

# **GENERAL BY-LAW NO. 1**

## **OF THE**

### **NIAGARA CENTRE SKATING CLUB**

A by-law relating generally to the conduct and affairs of the NIAGARA CENTRE SKATING CLUB, a corporation without share capital incorporated under the Ontario Corporations Act (the "Act").

BE IT ENACTED as a by-law of NIAGARA CENTRE SKATING CLUB (the "Club") as follows:

#### **HEAD OFFICE**

1. The Head Office of the Corporation shall be in the City of Welland, in the Province of Ontario. The directors of the corporation may, from time to time by resolution, determine the specific location of the Head Office.

#### **FISCAL YEAR**

2. The fiscal year of the Corporation shall begin on \_\_\_\_\_ of each year and end on \_\_\_\_\_ of the same year.

#### **MEMBERS**

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

4. All members shall uphold, observe and conform to the by-laws, rules and regulations of Skate Canada, the By-laws of the Club and such policies, procedures, rules and regulations as made by the Board of Directors of the Club.

5. Members of the Club shall be registered with Skate Canada ("Associate Member of Skate Canada") and pay such registration and other fees to Skate Canada ("Skate Canada Registration Fee") as set from time to time by Skate Canada.

6. All members are in good standing as long as their current Annual Membership Fee(s) as are determined by the Board of Directors in advance of the membership year in question is fully paid.

7. Members shall not be permitted to take part in any Club activities if these fees are not paid by the latter of: (a) the commencement of the Skate Canada membership year, namely, September 1, or (b) within thirty (30) days of the date set for payment of such annual membership fee by the Board of Directors. Members in arrears shall be considered as having terminated their membership.

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

9. The classes of membership, eligibility and privileges shall be as follows:

(a) Individual Member

An Individual Member shall include any non-skating individual who has paid the Annual Membership Fee(s) as determined by the Board of Directors and is an Associate Member of Skate Canada by paying the Skate Canada Registration Fee. Individual Members of legal age shall be entitled to one vote.

(b) Active Member

An Active Member shall include all eligible skaters of the Club and shall fall into one of two categories:

(i) Home Club Member – an Active Member who has paid the Annual Membership Fee and such other fees as determined by the Board of Directors and who is an Associate Member of Skate Canada through the Niagara Centre Skating Club.

(ii) Non-Home Club Member – an Active Member who has paid the Annual Membership Fee and such other fees as determined by the Board of Directors and who is an Associate Member of Skate Canada through another Skate Canada sanctioned club.

10. Any individual who is a member of more than one club shall declare which of these clubs will be designated Home Club by September 1<sup>st</sup> of the skating year.

11. All Active Members of legal age shall be entitled to one vote. Underage Active Members have no vote but are represented by Special Members as set out below.

(c) Special Member

A Special Member shall include a parent or guardian of an underage Active Member and shall be entitled to one vote.

(d) Professional Coach Skating Member

A Professional Coach Skating Member shall include Skate Canada registered coaches who have paid such fee as determined by the Board of Directors and shall not be entitled to a vote.

(e) Honorary Member

An Honorary Member shall include those individuals as appointed by the Board of Directors for such reasons and such periods of time as the Board of Directors sees fit, and shall have such privileges and benefits of membership as the Board of Directors determines from time to time. Honorary Members shall be deemed registered without payment of the Annual Membership Fee and shall have no vote.

12. A person shall cease to be a member of the Club:

- (a) by delivering their resignation in writing to the Secretary of the Club or by mailing or delivering it to the address of the Club;
- (b) on the member's death;
- (c) on being expelled;
- (d) on having been a member not in good standing for three (3) consecutive months;  
or
- (e) upon dissolution of the Club.

13. The term of membership shall end automatically on August 31 of any given year and every member in good standing and who has paid the applicable annual membership for that year is entitled:

- (a) to attend any meeting of the Club;
- (b) to vote at any meeting of the Club; and
- (c) to hold any office of the Corporation.

14. Each voting member is entitled to one vote. The Chair of the meeting is entitled to a casting vote in the event of a tie on any matter before that meeting that has been voted upon by the members.

15. Memberships are not transferable, assignable or otherwise conveyable to another individual.

## **MEETINGS OF MEMBERS**

16. An Annual General Meeting shall be held within fifteen (15) months of the preceding year's Annual General Meeting) and shall consider:

- (a) the approval of the financial statements;
- (b) the report of the directors;
- (c) the report of the accountant/auditor, if any;
- (d) the election of the directors, the appointment of the accountant, if required; and
- (e) other business that, under these by-laws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

Other general or special meetings may be held from time to time upon the request of the Board of Directors or upon written request of fifteen (15) members. A quorum for an Annual General Meeting or general or special Meeting shall be ten percent (10%) of the eligible-voting members.

