

SPEED SKATING CANADA

BY-LAWS

Ce document est aussi disponible en français

1. DEFINITIONS:

In these By-Laws the following definitions shall apply:

- (a) Act means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time.
- (b) Athlete Director is, pursuant to By-Law 31, the appointed Director of the Corporation who shall be identified by National Team and National Development Team skaters in a process to be determined by these skaters.
- (c) Auditor means a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual Meeting.
- (d) Board means the eight (8) member Board of Directors of the Corporation consisting of a President, a Vice-President, a Treasurer, an Athlete Director and four (4) Directors at Large. From the date on which these By-Laws come into force until the first election of Officers and Directors under these By-Laws, Board means the eight (8) member Board of Directors of the Corporation consisting of a President, a Treasurer, an Athlete Director and five (5) Directors at Large.
- (e) Board Committees are committees of the Board that are established by the Board of Directors to assist the Board in carrying out its duties, and the Terms of Reference for which are approved by the Board.
- (f) Chief Executive Officer means the senior employee of the Corporation, who is the officer of the Corporation charged with its management and operations.
- (g) Councils are special advisory groups that are established by the Board and the Terms of Reference for which are approved by the Board, both upon the recommendation of the Chief Executive Officer, to provide specialist advice and recommendations into the rules and regulations of the Corporation or on other matters that require specialist attention.
- (h) Corporation means Speed Skating Canada.
- (i) Director at Large means the Directors of the Corporation other than the Directors who serve as President, Vice-President, Treasurer and Athlete Director.
- (j) General Meeting means the Annual Meeting or a Special Meeting of the Corporation, as provided by these By-Laws.
- (k) Member means:
 - (i) The organization which the Corporation recognizes in accordance with these By-Laws as governing the sport of speed skating in each of the Provinces and Territories of Canada; and
 - (ii) As a group and for the purpose only of exercising the voting rights assigned to being a Member under these By-Laws, the National Team and National Development Team skaters.
- (l) Officer means the President, the Vice-President, the Treasurer, the Chief Executive Officer, or any other person appointed by the Board pursuant to the provisions of these By-Laws (e.g. Execution of Instruments provisions and the Officers provisions).

- (m) Ordinary Resolution means a resolution passed by a majority of the votes cast on that resolution.
- (n) Special Resolution means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.
- (o) Technical Committees are committees that are formed upon the recommendation of the Chief Executive Officer, and the establishment of which and the Terms of Reference for which are approved by the Board of Directors, to assist in delivering the programs of the Corporation.

2. GENERAL

In these By-Laws, the following interpretations shall apply:

- (a) In these By-Laws, all other By-Laws and in resolutions of the Corporation, the word person shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies, and other legal entities. Words imparting the singular number or the masculine gender shall, where the context requires, include the plural or the feminine or neuter genders, as the case may be and vice versa.
- (b) The Chair of the Board Meeting or Meeting of the Members shall interpret these By-Laws as the case may be, subject to the right of procedural challenge of the ruling of such Chair by the Directors or Voting Delegates as the case may be. The ruling of the Chair may be overturned by a Special Resolution of Directors who, being entitled to do so, vote at such Board Meeting or by a Special Resolution of the votes cast by the Voting Delegates in the case of a Meeting of the Members.

BUSINESS OF THE CORPORATION

3. HEAD OFFICE

The Head Office and domicile of the Corporation shall be in the City of Ottawa, in the Province of Ontario. The Board may establish such other offices as the affairs of the Corporation may require.

4. CORPORATE SEAL

The seal, an impression whereof is imprinted adjacent hereto, shall be the corporate seal of the Corporation.

5. FINANCIAL YEAR

The financial year of the Corporation shall be April 1st to March 31st of the following year.

6. BANKING ARRANGEMENTS

The banking of the Corporation, or any part thereof, shall be transacted with such banks or trust companies as the Board may determine. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such Officer(s) and/or other person(s) as determined by Ordinary Resolution of the Board.

7. BORROWING POWERS

For the purpose of carrying out the objects of the Corporation, the Board may borrow or raise or secure the payment of money in such a manner as it deems fair, and may issue debentures provided that the debentures shall not be issued without the sanction of an Ordinary Resolution of the Members of the Corporation.

8. CHEQUES, DRAFTS, AND NOTES

All cheques, drafts or orders for the payment of money and all notes and acceptances of bills of exchange shall be signed by two Officers and any other Directors or other persons authorized to do so by resolution of the Board.

9. SHARES AND SECURITIES

All the shares or other securities carrying voting rights of any other company or corporation held by the Corporation may be exercised at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such other company or corporation and by such person or persons as the Board shall determine.

10. AUDITOR AND FINANCIAL STATEMENTS

The auditor of the Corporation shall be appointed each year on the basis of an Ordinary Resolution of the Members at the General Meeting. The auditor must have the necessary qualifications to perform an audit and must be independent from the Corporation. The auditor's responsibilities are:

- (a) To express an opinion on the fairness with which the Financial Statements present the financial position of the Corporation;
- (b) To report results of operations and changes in financial position;
- (c) To make suggestions as to the form and content of the Financial Statements;
- (d) To comply with generally accepted auditing standards;
- (e) To seek reasonable assurance that the Financial Statements taken as a whole are not materially misstated.

