

# PETERBOROUGH FIGURE SKATING CLUB BY-LAWS

Peterborough Figure Skating Club

P.O Box 956 Station Main

Peterborough, ON K9J 7A5

Group Identification Number: 1000509

Date of Revision: May 11, 2023

Approval: June 5, 2023 BY-LAWS

## 1 GENERAL

1.1 Purpose – These By-Laws relate to the general conduct of the affairs of Peterborough Figure Skating Club. The Club shall run an inclusive, safe and welcoming environment for all individuals irrespective of sex, age, creed or colour. The Club encourages enjoyment and advancement of its Members in all aspects of skating that promotes fitness for life. The Club shall operate only Skate Canada Figure Skating and skating programs. Only Skate Canada Professional Coaches are permitted to teach figure skating in the Club.

1.2 Definitions – The following terms have these meanings in these By-Laws:

- a) Accretions - Growth or increase by the gradual accumulation of additional layers or matter.
- b) Act – Ontario Not for Profit Corporations Act or any successor legislation.
- c) Associate Member – A person who is a member of a club, organization etc. but has only partial rights and privileges.
- d) Board – the Board of Directors of the Club.
- e) By-Laws – The By-Laws shall describe the organization and functions of the Club and the means by which Members of the Club may elect the Club Board of Directors and control the property and activities of the Club.
- f) Club – Peterborough Figure Skating Club in the Province of Ontario, City of Peterborough, Ontario
- g) Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, sent electronically, faxed, emailed, or in writing where the notice is couriered or is provided by mail, five (5) days after the date the mail is post-marked.
- h) Days – days including weekends and holidays.
- i) Director – an individual elected or appointed to serve on the Board pursuant to these By-Laws.
- j) Indemnification – Compensation for harm or loss. Duty to make good any loss, damage or liability incurred by another.

- k) Members – members of the Club in accordance with this By-Law and who have not ceased to be members and includes Voting Members and Non-Voting Members.
- l) Not-For-Profit – An organization also known as a non business entity. Organizations that do not earn profits for its owners. All money earned by or donated to a Not-For-Profit organization is used in pursuing the organization's objectives and keeping it operating.
- m) Officer – an individual elected or appointed to serve as an Officer of the Club pursuant to these ByLaws.
- n) Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution.
- o) Policies – Outline the reason behind the rules.
- p) Procedures – Outline the process to follow for the corresponding policy.
- q) Ratification – The action of signing or giving formal consent to a treaty, contract, or agreement making it officially valid.
- r) Review Engagement – a qualified individual or public accounting firm appointed by the Members at the Annual General Meeting to review the financial statements, accounts, and records of the Club and then provide a report to the Members at the next Annual Meeting in accordance with the Act.
- s) Remuneration – Money paid for work or service.
- t) Skate Canada – means Skate Canada, a corporation governed by the laws of Canada. It is the sport governing body for figure skating in Canada.
- u) Skate Ontario – means Skate Ontario, a corporation governed by the laws of Ontario. It is the sport governing body for figure skating in Ontario.
- v) Special Resolution – a resolution passed by not less than two-thirds of the votes cast on that resolution.
- w) Quorum – The minimum number of members of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid.
- x) Registered Office – The registered office of the Club will be located within the City of Peterborough

1.3 No Gain For Members -The Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its objectives in the future years of operations.

1.4 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 Club.

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

1.6 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include: bodies

corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

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

1.8 A Not-For-Profit – The figure skating or skating Club, or the figure skating or skating section of a Not-For-Profit Club; that is a Member of Skate Canada and Skate Ontario and is managed by a volunteer Board of Directors for the general purpose of providing Skate Canada figure skating or skating programs for Skate Canada Members.

## **2. MEMBERSHIP**

Membership Dues, Duration and Classes

2.1 Year – The membership year of the Club will be September 1<sup>st</sup> to August 31<sup>st</sup> unless otherwise determined by the Board.

2.2 Dues - Membership and registration fees will be set by the Board of Directors on an annual basis. Members of the Club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as set by Skate Canada.

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

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

- a) A Director, for so long as he or she remains a Director;
- b) A Skater who is 18 years of age or older, for the duration of the current Skating Year and must be registered with the Club;
- c) A Parent or Legal Guardian whose child (children) is (are) under the age of 18 and is (are) registered as a Skater(s) with the Club, for the duration of the current Skating Year. There is one vote for every member i.e.: registered skaters.
- d) Honorary Membership – At the Annual Meeting of Members the voting members may elect any person an Honorary Member of the Club. An Honorary Member shall be exempt from Club dues (but not Skate Canada dues) and shall not have interests in the assets of the Club. Honorary Members shall be entitled to one vote at the Annual General Meeting.

2.5 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.

b) Partial Membership - All eligible skaters who are Associate Members of Skate Canada through another HOME club and have paid a registration fee as set by the Club. Partial members have no vote but may have a voice at the Annual General Meeting of Special Meetings of members.

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

- a) The individual makes an application for membership in a manner prescribed by the Board;
- b) The individual has paid fees and is a member in good standing of the Club, Skate Canada
- c) The individual agrees to uphold and comply with the Clubs governing documents;
- d) The individual meets any other condition of membership determined by the Board;
- e) Membership in the Club is non-transferable.

2.7 Termination – Membership in the Club will terminate immediately upon:

- a) The expiration of the Member's annual membership unless reviewed in accordance with these By-Laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.9 of these By-Laws;
- c) Resignation by the Member by giving written notice to the Club;
- d) Dissolution of the Club.

2.8 Good Standing – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member of the Club;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) All Members shall uphold, observe and conform to the By-Laws, Rules and Regulations of Skate Canada and Skate Ontario, and the By-Laws, Policies and Procedures of the Club made by the Board of Directors of the Club;
- d) Is not subject to a disciplinary investigation or action by the Club, Skate Canada or Skate Ontario, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board and;
- e) Has paid all required membership fees to the Club.

2.9 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 their activities, benefits

and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

2.10 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 Annual Meetings and Special Meetings;
- b) To make or second motions at Meetings and to speak in debate on motions under consideration
- c) To exercise a vote on matters for determination at General Meetings;
- d) May serve on committees of the Club, as invited;
- e) May nominate individuals for election to the Board
- f) May be nominated, if eligible, to stand for election as a Director of the Club
- g) May participate in the programs and initiatives of the Club, in accordance with such criteria as may be determined by the Board from time to time;
- h) To receive access to minutes of members' meetings.

### **3. MEETINGS OF MEMBERS**

3.1 Annual Meeting – The Club 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.

3.2 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.

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

3.4 Written Notice – Written or Electronic Notice of all Annual General Meeting and Special Meetings shall be provided 15 days in advance to each eligible voting member. The notice shall include the time and place of the meeting, the agenda, full details of any proposal amendments to these By-Laws, and a complete list of the candidates nominated for elections.

3.5 Error or Omissions 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 this meeting.

3.6 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. The date and time of AGM will be published 30 days in advance, new business to be added to the agenda must be submitted no later than 20 days before the meeting and notice with the agenda and all the meetings materials will be given no less than 15 days before the meeting.

3.7 Quorum – A quorum for an Annual General Meeting or Special Meeting shall be 10 % of the eligible-voting Members.

3.8 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board of Members attending the meeting

3.9 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.

3.10 Attendance – The only persons entitled to attend a meeting of the Members are those Delegates representing Members, 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

3.11 Voting at Meeting of Members – Board members do not vote at members meetings. Board members are voting members but they vote throughout the course of the year at board meetings. They do not vote at the Annual General Meeting (AGM).

3.12 Voting Rights: Members have the following voting rights at all meetings of the Members: a member, in accordance with By-Law 2.4 will be assigned one (1) vote per family or eligible member.

3.13 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.

3.14 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot.

3.15 Majority of Votes – Except as otherwise provided in these By-Laws, a simple majority of votes will decide each issue. The meeting Chair may vote only when the vote would change the result. Therefore the Chair may vote to break a tie, and thus pass a motion, or to create a tie, and thus defeat a motion

#### **4. GOVERNANCE**

4.1 Eligibility of Directors – The Members of the Board of Directors, Members and Chairs of committees, and the Club Delegate to Skate Canada, must be members in good standing of the Club, be registered as Associate Members of Skate Canada, be of legal age (18), and be eligible persons. To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older

b) Shall be willing to abide by the policies and By-Laws governing the Club, Skate Canada, and Skate Ontario.

c) Not to have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act, 1990 to be incapable of managing property;

d) Not have the status of bankrupt;

e) Not to be a paid employee of the Club, with the exception of one certified professional coach or registered skating coach who will fulfill the requirements as per 4.1 (b) of these By-Laws.

4.2 Nominations – Any nomination of an individual for election as a Director will:

a) Include the written consent of the nominee by signed or electronic signature; and

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) There will be no nominations from the floor of the meeting.

4.3 Composition of the Board – The general management of the Club shall be vested in a Board of Directors, consisting of: Past President, President, Secretary, Treasurer, Directors at large and a Professional Coach. The Board will be composed of a minimum of 1 and a maximum of 11 directors. One of the directors must be a professional coach. The officer positions of Chair (President), Secretary and Treasurer will be decided by the Board of Directors at the first Board meeting of the newly elected. All of the above, with the exception of the Past President shall be elected for 2 year terms at the Annual General Meeting. Past President will remain on for a 1 year term then that role is vacant until there is a new Past President. Past President does not have a vote at Board Meetings.

4.4 No Alternate Directors – No person shall act for an absent Director at a meeting of directors

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

4.6 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunication technology (ex. zoom). Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

4.7 Standard of Care – Every Director will:

a) Act honestly and in good faith with a view to the best interests of the Club; and

b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.8 Holding of Office, Resignation and Removal of Directors – The Board of Directors shall hold office until the close of the meeting at which their successors have been duly elected. 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. Any Member of the Board of Directors may be removed by the Members by a 2/3 majority vote at a Special General Meeting duly called for the purpose, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting.

4.9 Voting – A quorum of the Board of Directors shall consist of 50% plus 1 Member of the Board of Directors, including the President or Designate. Each Director, including the President, is entitled to one vote at a meeting of the Board. Only elected Directors can represent their own vote at a Board Meeting (meaning no proxies). Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favor of the resolution. Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated.

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

4.11 Board of Directors Absenteeism - If a Board of Directors Member is absent for more than three consecutive scheduled Board of Directors meetings, without good cause and/or without prior notification to the President or Secretary, then that office may be declared vacant by a majority vote of the Board of Directors.

4.12 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least 30% of the Directors

4.13 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.

4.14 Chair – President shall act as Chair of all Board of Directors and general meetings.

## **5. OFFICERS/DIRECTORS DUTIES**

5.1 Composition – At the first meeting following the Annual General Meeting, the Board shall appoint from the Directors, a President, a Secretary, and a Treasurer each of whom shall be an Officer of the Club.

5.2 Duties – The duties of Officers are as follows:

a) The Past President will remain on for a term of 1 year then the role is vacant until there is a new Past President. Having the Past President remain on for 1 year is good continuity for the Club. The Past President does not have a vote at Board Meetings.

b) The President will be the chair of the Board and will preside at the Annual and Special Meetings of the Club and at meetings of the Board unless otherwise designated. The President will be the official spokesperson of the Club and will perform such other duties as may from time to time be established by the Board.

c) The Secretary shall deal with all correspondence subject to the approval of the President or his/her delegate, shall issue all notices for Board of Directors, and General Meetings, shall take minutes at all meetings, and shall be responsible for submitting to Skate Canada such reports as are required by Skate Canada and other regulations. If the secretary is absent from any meeting of the Club or the Board, the President will appoint another individual to act as secretary at that meeting.

d) The Treasurer shall be responsible for the safe control of all Club funds, for preparing and submitting to the Board of Directors on a regular basis an annual budget and keeping such records as are required for financial review. The Treasurer is also responsible for arranging a CPA for a review engagement. Treasurer and either of two pre-selected Directors shall sign all cheques and legal documents

### 5.3 Removal

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.

5.4 Vacancy – When 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.

## 6. BOARD COMMITTEES

6.1 Committees – Appointment – The Board is empowered to enact Committees as needed.

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

6.3 Committees- President as ex-officio member – The President shall be an ex-officio member of all committees.

6.4 Removal – The Board may remove any member of any committee.

6.5 Debts – No Committee will have the authority to incur debts in the name of the Club.

## 7. FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Club will be April 1st to March 31st.

7.2 Bank – The banking business of the Club will be conducted at such financial institution as the Board may determine.

7.3 Auditors – The Club will submit a review engagement on an annual basis. There are legal requirements that need to be followed based on gross revenue (the amount we brought in) as determined by the Ontario Not-for-Profit Corporations Act. The executive cannot over rule the Provincial laws on financial reporting.

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

7.5 The Financial Statements – The Financial Statements will include:

- a) The financial statements
- b) Any further information respecting the financial position of the Club

7.6 Books and Records – The necessary books and records of the Club required by applicable law will be properly kept.

7.7 Dissolution – In the event that the Club ceases to exist, the net assets from liquidation shall be voted on in a meeting of the members as to where the funds will be dispersed in our community.

7.8 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

7.9 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 Club will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest and any Board approved Conflict of Interest Policy.

## **8. AMENDMENT OF BY-LAWS**

8.1 Voting – By a simple majority of the voting Members present at a meeting duly called to amend, revise, or repeal these By-Laws.

a) By Ordinary Resolution of the Board. 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.

8.2 Effective Date – By-Laws amendments are effective immediately at the close of the meeting unless otherwise indicated in the amendment motion itself.

## **9. INDEMNIFICATION**

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

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

a) The individual acted honestly and in good faith with a view to the best interests of the Club; and

b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

9.3 Insurance – The Club will, at all times, maintain in force reasonable insurance including Directors and Officers liability insurance under Skate Canada.

9.4 Liability – The Club shall not be responsible for any damages, injury, or loss of property to any member, guest or visitor to the Club regardless of the reason or nature of such damages, loss of injury. Every Member, guest or visitor shall use the Club facilities at his or her own risk. The Club shall participate in the Skate Canada Club Liability and Member Insurance programs (Skate Canada).

## **10. ADOPTION OF THESE BY-LAWS**

10.1 Ratification – These By-Laws were passed and enacted by Ordinary Resolution of the Board on the 6<sup>th</sup> of June, 2023

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

## **11. REFERENCES**

a) Call To Order (Book) - Second Edition, Meeting Rules, Procedures and Advice for Non-Profit Organizations. By Herb Perry and Susan Perry 12