section 6.6, by telephonic or electronic means. If, within one-half (1/2) hour after the time appointed for a Board meeting, a quorum is not present, the meeting shall stand adjourned. A quorum must be maintained throughout any meeting of the Board. In the absence of a quorum, any business transacted, including, without limitation, any decisions taken (except a decision to adjourn) will be null and void.

6.5 Resolutions in Writing – A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors. While a resolution in writing can be distributed by e-mail, the signature of every Director is required in order for a resolution in writing to be valid.

6.6 Participation at Meeting by Telephonic or Electronic Means –

- (a) A Director may participate in a meeting of Directors or of a committee of Directors using telephonic or electronic means that enable all persons attending the meeting to communicate with each other simultaneously and instantaneously. A Director participating in a Board meeting by such means shall be deemed for the purposes of the Act to be present at that meeting.
- (b) Notice of a Board meeting at which a Director may attend by telephonic or electronic means must include instructions for attending and participating by the telephonic or electronic means, including instructions for voting by such means at the meeting.

6.7 Attendance at Board Meetings - Only Directors have the right to attend Board meetings. The Board may invite guests to attend and speak at meetings, but not to vote; such guests may be removed from a meeting by the Board and/or the chair of the meeting. Directors may not appoint proxies to attend meetings in their stead.

6.8 Chair and Secretary of the Meeting – In the event that both the Chair and the Vice-Chair are absent or unable to act, the Directors who are present shall choose one (1) of their number to chair the meeting. In the event that the Secretary is absent or unable to act, the Directors who are present shall choose someone, who need not be a Director, to be the secretary of the meeting.

6.9 Votes to Govern –

- (a) At all meetings of the Board, every question shall be decided by a majority of the votes

cast on the question. Only Directors shall be entitled to vote. Each Director (including the chair of a meeting, as a Director) shall have one (1) vote. In case of an equality of votes, the motion will be deemed to have failed.

- (b) Abstentions are not permitted by the Act (other than in situations of conflicts of interest). A Director who is present at a Board meeting, but doesn't vote, or is not present at a Board meeting, will be deemed to have consented to any resolution passed or action taken at the meeting unless the Director causes the Director's dissent to be entered into or placed with the minutes of the meeting, or submits the dissent to the Club, within the time period required by the Act.

6.10 Conduct of Meetings – If a procedural matter arises during a Board meeting that is not addressed by the Act, the By-Laws, or any policies or procedures of the Club, the matter shall be handled in accordance with the procedures contained in the then most current edition of Roberts Rules of Order available in Canada, provided that the failure to follow such procedures shall not: (a) affect the validity of any resolution passed, or any other decision, action or step taken at any such meeting; nor (b) give rise to any right or claim against or in favour of any person.

ARTICLE 7. OFFICERS

7.1 Appointment –

- (a) The Board shall appoint Officers at the first Board meeting held after the Annual Meeting of Members.
- (b) The following Officer positions shall be mandatory: Chair, Treasurer, and Secretary. Such positions shall be filled by Directors.
- (c) The Board shall have the authority to designate other offices of the Club and appoint such Officers, specify the duties of all Officers, and delegate powers to any Officer (except such powers that cannot be delegated, as per the terms of the Act). Such additional Officer positions may, but need not be, held by Directors.
- (d) An individual may hold two (2) or more positions at the same time (other than the Past Chair, Chair, and Vice-Chair positions).

7.2 Term of Office – The term of office of any Officer (other than an employee) shall be approximately one (1) year, expiring at the first (1st) Annual Meeting of Members held after the appointment. An individual may hold the same Officer position for an unlimited number of one (1) year terms.

7.3 Responsibilities - The Officers of the Club shall have the following duties and powers associated with their positions:

- (a) Chair – The Chair, who must be a Director, shall, when present, preside at all meetings of the Board, of the executive committee (if any), and of the Members. The Chair shall have such other duties and powers as the Board may specify.