The auditor will hold office until the next Annual Meeting. The auditor will not be an employee or a Director of the Corporation and will have remuneration fixed by the Directors.

The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in the Act.

11. EXECUTION OF INSTRUMENTS

- (a) Contracts, documents or instruments in writing which require the signature of the Corporation may be signed by the President or Treasurer together with another Officer of the Corporation authorized by the Board, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization and formality. The Board is authorized from time to time by resolution to appoint any Officer or Officers, or any other person or persons, to sign and deliver on behalf of the Corporation either contracts, documents and instruments in writing generally, or specific contracts, documents and instruments in writing.

- (b) The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.
- (c) The terms “contracts”, “documents” and “instruments” in writing as used in these By-Laws shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignment of shares, bonds, debentures or other securities and all paper writings.
- (d) In particular, without limiting the generality of the foregoing, the President or Treasurer together with the other person authorized by the Board are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned or registered in the name of the Corporation and to sign and execute (under the Corporate seal of the Corporation) all assignments, transfer, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

12. ENACTMENT, AMENDMENT, AND REPEAL OF A BY-LAW

Except for the items set out in the sections of the Act applicable to Fundamental Changes, which shall require a Special Resolution of Members, these By-Laws may be amended or repealed by Ordinary Resolution of Members, and any such amendment or repeal is effective from the date of the resolution.

No By-Law shall be passed which is contrary to or inconsistent with the *Canada Not-for-profit Corporations Act* or the Articles of the Corporation.

Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which it is to be considered.

Fundamental Changes

In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as of date of these By-laws as follows:

- (a) Change the Corporation’s name;
- (b) Change the province in which the Corporation’s registered office is situated;
- (c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) Create a new class or group of Members;
- (e) Change a condition required for being a Member;
- (f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) Add, change or remove a provision respecting the transfer of a membership;
- (i) Subject to Section 133 of the Act, increase or decrease the number of, or the minimum or maximum number of Directors;
- (j) Change the statement of the purpose of the Corporation;
- (k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;

- (l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) Change the method of voting by Members not in attendance at a meeting of Members; or
- (n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

13. PROCEDURES, REGULATIONS and RULES

The Board may prescribe Procedures, Regulations and Rules consistent with these By-Laws relating to:

- (a) The management and operation of the Corporation as it may deem expedient;
- (b) How and by which body regulations and rules are established for competitions, rules of play, and other aspects of the sport, within the scope of those aspects governed by the Corporation;
- (c) Fees payable by Members; and
- (d) Categories and qualifications for skaters, honorary skaters, supporters and honorary supporters, and the fees payable for registration in those categories.

In the case of any change relating to competitions, rules of play or other aspects of the sport, the Board may establish new or may modify existing Procedures, Regulations and Rules only after having received the recommendation of the Sport Council.

14. BOOKS AND RECORDS

The Board shall ensure that all necessary books and records of the Corporation required by the By-Laws of the Corporation or any applicable Statute or Law are regularly and properly kept.

15. OFFICIAL LANGUAGES

The official languages of the Corporation shall be English and French. The Language of Record for these By-Laws as of June 06, 2014, is English. For all subsequent By-Law amendments the Language of Record for those amendments shall be the language in which the amendment is submitted. These By-Laws shall be published in both official languages.

In the case of conflicting interpretations, the English version will prevail.

MEMBERSHIP, SKATERS AND SUPPORTERS

16. CLASSES OF MEMBERS, SKATERS AND SUPPORTERS

The Corporation has a single class of Membership known as Members.

Members of the Corporation shall only include the following who meet the required qualifications defined below:

- (a) A duly constituted Provincial or Territorial Association or Federation recognized in accordance with these By-Laws as governing the sport of speed skating in that Province or Territory of Canada; and
- (b) As a group, the National Team and National Development Team skaters.

Any candidate will be admitted as a Member if:

- (a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- (b) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- (c) The candidate member has paid dues as prescribed by the Board;
- (d) The candidate member has met the applicable definition listed in By-Law 16, and
- (e) The candidate member has been approved by Special Resolution as a Member by the existing Members.

Upon:

- (a) A written application in a form prescribed by the Board of Directors;
- (b) Having heard representatives of any existing association for that Province or Territory which serves as a Member; and
- (c) Having heard representatives of any applying association;

The Members may at an Annual Meeting or Special Meeting, if thought fit, by a Special Resolution approve the application of another association to represent a Province or Territory and remove the membership of the existing association for that Province or Territory.

Each of the following individuals and groups shall not be Members for the purposes of membership in the Corporation or these By-Laws, or in any way for the purposes of the *Canada Not-for-profit Corporations Act*.

- (a) Skaters and Supporters

Skaters and Supporters are those members of a Club that is affiliated with a Member, or a member of a Member directly, as the case may be, according to rules set by the Member. The types of Skaters and Supporters and associated fees are described in the Procedures, Regulations and Rules of the Corporation.

- (b) Honourary Skaters and Honourary Supporters

Honourary Skater or Honourary Supporter status shall be conferred directly by:

- (i) The Corporation, by an Ordinary Resolution at the Annual Meeting, to a person who has made an outstanding contribution to the welfare of the Corporation or the sport in Canada; or
- (ii) The Board to a person who has been elected to the Board, if that individual wishes to serve in that position without affiliation with a particular Member.