## **ACCOUNTANT/AUDITOR**

The members shall at each annual meeting appoint an accountant/external auditor to review the accounts of the Club and shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the accountant/external auditor. The remuneration of the accountant shall be fixed from time to time by the Board of Directors.

## **NOTICE**

17. Notice of the annual general meeting or of a general or special meeting shall be given to the eligible voting members shown on the register of members by the Secretary either personally, by mail, by telephone by fax or by e-mail at least fifteen (15) days before the date of the meeting. The notice shall specify the place, day and hour of meeting and include the agenda, details of any proposed amendments to these By-laws and a proposed list of candidates nominated for election.

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

19. The President of the Corporation, the Vice-President or, in the absence of both, one of the other directors present shall preside as chair of a meeting.

## **BOARD OF DIRECTORS**

20. The members of the Board of Directors, members and chairs of committees, and the Club Delegate to Skate Canada must:

- (a) be a member in good standing;
- (b) be registered as Associate Members of Skate Canada;
- (c) be eighteen or more years of age;
- (d) be a Canadian resident; and
- (e) be an undischarged bankrupt.

21. The general management of the Club shall be vested in a Board of Directors consisting of: up to six (6) Executive Directors namely President, Vice-President, Secretary and Treasurer together with up to eight (8) directors at large which may include, but not be limited, to a Past President, Registrar, Test Director and a Coaching Representative. The Executive Directors shall be elected for two (2) year terms, however, the Vice-President and Treasurer shall hold office for one (1) year in the first term of the Club and thereafter for two (2) years in order to ensure an overlap of officers at each election. The Directors at large shall be elected for one (1) year terms at the Annual General Meeting. The Coaching Representative shall be elected annually by and from within the coaches of the Club. The Past President shall be ex-officio and shall hold office until a new President has been duly elected.

22. The Board of Directors shall hold office until the close of the meeting at which their successors have been duly elected. Any member of the Board of Directors may be removed by the members by a 2/3 majority vote at a Special General Meeting duly called for that purpose.

23. Casual vacancies occurring between any Annual General Meeting of the Club, may be filled, until the next annual General Meeting by a majority vote of the remaining members of the Board of Directors or in the case of the Coaching Representative, by the coaching staff.

24. If a director is absent for more than three (3) consecutive scheduled Board of Directors meetings, without just 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.

25. The directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the letters patent or otherwise, unless the directors are restricted by law or by the members from exercising those powers. These powers include, but are not limited to, the power:

- (a) to enter into contracts or agreements;
- (b) to make banking and financial arrangement;

- (c) to execute documents;
  - (d) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Club;
  - (e) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the directors may consider advisable; and
  - (f) to purchase insurance to protect the property, rights and interests of the Club and to indemnify the Club, its members, directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Club.
26. A person ceases to be a director of the Corporation:
- (a) if he or she becomes bankrupt;
  - (b) if he or she is found to be mentally incompetent or of unsound mind;
  - (c) if by notice in writing to the Secretary of the Club he or she resigns office; or,
  - (d) if he or she ceases to be a member of the Club.

### **MEETINGS OF THE DIRECTORS**

27. A quorum of the Board of Directors shall be a majority of the directors then in office.
28. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The meeting chair may vote only when the vote would change the result. Therefore the chair may vote to break a tie, and thus pass the motion, or to create a tie, and thus defeat a motion.
29. The Board of Directors may hold its meetings at the places they see fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings.
30. The President, if present, shall be chair of all meetings of the directors; otherwise, it shall fall down the line to the most senior board member present.
31. A director may request at any time a special meeting of the directors. The director must get the approval of another director and then contact the Secretary who shall convene a special meeting of the directors.
32. All directors have a responsibility to notify the Secretary of the Club or another director if they are unable to attend a meeting of the Board of Directors.

33. Rules of order for all meetings, General and Board of Directors, shall be as outlined in Roberts Rules of Order in all cases in which they are applicable and consistent with the by-laws or special rules of Skate Canada.

### **COMMITTEE OF DIRECTORS**

34. The directors may delegate any, but not all, of their powers to standing or ad hoc committees consisting of a director or directors or members as they deem appropriate.