- (b) Vice-Chair – The Vice-Chair shall, when present at meetings of the Board, of the executive committee (if any), or of the Members at which the Chair is absent or unable to act, preside at such meetings, and shall have such other duties and powers as the Board may specify. If more than one Vice-Chair exists, the Vice-Chairs shall have authority in order of seniority by date and time of appointment.
- (c) Secretary – The Secretary shall attend and be the secretary of all meetings of the Board, Members, and committees of the Board, or shall delegate such responsibility and oversee the fulfillment of such responsibility. The Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, meeting notices to Members, Directors, the auditor, and members of committees. The Secretary shall be, or shall oversee the employee or contractor of the Association appointed to be, the custodian of all books, papers, records, documents and other instruments belonging to the Association. The Secretary shall have such other duties and powers as the Board may specify.
- (d) Treasurer - The Treasurer shall have such duties and powers as the Board may specify.
- (e) Other Officers - The powers and duties of all other Officers shall be as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

7.4 Vacancy in Office – An Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary (or by the Chair, if the resigning Officer is the Secretary), or at the time specified in the resignation, whichever is later;
- (c) the removal of the Officer by the Board;
- (d) such Officer ceasing to be a Director, if applicable; or
- (e) such Officer's death.

If the office of any Officer becomes vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy.

7.5 Remuneration of Officers – The remuneration of Officers shall be limited in accordance with Section 5.8.

ARTICLE 8. COMMITTEES

8.1 Committees - The Board may, but need not, appoint any committee or other advisory body as it deems necessary or appropriate from time to time, and may delegate such powers as the Board shall see fit, with the exception of such powers that the Act prohibits from being delegated namely:

1. The power to submit to the Members any question or matter requiring the approval of the Members.
2. The power to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Club.
3. The power to appoint additional Directors.
4. The power to issue debt obligations except as authorized by the Board.
5. The power to approve any financial statements.
6. The power to adopt, amend or repeal By-Laws.
7. The power to establish contributions to be made, or dues to be paid, by Members.

8.2 Audit Committee – The Board may, but need not, appoint an Audit Committee. If an Audit Committee is struck, it must consist of at least one (1) or more Directors, but the majority of the persons comprising the Audit Committee must not be Officers or employees of the Club. The auditor (or person conducting the review engagement, if applicable) or any member of the Audit Committee may call an Audit Committee meeting. The Audit Committee shall review the financial statements prior to them being approved by the Directors.

8.3 Governance of Committees and Advisory Bodies. Every committee or advisory body shall be governed by such policies, procedures, codes, and/or terms of reference approved by the Board from time to time. Any committee member may be removed by resolution of the Board. The chair of a committee shall be appointed by the Board. Any committee that includes one (1) or more non-Directors may not be delegated any of the powers of the Board but shall only act in an advisory capacity.

ARTICLE 9. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1 Standard of Care – Every Director and Officer of the Club, in exercising such person’s powers and discharging such person’s duties, shall act honestly and in good faith with a view to the best interests of the Club and shall meet the standard of care required by the common law and the Act, which shall be no less than the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Club, by accepting such office, agrees to comply with the Act, the Articles, and the By-Laws.

9.2 Limitation of Liability – Provided that the standard of care required of the Directors under the Act and the By-Laws has been satisfied, which includes relying in good faith on financial statements of the Club presented by an Officer, reports of the auditor (or person conducting a review engagement, as applicable), financial reports of the Club presented by an Officer, a report or advice of an Officer or employee of the Club, or a report of a professional, no Director shall be liable for money or property distributed or paid by the Club contrary to the Act.

9.3 Indemnification of Directors and Officers – The Club shall indemnify each former and present Director and Officer of the Club, and each other individual who acts or acted at the Club’s request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred

by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that Club with the Club or other entity if:

- (a) the person was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;
- (b) the person acted honestly and in good faith with a view to the best interests of the Club or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Club's request; and
- (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Club may indemnify such persons and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law No. 1 shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law No. 1.

9.4 Insurance – Subject to the Act, the Club shall ensure that insurance for the benefit of any person entitled to be indemnified by the Club pursuant to Section 9.3 against any liability incurred by the individual in the individual's capacity as a Director or an Officer, or in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Club's request, is maintained through Skate Canada.

9.5 Advances – With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Club is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may authorize the Club to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer is required to do so by the Act.

ARTICLE 10. NOTICES

10.1 Method of Giving Notices –

- (a) Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the auditor (or person appointed to conduct a review engagement) shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.
- (b) A notice that is delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid. A notice that is mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice

that is sent by any means of electronic or similar communication shall be deemed to have been given when sent by the sender's electronic server or equivalent facility.

- (c) The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, or the auditor (or person appointed to conduct a review engagement) in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law No. 1 shall be sufficient and conclusive evidence of the giving of such notice.
 - (d) The signature of any Director or Officer of the Club to any notice or other document to be given by the Club may be written, stamped, typewritten, electronically signed, or printed, or partly written, stamped, typewritten, electronically signed, or printed.
- 10.2 Omissions and Errors** – The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or the auditor (or person appointed to conduct a review engagement), or the nonreceipt of any notice by any such person where the Club has provided notice in accordance with this By-Law No. 1, 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.
- 10.3 Waiver of Notice** – Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice. Any such waiver or abridgement shall be in writing.

ARTICLE 11. AUDIT OR REVIEW ENGAGEMENT

- 11.1 Remuneration** – The Board shall fix the remuneration of the auditor (or the person appointed to conduct a review engagement).
- 11.2 Qualifications** – The auditor (or person appointed to conduct a review engagement) shall be duly licensed under the laws of Ontario. Such individual, and such individual's business partners, shall not (i) be a business partner, Director, an Officer, or an employee of the Club or any of its affiliates, or a business partner of any Director, Officer, or employee of the Club or any of its affiliates; (ii) beneficially own or control a material interest in the debt obligations of the Club or any of its affiliates; or (iii) have been a receiver, receiver-manager, liquidator, or trustee in bankruptcy of the Club or any of its affiliates within two years before the person is proposed to be appointed as the auditor of the Club (or person appointed to conduct a review engagement).
- 11.3 Removal** – The auditor (or person appointed to conduct a review engagement) shall cease to hold such position when such person dies or resigns, is declared disqualified by a court, or is removed by the Members in accordance with the Act.
- 11.4 Vacancy** – The Board shall immediately fill a vacancy in the position of auditor (or person appointed to conduct a review engagement) if such appointment is permitted by the Act.

ARTICLES 12. BY-LAW AND EFFECTIVE DATE

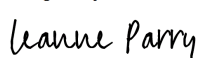
12.1 By-Law and Effective Date –

- (a) Subject to the Articles, the Board may make, amend or repeal any By-Laws that regulate the activities or affairs of the Club. Any such By-Laws, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it must be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Laws, amendment, or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed or confirmed as amended. The By-Laws, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.
- (b) Section 12.1(a) does not apply to a By-Law amendment that requires a Special Resolution under the Act because such By-Law amendments are only effective when confirmed by the Members.
- (c) Upon the enactment of this By-Law No. 1, all previous By-Laws of the Club shall be repealed. Such repeal shall not affect the previous operation of any By-Laws or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles obtained pursuant to, any such By-Laws prior to its repeal. All Directors, Officers, and person acting under any By-Laws so repealed shall continue to act as if appointed under the provisions of this By-Law No. 1 and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Laws shall continue as good and valid except to the extent inconsistent with this By-Law No. 1 and until amended or repealed.

APPROVED by the Board of Directors as of the 9th day of September 2024.

Signed by:

 DEA88D588A6C489...
 Chair – Heather Fleury

Signed by:

 8CD098D61100410...
 Treasurer – Leanne Parry

CONFIRMED by the Members as of the 26th day of September 2024.

Signed by:

 DEA88D588A6C489...
 Chair – Heather Fleury

Signed by:

 8CD098D61100410...
 Treasurer – Leanne Parry