The rights, duties, duration and privileges of one's status as an Honourary Skater or an Honourary Supporter may be fixed by the resolution naming them to such status.

Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments if those amendments affect the following membership rights and/or conditions:

- (a) Change a condition required for being a Member;

- (b) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
- (c) Change the method of voting by Members not in attendance at a meeting of Members.

17. CONDITIONS OF MEMBERSHIP AND STATUS AS SKATER AND SUPPORTER, HONOURARY SKATER AND HONOURARY SUPPORTER

- (a) Each Member, each Skater, each Supporter, each Honourary Skater and each Honourary Supporter shall be deemed to have undertaken to abide by the provisions of the By-Laws of the Corporation and the Procedures, Regulations and Rules promulgated thereunder.
- (b) A Member may be represented by its President or, alternatively, by some person or persons authorized on behalf of the Member in writing.

18. MEMBERSHIP AND OTHER FEES

- (a) The fees for Members and for Skaters, Supporters, Honourary Skaters and Honourary Supporters shall be set by the Board and published in the Procedures, Regulations and Rules of the Corporation.
- (b) Unless its membership is otherwise terminated, suspended or fails to remain in good standing, a Member shall be deemed to be in good standing upon payment, by a date set by a resolution of the Board, of the current annual membership fees due from that Member in respect of its own membership and in respect of those Skaters, Supporters, Honourary Skaters and Honourary Supporters registered through that Member.
- (c) Unless his or her status is otherwise terminated, suspended or fails to remain in good standing, a Skater, a Supporter, an Honourary Skater and an Honourary Supporter shall be deemed to be in good standing upon payment to the Member of the current annual fee, if any, with which he or she is registered.
- (d) Fees paid by a Skater, a Supporter, an Honourary Skater or an Honourary Supporter in one season expire on December 31st of the following season.
- (e) If a Member, a Skater, a Supporter, an Honourary Skater or an Honourary Supporter fails to pay the designated fee (if any) in full when due, or otherwise fails to abide by the provisions of the By-Laws of the Corporation, the Board may in its discretion and subject to such terms and conditions as it deems appropriate:
 - (i) Suspend the voting (in the case of Members) or such other privileges of such Member, Skater, Supporter, Honourary Skater or Honourary Supporter; or
 - (ii) Impose such further or other penalty, including fines, as the Board may determine.

Memberships and designation as a Skater, a Supporter, an Honourary Skater and an Honourary Supporter are not transferable.

19. TERMINATION

Membership in the Corporation automatically terminates:

- (a) If a Member withdraws in writing to the head office of the Corporation;
- (b) Upon a Member that is a provincial or territorial association ceasing to exist;
- (c) Upon a Member that is a provincial or territorial association being expelled from the Corporation by a Special Resolution of Members;

- (d) For the Member that is the group of skaters, upon the National Team and National Development Team ceasing to exist; and
- (e) For all Members, when the period of membership expires, unless such membership is renewed in accordance with these By-Laws and the Procedures, Regulations and Rules of the Corporation.

The status of an individual as a Skater or a Supporter shall terminate:

- (a) If an individual, for any reason and in any manner, ceases to be affiliated with a Member, or a member of a Member directly, as the case may be, according to rules set by the Member;
- (b) Upon the individual's death;
- (c) If an individual is barred from such status by a Special Resolution of the Board; or
- (d) When the duration of one's status as a Skater or as a Supporter expires, unless such status is renewed in accordance with these By-Laws and the Procedures, Regulations and Rules of the Corporation.

The status of an individual as an Honourary Skater or an Honourary Supporter shall terminate:

- (a) Upon the individual's death;
- (b) If an individual is barred from such status by a Special Resolution of the Board; or
- (c) When the duration of one's status as an Honourary Skater or as an Honourary Supporter expires, unless such status is renewed in accordance with these By-Laws and the Procedures, Regulations and Rules of the Corporation.

20. SUSPENSION AND EXPULSION

Good Standing

A Member will be in good standing provided that the Member:

- (a) Has not ceased to be a Member;
- (b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
- (c) Has completed and remitted all documents as required by the Corporation;
- (d) Has complied with the By-laws, Procedures, Regulations and Rules of the Corporation;
- (e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- (f) Has paid all required membership dues or debts to the Corporation, if any.

Suspension and Expulsion

The Corporation may, by Special Resolution of its current Members, suspend or expel any Member of the Corporation, provided that the circumstances of the suspension or expulsion have been reviewed under the Corporation's existing Conduct Review and any existing appeal procedures. In meeting to make such a decision, the Corporation will allow up to two representatives of the Member in question to make a presentation to the Members before a final suspension/expulsion decision is made.

A Skater, Supporter, Honourary Skater or Honourary Supporter may be suspended or expelled from the Corporation in accordance with the Corporation's Procedures, Regulations and Rules relating to conduct and discipline, and in compliance with those Procedures, Regulations and Rules established by the Corporation.

The consequences of any Member, Skater, Supporter, Honourary Skater or Honourary Supporter ceasing to be in good standing shall be determined by the Procedures, Regulations and Rules or in an individual case.

MEETINGS OF THE MEMBERS

21. COMPOSITION

The Annual Meeting shall be composed of the Board of Directors, the auditor, the Members, as represented by one or more Voting Delegates designated by each Member in writing prior to the commencement of the Meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

22. VOTING DELEGATES

- (a) Each Member in good standing shall be entitled to appoint one or more Voting Delegates to cast votes on its behalf to all Annual, or Special Meetings of the Corporation based on the number of Skaters and Supporters affiliated with the Member as of March 31st immediately preceding the Meeting, as per the following:

<u>Skaters and Supporters</u>	<u>Votes</u>
<u>Honourary Skaters</u>	
<u>Honourary Supporters</u>	
1-200	two (2)
201-500	three (3)
501-1000	four (4)
1001-1500	five (5)
1501-2000	six (6)
2001-2500	seven (7)
2501-3000	eight (8)
3001-3500	nine (9)
3501-4000	ten (10)
4001-4500	eleven (11)
4501-5000	twelve (12)
5001-6000	thirteen (13)
6001 or more	fourteen (14)

- (b) A Voting Delegate must be a Skater, Supporter, Honourary Skater or Honourary Supporter in good standing with the Corporation, registered as such through the Member appointing him or her as a Voting Delegate.
- (c) A Voting Delegate may carry any number of votes up to the maximum assigned above to that Member.
- (d) A Chair of a Committee or Council of the Corporation shall not be permitted to be a Voting Delegate for any Member.

- (e) An Officer or Director of the Board of Directors of the Corporation shall not be permitted to be a Voting Delegate for any Member.
- (f) An employee of the Corporation shall not be permitted to be a Voting Delegate for any Member.

23. VOTING

- (a) Every question submitted to any meeting of Members shall be decided by an Ordinary Resolution of Voting Delegates, given by a show of hands, or orally, or by a roll call vote, or ballot (including electronic ballot) when requested by any Voting Delegate present, unless otherwise specifically provided for in the Act, these By-Laws, or the Procedures, Regulations and Rules. At any meeting, unless a roll call or ballot is demanded, a declaration by the Chair that a resolution has been “carried” or “carried unanimously” by a particular majority or “lost” or “not carried” by a particular majority shall be conclusive evidence of the fact without proof of number or proportion of votes recorded in favour of or against the motion.
- (b) If a roll call or ballot is demanded at any meeting, it shall be taken forthwith without adjournment:
- (c) A roll call or ballot may be demanded either before or after any vote by show of hands by any Voting Delegate at a meeting;
- (d) The results of a roll call or ballot, applying the number of votes carried by each Voting Delegate pursuant to By-Law 22, shall be deemed to be the final resolution of the question at which the roll call or ballot was demanded;
- (e) A demand for a roll call or ballot may be withdrawn.
- (f) Officers and Directors of the Corporation shall not be entitled to vote except where the President or designated Chair, only, shall be entitled to vote in case of a tie of votes, in which case the President or Chair shall cast the deciding vote.
- (g) Motions or resolutions may only be presented at a Meeting of Members by Voting Delegates.

24. ANNUAL MEETING

- (a) The Annual Meeting of the Corporation shall be held at such place and on a date designated by the President of the Corporation. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation’s preceding financial year.
- (b) The general business to be considered at such Meetings shall include the report of the President, elections, presentation of the annual Financial Statements, appointment of auditors, and such other business, if any, as may properly come before the Meeting.
- (c) A meeting of Members may be held by means of telephone, electronic or other communication facility, and to that end:
 - (i) If the meeting is to be conducted by teleconference:
 - a. A minimum of 50% of the Members representing a minimum of 50% of the Voting Delegates must approve conducting a meeting by this means;
 - b. A quorum shall be determined according to By-Law 27; and,
 - c. Every question submitted to any special meeting of Members by teleconference shall be decided by a majority vote of Voting Delegates casting the votes carried by each according to By-Law 22, by a roll call vote.

- (ii) If the meeting is to be conducted by electronic or other communication facilities:
 - a. A minimum of 50% of the Members representing a minimum of 50% of the Voting Delegates must approve conducting a meeting by this means;
 - b. Voting Delegates must be provided a means by which to communicate with each other;
 - c. Each Member must provide consent prior to the meeting to the communication available during the meeting and that its Voting Delegates have equal access to the communication;
 - d. A quorum shall be determined according to By-Law 27; and
 - e. Every question submitted to any meeting of Members by electronic means shall be decided by a majority vote of Voting Delegates casting the votes carried by each according to By-Law 22, by a roll call vote, or by electronic voting means if available.

25. SPECIAL MEETING

Special Meetings of the Corporation may be called by Members who hold five percent (5%) of the votes of the Corporation or by any four (4) Directors. A call for a Special Meeting must be delivered in writing to the President, or to the Chief Executive Officer, requesting that a Special Meeting be called. The call must be signed by each of the four (4) Directors or the Members who hold five percent (5%) of the votes of the Corporation, and set forth the purpose for which such Meeting is called.

Upon receipt of such written request, the President or the Chief Executive Officer by the direction of the President, shall within five (5) business days, send out such notice as required to call a Meeting of the Members otherwise set out in Notice of Meetings provisions herein. Such notice must:

- (a) Include the purpose and objectives of the Special Meeting,
- (b) Include sufficient information to allow Members to make an informed decision; and,
- (c) Include the location of the Special Meeting or the means by which the Special Meeting will be conducted, as designated by the President.

Any Special Meeting of the Corporation may be held by telephone conference call, electronic or other communication facility, according to the procedures in By-Law 24(c).

26. NOTICE OF MEETING

- (a) Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:
 - (i) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
 - (ii) By electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
 - (iii) By posting on the main home page of the Corporation's website not less than thirty (30) days prior to the date of the meeting.

- (b) Notice shall be served either personally or by sending it through post or digital transmission (e.g. facsimile or email) addressed to such Member, Director, or Auditor, or other person, at their contact information as it appears in the books of the Corporation.
- (c) Notice sent by post shall be sent by registered mail, and with respect to digital transmission a confirmation receipt shall be sufficient to prove that the notice was properly delivered.
- (d) The signature of any notice may be written, electronically signed or stamped.
- (e) Any Annual or Special Meeting shall not be invalidated by any inadvertent accident, error or omission in giving notice, or make void any proceeding taken thereat.
- (f) Any Meeting so called may be held at any time and for any purpose, without notice, if at least one Voting Delegate from each Member entitled to vote are present or if that Member has in writing waived notice of the Meeting either before or after the Meeting.
- (g) The accidental omission to give notice of a meeting of the Members, the failure of any Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.
- (h) Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

27. QUORUM

A quorum shall consist of the presence of:

- (a) Voting Delegates representing no less than 50% of total votes capable of being voted at that Meeting, pursuant to By-Law 22(a); and
- (b) Voting Delegates representing no less than 50% of the Members.

Provided a quorum is present at the commencement of the Meeting, the Meeting may continue even though Voting Delegates who leave may reduce the numbers to less than a quorum. Voting Delegates who have declared a conflict of interest shall be counted in determining the quorum.

28. CHAIR

In the absence of the President, the Vice-President shall serve as Chair. In the absence of the President and the Vice-President, Voting Delegates present at any Meeting of Members shall choose another Director as Chair. If no Director is present, or if all the Directors present decline to act as Chair, the Voting Delegates present shall choose from their numbers a Chair.

29. ADJOURNMENTS

Motions for adjournment can be called and voted upon at Meetings of the Members, as per the current meeting procedures of the Corporation, notwithstanding the lack of a quorum.

BOARD

30. SELECTION

The Officers (with the exception of the Chief Executive Officer) and Directors at Large of the Corporation, who compose the Board of Directors, shall be elected by the Voting Delegates at the Annual Meeting. Of the eight (8) members of the Board:

- (a) Seven (7) shall be elected according to the cycle described below and for the term set out below; and
- (b) One (1) shall be appointed according to By-Law 31.

Commencing on the date of the Corporation's first Annual Meeting following the date on which these By-Laws come into force, the election of individuals to the Board pursuant to (a) above shall occur in the following four (4) year cycle:

Year 1: election of President, Vice-President, Director at Large #1 and Director at Large #2

Year 2: election of Treasurer, Director at Large #3 and Director at Large #4

Year 3: election of Vice-President, Director at Large #1 and Director at Large #2

Year 4: election of Treasurer, Director at Large #3 and Director at Large #4

Except in the case of the President, in each case, the individuals elected to positions of Officer or Director at Large shall serve for a term of two (2) years. For the purposes of commencing this cycle, the identity of those Officers or Directors at Large, and the years in which their terms commence, shall form part of the Resolution approving these By-Laws.

The individual elected as President shall serve for a term of four (4) years. The identity of the President (by name or by the year in which he or she has been or will be elected), and the year in which his or her term commences, shall form part of the Resolution approving these By-Laws.

From the date on which these By-Laws come into force, those Officers and Directors holding the positions described and for the terms identified in the Resolution approving these By-Laws shall continue to hold such positions until the earlier of:

- (a) the elections held at the Corporation's first Annual Meeting following the date on which these By-Laws come into force; or
- (b) such later date identified in the Resolution approving these By-Laws for that particular Officer or Director.

Officers and Directors whose nomination is unopposed shall be declared elected by acclamation. Where more than one nomination for a specific office is received, election shall be conducted by means of ballot, and the successful candidate will be determined by a simple majority of votes held by the combination of Voting Delegates present.

A President may serve not more than two (2) consecutive and full four (4) year terms. A Vice-President, Treasurer and Director at Large may serve not more than four (4) consecutive and full two (2) year terms.

31. ATHLETE DIRECTOR

So soon after the elections described in By-Law 30 as may be practically possible, the Board shall appoint one additional director pursuant to s. 128(8) of the *Canada Not-for-profit Corporations Act*, for a term expiring at the next Annual Meeting of Members. The Board of Directors shall appoint as this additional director the individual selected by the National Team and National Development Team skaters in a process determined by them.

32. BOARD VACANCIES

Any Board position shall be automatically vacated:

- (a) If a Director resigns from office by delivering a written resignation to the Board or to the Board through the President or the Chief Executive Officer;
- (b) If a Director becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out the duties required;
- (c) On the death of a Director;
- (d) If a Director ceases to be a Skater, a Supporter, an Honourary Skater or an Honourary Supporter;
- (e) Becomes bankrupt, suspends payment, or compounds with creditors, or makes unauthorized assignment, or is declared insolvent;
- (f) If a Director is charged and/or convicted of any criminal offence related to the position; or
- (g) When a Director is removed from office pursuant to By-Law 33.

When any vacancy occurs on the Board, the remaining Directors may, by resolution, fill the vacancy with a Skater, a Supporter, a Honourary Skater or Honourary Supporter in good standing if it sees fit to do so until the next Annual Meeting of Members. Otherwise, such vacancy shall be filled at the next Annual Meeting. Any Skater, Supporter, Honourary Skater or Honourary Supporter appointed to fill such vacancy shall hold office until the next Annual Meeting of Members. In the case of the vacancy in the position held by the Athlete Director, such appointment shall be the individual identified by skaters of the National Teams and National Development Teams.

33. REMOVAL OF DIRECTOR

- (a) The Members of the Corporation may, by Ordinary Resolution of those Voting Delegates entitled to participate in the election of the Board of Directors, at an Annual or Special Meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director, including the Athlete Director, from office before the expiration of that Director's term of office, on any of the following grounds:
 - (i) Lack of interest or dereliction of duty;
 - (ii) Incompetence;
 - (iii) Behaviour or conduct harmful to the best interest of the Corporation;
 - (iv) Misrepresentation of special skills or abilities, or other qualifications that are factors in fulfilling the responsibilities of the position; or

- (v) Undeclared Conflict of Interest that has resulted in personal gain or in respect of which the Director has sought personal gain or advantage for him or herself or a member of his or her immediate family.

Those Voting Delegates entitled to participate in the election of the Board of Directors may, at that same Meeting, elect any qualified Skater, Supporter, Honourary Skater or Honorary Supporter as a replacement for the remainder of that Director's term.

- (b) In addition to the reasons above, the Athlete Director shall be removed from office by an Ordinary Resolution of the Board when notified in writing that at least two-thirds (2/3) of the skaters of the National Teams and National Development Teams have voted in favour of removal of the Athlete Director on any of the above noted grounds.

If the Board of Directors removes the Athlete Director then the National Team and National Development Team Athletes must be notified. The National Team and National Team Athletes may then select a replacement for the Athlete Director who will be appointed to the Board of Directors by the Board.

- (c) The position of a Director shall be automatically vacated:
 - (i) If a Director resigns by delivering a written resignation to the Board or Chief Executive Officer;
 - (ii) If a Director becomes of unsound mind or is found to be mentally incompetent or physically unable to carry out the duties required;
 - (iii) On the death of the Director;
 - (iv) If a Director becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
 - (v) If a Director is charged and/or convicted of any criminal offence related to the position; or
 - (vi) When a Director is removed from office pursuant to these By-Laws.

34. MEETINGS

Meetings of the Board shall be called by the President or any other three (3) Directors. Notice of such Meeting shall be provided a minimum of fourteen (14) days in advance. Conditions of notice as determined for Meetings of Members shall apply with modifications as appropriate (ie. "Members" shall mean Board Members and "Meeting" shall mean Meeting of the Board, etc.). A Board Meeting shall be constituted by a face-to-face meeting, or by a telephone conference call, or by other communications facilities that are accessible by all Directors, and to that end:

- (a) If the meeting is to be conducted by teleconference:
 - (i) A minimum of 5 Directors must approve conducting a meeting by this means;
 - (ii) A quorum shall be 5 Directors; and,
 - (iii) Questions arising by way of motion at any Meeting of the Board shall be decided by a majority of votes of the Directors present. In the case of an equality of votes, the Chair shall have the deciding vote.
- (b) If the meeting is to be conducted by electronic means:
 - (i) A minimum of 5 Directors must approve conducting a meeting by this means;

- (ii) Directors must be provided a means by which to communicate with each other;
 - (iii) Each Director must provide consent prior to the meeting to the communication available during the meeting and that he/she has equal access to the communication;
 - (iv) A quorum shall be 5 Directors; and,
 - (v) Questions arising by way of motion at any Meeting of the Board shall be decided by a majority of votes of the Directors present. In the case of an equality of votes, the Chair shall have the deciding vote.
- (c) A quorum for the transaction of business of Meetings of the Board shall be five (5) Directors.
 - (d) Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.
 - (e) Proxies are not accepted at a Meeting of the Board.
 - (f) The Board may be polled by registered mail, facsimile or electronic mail for a decision of any nature to determine a course of action or financial expenditure; for any such resolution to be effective, it must be a resolution in writing signed by all of the Directors;
 - (g) When a Director is polled, the motion under consideration must be clearly set out in whatever form of communication is used to poll Directors and all background material made available to Directors, must be made available to all Directors;
 - (h) When a Director is polled, provision must be made for declaring a conflict of interest.

35. POWERS

The Board shall exercise all the powers which are conferred upon it by law or By-Laws. The Board's responsibilities shall include:

- (a) Fulfilling the duties and responsibilities given it at the Annual Meeting;
- (b) In addition to the powers conferred upon the Board of Directors by law or By-Laws, the Board shall, in the absence of specific directives from the Members, determine the Procedures, Regulations and Rules, including the policies incorporated therein, and the direction of the Corporation;
- (c) Hiring and evaluating the performance of the Chief Executive Officer of the Corporation;
- (d) Establishing and regulating committees that report to the Board, and approving the establishment of Technical Committees and Councils on the recommendation of the Chief Executive officer, and approving Terms of Reference for those Committees and Councils;
- (e) Ensuring payment of loans or other Corporation debts, and this may from time to time, include borrowing funds and pledging any assets allowed by law for these purposes;
- (f) Delegating, as deemed necessary, any or all powers, duties, and authority of the Board that may be lawfully delegated to any committee, Officer or other person.

36. REMUNERATION OF DIRECTORS

The President, Vice-President, Treasurer and Directors shall not receive any financial remuneration for their services, but they shall be entitled to be reimbursed for their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation.

37. QUALIFICATIONS

A Director and an Officer must be an individual with power under law to contract, who is at least 18 years of age, a Skater, Supporter, Honourary Skater or Honourary Supporter in good standing of the Corporation, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt and who has not been charged and/or convicted of any criminal offence related to the position.

OFFICERS

38. OFFICERS

The Officers of the Corporation shall be the President, Vice-President, the Treasurer, the Chief Executive Officer and such other Officers as the Board may determine from time to time.

- (a) The President shall preside at all Meetings of the Corporation and of the Board. The President shall act as the chair and the spokesperson for the Board and the Corporation. The President shall carry out the decisions of the Annual Meeting and exercise general supervision and management of the affairs of the Corporation. The President shall, when present, preside at all Meetings of the Directors; or he or she may appoint a Chair to preside at such Meetings.
- (b) The Vice-President is responsible for filling the role of President in the absence of the President. Should the position of President become vacant, the Vice-President will assume the full responsibilities as President until the next Annual Meeting when a new President can be elected. The Vice-President will assist the President in carrying out his or her duties as required, and will serve as the Chair of Board meetings or Meetings of Members in the absence of the President.
- (c) The Treasurer shall have general charge of the finances of the Corporation. The Treasurer shall be responsible for the deposit of all money and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as designated by the Board, and shall render to the Board, whenever directed by the Board, a report of the financial condition of the Corporation and all transactions as Treasurer; and as soon as possible after the close of each financial year, the Treasurer shall make and submit to the Board a financial report for such financial year. The Treasurer shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing the Corporation.
- (d) The Chief Executive Officer, though not a member of the Board, shall attend to the giving and service of all notices of the Corporation and shall keep in safe custody the Corporate Seal of the Corporation.
- (e) The Chief Executive Officer shall have charge of the corporate records of the Corporation including a register containing the names and addresses of Members of the Corporation and the Members of the Board, together with copies of all reports made by the Corporation and such other records and papers as the Board may direct. Further, the Chief Executive Officer shall be responsible for the taking and reproducing of all Minutes for General Meetings and Board Meetings, and for maintaining a Minute Book, and further for the keeping and filing of all books, reports, certificates and other documents required by law to be kept on file by the Corporation.

The Board of Directors may appoint such additional Officers and agents as it shall deem necessary which shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

39. OFFICER VACANCIES

The position of an Officer shall be automatically vacated:

- (a) If an Officer resigns by delivering a written resignation to the Board through the President or Chief Executive Officer;
- (b) If an Officer becomes of unsound mind or is found to be mentally incompetent or physically unable to carry out the duties required;
- (c) On the death of an Officer;
- (d) If an Officer becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
- (e) If an Officer is charged and/or convicted of any criminal offence related to the position; or
- (f) When an Officer is removed from office pursuant to By-Law 40.

Should a vacancy occur, the Board of Directors may appoint an Officer to fill such a vacancy.

40. REMOVAL OF OFFICERS

- (a) The Board of Directors may, by Ordinary Resolution at a Meeting of the Board, of which notice specifying the intention to pass such a resolution has been given, remove any Officer from Office before the expiration of that Officer's term of Office, on any of the following grounds:
 - (i) Lack of interest or dereliction of duty;
 - (ii) Incompetence;
 - (iii) Behaviour or conduct harmful or at risk of becoming seriously harmful to the best interests of the Corporation; or
 - (iv) Misrepresentation of special skills or abilities, or other qualifications, that were the basis upon which he or she was elected or appointed to that position;
 - (v) Undeclared Conflict of Interest that has resulted in personal gain, or in respect of which the Officer has sought personal gain or advantage for him or herself or a member of his or her immediate family.

The Board may then appoint a qualified Skater, Support, Honourary Skater or Honourary Supporter, including a Director, as a replacement for the remainder of that Officer's term.

- (b) The Members of the Corporation may, by Ordinary Resolution of those Voting Delegates entitled to participate in the election of the Board of Directors, at an Annual or Special Meeting of which notice specifying the intention to pass such a resolution has been given, remove any Officer from office before the expiration of that Officer's term of office, on any of the above noted grounds relating to removal of an Officer by the Board.

The Members of the Corporation may by an Ordinary Resolution of the Members, elect any qualified individual as a replacement for the remainder of that Officer's term.

41. POWERS

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures, and shall respectively have and perform all powers and duties incident to their respective offices as assigned to them by the Board.

42. DELEGATION OF DUTIES

In the absence or inability to act on the part of the President, Vice-President, Treasurer or any other Officer of the Corporation or for any other reason that the Directors deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

43. REMUNERATION OF OFFICERS

The President, Vice-President and Treasurer shall not receive any financial remuneration for their services as an Officer, but they shall be entitled to be reimbursed for their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending Meetings of the Board and the Corporation.

COMMITTEES AND COUNCILS

44. CONSTITUTION OF COMMITTEES AND COUNCILS

The Board, at the recommendation of the Chief Executive Officer, shall establish such Technical Committees and Councils as it deems necessary in carrying out the affairs of the Corporation, and shall approve Terms of Reference prescribing the duties of such Committees or Councils. A member of the Board shall not be eligible to be appointed to any of the Technical Committees or Councils.

Each person appointed to a Technical Committee or Council shall be an employee of the Corporation or a Skater, Supporter, Honourary Skater or Honourary Supporter in good standing with the Corporation, and a person with experience, knowledge or expertise specific to the work of the Technical Committee or Council.

The Board shall establish such Board Committees as it deems necessary to inform and assist the Board in the carrying out of its duties. A Director shall Chair any such committee of the Board and selected members may or may not be Skaters, Supporters, Honourary Skaters or Honourary Supporters.

45. MEETING OF THE COMMITTEES

Technical Committees, Councils and Board Committees shall meet for the transaction of business, adjourn and otherwise regulate their Meetings according to a schedule provided for in their Terms of Reference. A majority of members of each Committee or Council shall constitute a quorum thereof for transaction of business. Questions arising at any meeting of a Committee or Council shall be decided by a simple majority vote of the members present, and in the case of an equality of votes, the Chair shall have the deciding vote.

46. REMUNERATION

Members of the Committees and Councils, other than employees of the Corporation, shall not receive any stated financial remuneration for their services as a Committee member, but they shall be entitled to be paid for their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending Meetings of the Corporation.

PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

47. INDEMNITY

Directors, Officers, Officials, Committee and Council members and other volunteers carrying out acts for or on behalf of the Corporation, and their heirs, executors, and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) All costs, charges, and expenses whatsoever that such Director, Officer, Official, Committee or Council member or such other volunteer reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them in or about the execution of the duties of their office; and
- (b) All other costs, charges and expenses that such Director, Officer, Official or Committee or Council member or such other volunteer reasonably sustains or incurs in or about or in relation to the affairs thereof, except costs, and charges and expenses as are occasioned by such individual's own wilful neglect, illegal acts, acts of fraud, dishonesty, bad faith or default.

48. LIMITATION OF LIABILITY

No Member, Director, Officer, Official or Committee member, or such other volunteer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Member, Director, Officer, Official or Committee member, or such other volunteer, employee, or for joining in any receipt, act for conformity, or for loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for, or on behalf of, the Corporation, or for the insufficiency or deficiency of any security in or upon which any moneys of, or belonging to, the Corporation shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or corporation deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office, or trust, or in relation hereto, unless the same shall happen by, or through, their own wilful act or through such individual's own wilful neglect, illegal acts, acts of fraud, dishonesty, bad faith or default.

49. RESPONSIBILITY FOR CORPORATE ACTS

The Directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done, or entered into, in the name, or on behalf of, the Corporation, except such as shall have been submitted to and authorized, or approved by, the Board.

50. INSURANCE

The Corporation may purchase and maintain such insurance for the benefit of its Directors, Officers, Officials and Committee and Council members or such other volunteer, as the Board may from time to time determine.

51. CONFLICT OF INTEREST

It is the duty of every Director or Officer of the Corporation who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Corporation to declare his interest at any

Meeting of the Corporation and, except as permitted by the laws governing the Corporation, to refrain from voting in respect of any contract or proposed contract in which such Director or Officer is so interested, and otherwise to observe the provisions of said laws.

PARLIAMENTARY AUTHORITY

52. AUTHORITY

The Corporation shall be governed by the rules and procedures contained in Call to Order (3rd ed.), Perry H & S (2004) [ISBN 0-9691683-2-2] in all cases in which they are applicable, provided they are not inconsistent with these By-Laws or any special rules of order the Corporation may adopt.

53. EFFECTIVE DATE

All previous By-Laws of the Corporation are repealed as of the coming into effect of these By-Laws. The repeal shall not affect the previous operation of any By-Laws so repealed, or affect the validity of any act done, or right, 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 or predecessor charter documents of the Corporation obtained pursuant to any such By-Laws before its repeal. All Officers and persons acting under any By-Laws so repealed shall continue to act as if appointed under the provisions of these By-Laws, and all resolutions of the Members or the Board of Directors or a committee of the Board with continuing effect passed under any repealed By-Laws shall continue to be good and valid except to the extent they are inconsistent with these By-Laws and until amended or repealed.

These By-Laws shall come into force the earlier of when confirmed by the Members in accordance with the *Canada Not-for-profit Corporations Act* or in accordance with the *Canada Corporations Act*.