35. A committee so formed in the exercise of the powers so delegated, shall conform to any rules imposed on it by the directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.

36. The members of a committee may meet and adjourn as they think proper.

### **OFFICERS**

37. The officers of the Corporation shall have the following duties:

- (a) President - The President shall act as Chair of all Board of Directors and general meetings. In his/her absence, the Vice-president will fill this duty. Shall see that all programs are being correctly administered according to the rules of Skate Canada, and in his/her absence, the Vice-president will fill this duty. Shall sign all legal documents along with the Secretary.
- (b) Past President - The Past President shall assist in maintaining continuity in the operations of the Club and shall be responsible for such duties as are assigned by the President or the Board of Directors from time to time, as for example chairing the Nominating Committee and/or advising on constitutional changes.
- (c) Secretary - 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 annual or general meetings, shall take minutes and distribute the same to the Board members within ten (10) days of each meeting, and shall be responsible for submitting to Skate Canada and the Section such reports as are required by Skate Canada rules and other regulations.
- (d) The Treasurer shall be responsible for the safe control of all club funds and payroll, for preparing and submitting to the Board of Directors on a regular basis an annual budget and keeping such records as are required for financial review. The Treasurer is also responsible for arranging for an unaudited annual financial statement. Any two of the President, the Vice-president, the Secretary and the Treasurer shall sign all checks. Note: It is recommended that the Treasurer be one of the signatories.

## **SKATE CANADA CLUB DELEGATE AND REGION COUNCILORS**

38. The Director appointed as delegate to Skate Canada and/or the Section shall be appointed annually by the Board of Directors. The Delegate need not be a member of the Board of Directors. The Section and/or Skate Canada National Office shall be advised of the appointed delegate's name. The Club shall appoint a Councilor and an alternate Councilor to serve on the Region Council as required by the by-laws of the Region Council which may be one and the same person as the delegate. The delegates and councilors shall report on activities at these meetings and shall be entitled to receive compensation for pre-approved expenses related to attendance at required meetings.

## **FUNDS**

39. The Treasurer shall deposit all funds of the Club in such banks or other institutions as may be designated by the Board of Directors.

40. All disbursements of Club funds shall be by checks or other auditable document including petty cash receipts. All disbursements shall be approved by the Board of Directors save and except disbursements of less than Fifty Dollars (\$50.00) in value and be supported by an appropriate receipt.

41. A person designated by the Board of Directors shall make a review of the financial transactions of the Club each year and the financial statements shall be made available to the membership of the Club.

## **REMUNERATION**

42. The directors and member volunteers shall receive no remuneration either directly or indirectly for acting as such, except reasonable expenses properly incurred by them in effecting one or more of the corporate purposes of the Corporation.

## **INDEMNIFICATION**

43. The Corporation shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office unless such act, deed or matter is done fraudulently or wilfully by said director; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs of the Corporation except costs, charges or expenses thereof as are occasioned by his or her own wilful neglect or default.

**AMENDMENTS OF BY-LAWS**

44. Any member of the Club, in good standing, may propose an amendment to the Constitution or By-Laws of the Club. This proposal must be submitted in writing to the Board of Directors at least thirty (30) days prior to the Annual General Meeting or Special Meeting. The proposed amendment will be presented to the Annual General Meeting or Special Meetings. All amendments shall be submitted and circulated to all members at least twenty-one (21) days before the respective meeting. No amendment to the Constitution or By-laws of the Club shall be accepted from the floor at any meeting.

45. By-laws may be enacted or amended by a majority vote of the Board of Directors whenever required. Such by-laws or amendments must be presented at the next Annual General Meeting for ratification by the members. If such amendments fail to be ratified, they will cease to be effective and may not be re-enacted by the Board of Directors for one (1) calendar year.

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

47. All amendments to the by-laws upon receiving approval of any general or special meeting of members and upon approval of the provincial government (if applicable) shall come into force immediately or on a date specified for same. All such amendments shall be submitted to Skate Canada. Skate Canada reserves the right of refusal of any amendment. Such refusal shall only be made if the intent of such amendment is to violate, in principle or spirit, any Skate Canada rule and/or by-law.

**DISSOLUTION**

48. In the event that the Club ceases to exist, any net assets from liquidation shall go to the NIAGARA SKATING COUNCIL.

PASSED BY THE BOARD OF DIRECTORS AND SEALED WITH THE CORPORATE SEAL THIS \_\_\_\_\_ day of April, 2010.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary