BY-LAW NO. 1 - 2023

A by-law relating generally to the conduct of the business and affairs of

MISSISSAUGA SKATING CLUB INC.

(hereinafter called the "Corporation")

BY-LAW NO. 1

ARTICLE ONE
INTERPRETATION

1.01 **Definitions** In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

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

(b) “Articles” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent, or a special act;

(c) “Board” means the board of directors of the Corporation;

(d) "By-law" means this by-law and any by-law of the Corporation from time to time in force and effect;

(e) "Corporation" shall mean MISSISSAUGA SKATING CLUB INC;

(f) “Director” means an individual elected or appointed to the Board;

(g) “Member” means a member of the Corporation;

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

(i) "Officer" means an officer of the Corporation;

(j) “ordinary resolution” means a resolution submitted to a meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or a resolution consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation;

(k) "Registrant" means (i) an individual who is registered by a club or skating school with Skate Canada and who is subject to all applicable rules, regulations and policies of Skate Canada but who is not a member of Skate Canada; and (ii) an individual who is engaged in any activity provided, sponsored, supported, sanctioned or recognized by Skate Canada and registered directly with Skate Canada but who is not a member of Skate Canada;

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

(m) "Skate Canada" means Skate Canada / Patinage Canada, or successor;

(n) "Skate Ontario" means Skate Ontario, or successor;

(o) "special resolution" means a resolution submitted to a special meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or a resolution consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation;

(p) "special business" means all business transacted at a special Members' meeting and all business transacted at an annual Members' meeting except for the following:

(i) consideration of the financial statements;

(ii) consideration of the audit report, if any;

(iii) election of Directors; and

(iv) reappointment of the incumbent auditor;

(q) "telephonic or electronic means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks.

1.02 **Interpretation**

(a) Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this by-law.

(b) Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

(c) The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE TWO
MEMBERSHIP IN SKATE CANADA AND SKATE ONTARIO

2.01 **Membership in Skate Canada and Skate Ontario**

(a) The Corporation shall be a member in good standing of Skate Canada and Skate Ontario.

(b) The Corporation shall pay such fees and such other charges as shall be required of members of Skate Canada, in order to maintain its membership.

(c) The Corporation shall encourage the instruction, practice, enjoyment and advancement of its members in all aspects of skating in accordance with the Rules and Policies.

(d) The Corporation, with respect to any aspect of skating, is to be managed and operated by amateurs who are duly registered as a Registrant.

(e) The Corporation shall protect the eligible status of its Members. The Corporation shall not knowingly take or omit any action that would jeopardize the eligible status of its Members.

ARTICLE THREE
AFFAIRS OF THE CORPORATION

3.01 **Registered Office** The registered office of the Corporation shall be in the place within the Province of Ontario as specified in the Articles, or at such location therein as the Board may from time to time determine by resolution or special resolution.

3.02 **Corporate Seal** The seal, if any, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

ARTICLE FOUR
DIRECTORS

4.01 **Composition of the Board** In accordance with the Articles, the affairs of the Corporation shall be managed by the Board consisting of a minimum of three (3) and maximum of seven(7) Directors. The Board shall be comprised of the fixed number of Directors within such range as determined from time to time by special resolution of the Members, or, if the special resolution empowers the Board to determine the number, by resolution of the Board. One (1) Director on the Board may be an NCCP-certified professional skating coach, but this is not a requirement. Non-skating Community Members may also be invited to the Board.

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

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

(b) Has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

(c) Has not been found to be incapable by any court in Canada or elsewhere;

(d) Does not have the status of bankrupt; and

(e) Is a Member in good standing of the Corporation or become a Member within ten (10) days of being elected.

4.03 **Term of Office and Vacancies**

(a) The Board shall be elected and retire in rotation. Subject to the provisions of this section, the Directors referred to in section 4.01 shall be elected or appointed for a term of two (2) years, provided that each such Director shall hold office until the earlier of the date on which their office is vacated or until the end of the meeting at which their successor is elected or appointed.

For the purposes of the rotation referred to in this section, the Board shall be and is divided into two (2) classes, as nearly equal in number as possible, designated class I and class II. In case of any increase or decrease, from time to time, in the number of Directors, the number of Directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of Directors shall shorten the term of any incumbent Director.

Each Director shall serve for a term ending on the date of the second annual meeting following the annual meeting at which such Director was elected; provided that each Director initially appointed to class I shall serve for an initial term expiring at the Corporation's first annual meeting of Members following the date this provision is proclaimed into force and each Director initially appointed to class II shall serve for an initial term expiring at the Corporation's second annual meeting of Members following the date this provision is proclaimed into force .

New Directors shall be designated to the class of their predecessors.

All Directors who retire, if qualified, are eligible for re-election for five (5) two-year consecutive terms.

(b) So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office; otherwise such vacancy shall be filled at the next meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Member.

4.04 **Ceasing to Hold Office** The office of a Director shall *ipso facto* be vacated:

(a) if they cease to be a Member of the Corporation;

(b) the Director is absent from three (3) consecutive meetings of the Board;

(c) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

(d) if by notice in writing to the Corporation resigns their office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;

(e) if they are removed from office by the Members in accordance with section 4.06 herein; or

(f) if they die.

4.05 **Election and Nomination of Directors**

(a) Directors shall be elected annually by the Members at an annual meeting at which an election of Directors is required by ordinary resolution.

(b) The Board shall circulate among the Members a request for nominations for Directors Ordinary Members and Parent Members who wish to present their candidacy as a Director on the Board at least forty-five (45) days before the annual meeting of Members. The Board may also reach out to the community-at-large for non-skating Community Members to present their candidacies.

(c) The nominator or candidate shall return the application with the name of the nominator, seconder, and consent of the candidate or nominee no later than thirty (30) days before the annual meeting.

(d) The Board shall consider the applicants and prepare a slate of director nominees for presentation to and election by the Members at the annual meeting in accordance with section 4.05(a) herein. The number of director nominees on the slate shall be equal to the number of Directors whose terms end on the day of the next annual meeting. The Board shall circulate the slate to the Members in the annual meeting notice in accordance with section 9.03 herein.

(e) The Board may include on the proposed slate of director nominees, sitting Directors to continue as Directors on an annual basis, provided they continue as Members in good standing.

(f) No nominations for Director positions will be accepted other than as set out in this section.

(g) If the slate of director nominees is rejected by the Members at the annual meeting, each nominee on the slate will be placed before the Members individually for election. Any unfilled Director positions will be filled in accordance with the Act, the Articles, and section 4.05(a) herein.

4.06 **Removal of Directors** The Members may, by ordinary resolution at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the Director's term of office, and may, by ordinary resolution at such meeting, elect any person in the Director's stead for the remainder of the Director's term.

4.07 **Committees** The Board may establish committees as follows:

(a) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.
(b) The Board shall determine the composition of and may dissolve any committee by resolution at any time.
(c) The Board shall determine terms of reference for any committee.

4.08 **Delegation of Operational Authority**

(a) Subject to the limitations on delegation set out in the Act, the Board may appoint employees of the Corporation and may delegate to a senior employee responsibility for the day-to-day management of the activities and affairs of the Corporation.

(b) The Board may, by resolution, authorize a senior employee to make purchases and incur expenses on behalf of the Corporation, within the limits of the Board-approved annual budget and subject to any value, term and other limits the Board sets. The Board shall determine the title, the terms of employment, and the scope of authority of a senior employee, and may vary, add to or limit that authority at any time. No such authority extends to borrowing money, giving a guarantee, creating a security interest, issuing a debt obligation, or establishing the fees or dues payable by Members.

(c) Authority under subsection (b) is operational authority only. It is not signing authority under section 13.01, and it confers no authority to disburse the Corporation's funds except as the Board expressly provides under section 13.01. As between the Corporation and the person who made it, a commitment made outside the limits set by the Board is unauthorized, and the Board is not obliged to ratify it. Nothing in this section affects the rights of a person dealing with the Corporation under section 19 of the Act.

(d) A senior employee appointed under this section reports to the Board. The appointment does not make that person a Director or an Officer of the Corporation.

(e) The Board remains responsible for the management of the activities and affairs of the Corporation and shall not delegate any power referred to in subsection 36 (2) of the Act. No delegation under this section relieves a Director of the duty set out in section 5.11.

ARTICLE FIVE
MEETINGS OF DIRECTORS

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

5.02 **Notice** A notice of the time and place of each meeting of the Board shall be given in writing in the manner provided in Article Ten to each Director not less than two (2) business days before the time when the meeting is to be held, provided that a meeting of the Board may be held at any time on shorter notice. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. No notice of a meeting need be given to a Director in respect of the meeting at which they were elected or appointed to the Board to fill a vacancy thereon. A notice of a meeting of Directors shall specify the purpose of or the business to be transacted thereat.

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

5.04 **Telephonic or Electronic Meetings** With consent of all the Directors of the Corporation, a Board meeting or meetings of any committees of the Board may be held by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. Participation by a Director or a Member of a committee in a meeting under this section 5.04 shall constitute presence in person at such meeting.

5.05 **Adjournment** Any meeting of Directors may be adjourned from time to time by the Chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of the adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.06 **Others Entitled to be Present at Meetings** Any Member in good standing of the Corporation, may attend Board meetings and address the Board by emailing their request to be included in the meeting agenda to the President not less than ten (10) days prior to such meeting. Members or other guests invited to attend Board meetings, with the consent of the Board, shall be informed of the time and place of the meeting and entitled, in the same manner and to the same extent as a Director to attend and speak at the meeting of the Board, but shall not be entitled to vote thereat, or be present during any vote.

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

5.08 **Quorum** Unless the Articles or a special resolution otherwise provides, a majority of the current number of elected and appointed members of the Board constitutes a quorum, but in no case shall a quorum be less than three (3) Directors. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.

5.09 **Voting** Each Director in attendance at a Board meeting shall be entitled to one (1) vote on each matter. Every question arising at Board meetings shall be decided by a majority of votes, and every question shall be decided by a show of hands unless a secret ballot/ poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. Online voting may be permitted for time-sensitive decisions and email must contain a Yes, No or Abstain and must be filed in a retrievable manner. Online votes must be documented in the subsequent meeting of the Board.

5.10 **Remuneration of Directors** The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

5.11 **Duty of Directors** Every Director of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.12 **Absent Directors** No person shall act for an absent Director at a Board meeting.

5.13 **Written Resolution in Lieu of Meeting** Unless otherwise restricted by the Articles or this by-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing, and the writings are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

ARTICLE SIX
OFFICERS

6.01 **Officers** The Board shall designate annually the offices of the Corporation. The Board shall appoint from among the Directors a Chair and may appoint any other person to be President, Treasurer, Secretary and Vice-President. Officers will hold their office for a term of one (1) year, provided that each such Officer shall hold office until the earlier of the date on which their office is vacated or until the end of the meeting at which their successor is elected or appointed. Two (2) or more of the below mentioned offices may be held by the same person. The Board may specify the duties of an Officer, in accordance with this by-law and subject to the Act delegate to such offices powers to manage the business and affairs of the Corporation.

6.02 **Removal of Officers** The Board may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the Board, remove any Officer before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

6.03 **President** The President shall be the senior elected Officer of the Corporation and shall be responsible for ensuring that the strategic plans and policies approved by the Board are carried out. The President shall, subject to the authority of the Board and to any delegation made under section 4.08, have general supervision of the affairs of the Corporation, and shall be the Board's point of contact with any senior employee appointed under that section. The President shall perform such other duties as the Board may specify.

6.04 **Vice-President** If appointed, the Vice-President shall in the absence or inability to act of the President or President-Elect perform the duties of the President or President-Elect and shall perform those other duties as the Board may specify.

6.05 **Secretary** If appointed, the Secretary shall attend all meetings of the Members, the Board, and committees, if any, to act as a clerk thereof and to record all votes and minutes of all proceedings in the records to be kept for that purpose. The Secretary shall perform those other duties as may be prescribed by the by-laws or the Board.

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

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

6.08 **Powers and Duties of Officers** The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the Chair may specify. The Board and (except as aforesaid) the President may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

ARTICLE SEVEN
PROTECTION OF DIRECTORS AND OFFICERS

7.01 **Declaration of Interest**

(a) A Director or Officer who:

(i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or

(ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,

shall disclose to the Corporation or request to have entered in the minutes of Board meetings the nature and extent of their interest.

(b) The disclosure required by section 7.01(a) must be made, in the case of a Director:

(i) at the meeting at which a proposed contract or transaction is first considered;

(ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after the Director becomes so interested;

(iii) if the Director becomes interested after a contract is made or transaction is entered into, at the first meeting after the Director becomes so interested; or

(iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

(c) The disclosure required by section 7.01(a) must be made, in the case of an Officer who is not a Director:

(i) forthwith after the Officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;

(ii) if the Officer becomes interested after a contract is made or transaction is entered into, forthwith after the Officer becomes so interested; or

(iii) if an individual who is interested in a contract or transaction later becomes an Officer, forthwith after the individual becomes an Officer.

(d) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section 7.01(a) is one that, in the ordinary course of the Corporation's business, would not require approval of the Board or Members, then the Director or Officer shall disclose to the Corporation, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Director or Officer becomes aware of the contract or transaction or proposed contract or transaction.

(e) Except as permitted by the Act, a Director referred to in section 7.01(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.

(f) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one (1) or more Director(s) are not permitted to be present at the meeting by virtue of section 7.01(e), the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.

(g) For the purposes of section 7.01, a general notice to the Board by a Director or Officer disclosing that the individual is a director or officer of, or has a material interest in, a person, or that there has been a material change in the Director's or Officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.

(h) A contract or transaction for which disclosure is required under section 7.01(a) is not void or voidable, and the Director or Officer is not accountable to the Corporation or the Members for any profit or gain realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:

(i) disclosure of the interest was made in accordance with this section;

(ii) the Board approved the contract or transaction; and

(iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.

7.02 **Limitation of Liability** Every Director and Officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, Officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by 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 of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

7.03 **Indemnity** The Corporation shall indemnify each former and present Director and Officer of the Corporation, and each other individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative , or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

(a) the person was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;

(b) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and

(c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such persons and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this by-law.

7.04 **Insurance** Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in section 7.03 hereof as the Board may from time to time determine. The Corporation shall maintain annual liability insurance coverage as required and designated by Skate Canada.

ARTICLE EIGHT
MEMBERSHIP

8.01 **Entitlement** Membership is open to all individuals irrespective of age, creed, ethnic origin or sex who are interested in furthering the Corporation’s purposes and who have been accepted into membership in the Corporation by resolution of the Board. The individual agrees to uphold and comply with the Corporation’s Articles and by-laws and meets the conditions of membership in section 8.03.

8.02 **Applications** Application for membership in the Corporation shall be submitted electronically using the Corporation’s Website. Applications for Honorary Members shall be sent by email request to the Board. Members shall be promptly informed of their admission as a Member by telephonic or electronic means.

8.03 **Classes of Membership** There shall be five (5) classes of membership in the Corporation:

(a) ORDINARY MEMBER (VOTING)

An Ordinary Member of the Corporation is an individual who has successfully applied for admission to the membership of the Corporation, has paid all membership dues as required by the Corporation, and actively participates in the amateur skating programmes offered by the Corporation and is eighteen (18) years of age and, if eighteen (18) or older, the individual must consent in writing to the parent or legal guardian becoming a Parent Member. Upon acceptance as a Member to the Corporation, the Ordinary Member becomes a Registrant of Skate Canada. An Ordinary Member is entitled to one (1) vote at all meetings of the Members.

(b) PARENT MEMBER (VOTING)

A Parent Member of the Corporation is a parent or legal guardian of an individual who has successfully applied for admission to the membership of the Corporation, has paid all membership dues as required by the Corporation, and actively participates in the amateur skating programmes offered by the Corporation and is under eighteen (18) years of age and, if eighteen (18) or older, the individual must consent in writing to the parent or legal guardian becoming a Parent Member. A Parent Member is entitled to one (1) vote only with respect to any and all underage active participant(s) they represent as parent or guardian, at all meetings of the Members.

(c) HONORARY MEMBER (NON-VOTING)

An Honorary Member is a person the Board recognizes for valuable service to the Club, or whose experience supports the Club's purposes and activities. The Board of Directors grants this title by resolution as an honour only. An Honorary Member shall be exempt from payment of dues and does not vote. Anyone in current office keeps their existing membership and vote until the end of their current term.

(d) ASSOCIATE MEMBER (NON-VOTING)

An Associate Member of the Corporation is an individual who has successfully applied for admission to the Corporation whose home club is not the Corporation, which admission has limited club privileges as may be determined from time to time by the Board, has paid all dues as required by the Corporation and actively participates in the amateur skating programmes offered by the Corporation. An Associate Member is not entitled to vote at any meetings of the Members.

(e) COMMUNITY MEMBER (VOTING)

A Community Member is an individual who supports the Clubs purpose but does not take part in the Club's skating programs. A person becomes a Community Member if they apply in the way the Board has set out, pay any membership dues required by the Board, agree to follow the Club's Articles, By-law and Policies, and are accepted by resolution of the Board. A Community Member who is elected or appointed as a Director must be, or become, a registrant of Skate Canada within 10 days before taking office. A Community Member is entitled to one (1) vote at all meetings of the Members.

8.04 **Suspension for Non-Payment of Membership Fees** Any Member failing to pay dues, assessments or fees within a period of ten (10) business days after such dues or assessments shall have become due or payable shall be suspended from all rights and privileges of membership. If such arrears are not paid within ten (10) business days of such suspension, the Member shall, unless an arrangement for payment of such arrears is approved by the Board, cease to be a Member in accordance with section 8.07 herein. The Board shall refuse to recognize any further application from such Member unless and until all such arrears are paid in full. Upon payment of all unpaid dues, fees or assessments, Members in arrears may be reinstated at the discretion of the Board.

8.05 **Suspension or Termination for Other Reasons** The Board shall have authority to suspend or expel any Member failing to abide by the terms of the Articles or the by-laws and/or the Rules and Policies of Skate Canada in accordance with section 8.07 herein.

8.06 **Termination of Membership by Members** Any Member may be expelled from the Corporation for cause by not less than two-thirds (2/3) of the votes cast at a meeting of Members by Members present and eligible to vote at an annual or other special meeting of Members. Every Member so charged shall be entitled to reasonable notice and an opportunity to be heard by the Board in accordance with section 8.07 herein.

8.07 **Fair Discipline or Termination** If the Board or the Members determines that a Member should be suspended or expelled from membership in the Corporation in accordance with section 8.04, section 8.05 and section 8.06, the President, or such other Officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make a written submission to the President, or such other Officer as may be designated by the Board, in response to the notice received within such 15-day period, and the Board. If no written submission is received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this section, the Board will give the Member an opportunity to be heard orally or in writing, not less than five (5) days before the suspension or expulsion of membership becomes effective. The Board's decision shall be final and binding on the Member.

8.08 **Termination of Member Rights** The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon a Member’s death, the expiration of their Membership Year or their suspension or expulsion pursuant to section 8.04, section 8.05 and section 8.06.

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

ARTICLE NINE
MEETINGS OF MEMBERS

9.01 **Annual Meeting** The Corporation shall hold an annual meeting of Members within three (3) months of its fiscal year end, provided that such meeting is not later than fifteen (15) months after holding the preceding annual meeting. The annual meeting of the Members shall be held at such date and time in Ontario as determined by resolution of the Board and may be held in person, by telephonic or electronic means or as a hybrid of both.

Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the by-laws or Articles.

The business transacted at the annual meeting shall include:

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

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

9.02 **Special Meeting** A special meeting of the Members may be called at any time by the Board for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special meeting of Members may also be called by requisition of Members carrying not less than ten percent (10%) of the voting rights of the Corporation to the Board for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act within twenty-one (21) days from the date of deposit of the requisition.

9.03 **Notice** Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in section 10.01 to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the Meeting.

9.04 **Omission of Notice** The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor or person appointed to conduct a review engagement shall not invalidate the meeting and any resolution passed or any proceedings taken at any meeting of Members.

9.05 **Participation by Telephonic or Electronic Means** If the Corporation chooses to make available communication facilities by telephonic or electronic means that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by such telephonic or electronic means in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Members under this section 9.05 who is entitled to vote at that meeting may vote, in accordance with the Act, by telephonic or electronic means that the Corporation has made available for that purpose, given that the Corporation can verify that such votes were made by voting Members and cannot see how each Member voted.

9.06 **Votes** Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands unless a ballot/poll is demanded. At any meeting unless a ballot/poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost shall be conclusive evidence of the fact.

9.07 **Proxies** A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one (1) or more alternative proxyholders, who is a Member in good standing, of the Corporation to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

(a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.

(b) A Member may revoke a proxy by depositing an instrument or act signed by the Member or by their agent or mandatary:

(i) at the registered office of the Corporation no later than the last business day before the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or

(ii) with the Chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.

(c) A proxyholder or alternative proxyholder has the same rights as the Member by whom the proxyholder was appointed, including the right to speak at a special meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, to vote at the meeting by way of a show of hands.

(d) The form of proxy will:

(i) indicate in boldface type, (A) the meeting at which it is to be used; (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and (C) instructions on the manner in which the Member may appoint the proxyholder;

(ii) contain a designated blank space for the date of the signature;

(iii) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;

(iv) provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor/a person to conduct a review engagement and the election of Directors;

(v) provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of an auditor or a person to conduct a review engagement or the election of Directors; and

(vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under section 9.07(d)(iv) or section 9.07v) with respect to any matter to be acted on, the membership is to be voted accordingly.

(e) A form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with section 9.07(iv) only if the form of proxy states, in boldface type, how the proxyholder is to vote the membership in respect of each matter or group of related matters.

(f) If a form of proxy is sent in electronic form, the requirements that certain information is to be set out in boldface type are satisfied if that information is set out in some other manner so as to draw the addressee's attention to the information.

(g) A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

(h) No persons carrying proxies may exercise more than two (2) votes in all.

9.08 **Time for Deposit of Proxies** The Board may fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of Members before which time proxies to be used at the meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or if, no such time having been specified in such notice, it has been received by the Secretary of the Corporation or by the Chair of the meeting or any adjournment thereof prior to the time of voting.

9.09 **Adjournment** The Chair of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need by given to the Members. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling same.

9.10 **Quorum** The quorum at any meeting of the Members of Corporation shall be five percent (5%) of Members entitled to vote at a meeting of the Members inclusive of those Members present and the proxies presented. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

9.11 **Member Right to Submit Proposal**

(a) A Member entitled to vote at an annual meeting of the Members may,

(i) give the Corporation notice of any matter that the Member proposes to raise at the meeting, referred to as a "proposal"; and

(ii) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal.

(b) The Corporation shall include the proposal in the notice described in section 9.03. Upon the request of the Member who submits a proposal, the Corporation shall include in the notice of meeting a statement in support of the proposal by the Member and the name and address of the Member. The statement and the proposal must together not exceed the prescribed maximum number of words or characters.

(c) The Corporation is not required to comply with section 9.11(b) if:

(i) The proposal is not submitted to the Corporation at least sixty (60) days before the date of the meeting;

(ii) It clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or the Directors, Officers, Members or debt obligation holders;

(iii) It clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;

(iv) Not more than two (2) years before the receipt of the proposal, the Member failed to present in person or by proxy, if authorized by the by-laws, at a meeting of the Members, a proposal that had been included in a notice of meeting at the Member's request;

(v) Substantially the same proposal was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the proposal and the proposal was defeated; or

(vi) The rights conferred by this section are being abused to secure publicity.

ARTICLE TEN
NOTICE

10.01 **Service** Any notice or other document required by the Act, the Articles or the by-laws to be sent to any Member, Director or to the auditor or person appointed to conduct a review engagement shall be delivered personally, sent by prepaid mail or sent by telephonic or electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or person appointed to conduct a review engagement at their business address, or if no address by given therein then to the last address of such Member or Director known to the Board provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 **Signature to Notices** The signature of any Director or Officer of the Corporation of any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

10.03 **Computation of Time** Where a given number of days' notice or notice extending over a period is required to be given under the by-laws or Articles the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.

10.04 **Proof of Service** With respect to every notice or other document sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in section 10.01 of this by-law and put into a post office or into a letter box, or sent by telephonic or electronic means. A certificate of an Officer of the Corporation in office at the time of the making of the certificate as to the facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or auditor or person appointed to conduct a review engagement or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor or person appointed to conduct a review engagement of the Corporation as the case may be.

ARTICLE ELEVEN
AUDITORS

11.01 **Appointment, Vacancies, and Remuneration** At each annual meeting, the Members shall appoint an auditor to review the accounts of the Corporation or a person to conduct a review engagement of the Corporation, by ordinary resolution. Such individual will hold office until the next annual meeting, until a successor is duly appointed or until the earliest of their death, resignation, disqualification, or removal. Directors may fill any vacancy in the office of auditor or a person to conduct a review engagement if there is a quorum of Directors present. If there is not a quorum of Directors, the Directors shall, within thirty (30) days of the vacancy call a special meeting of Members to fill such vacancy. Notice of the appointment of an auditor or person appointed to conduct a review engagement shall be given in writing to them forthwith after the appointment is made. The remuneration of the auditor or person appointed to conduct a review engagement of the Corporation shall be fixed by the Members by ordinary resolution or by the Board.

11.02 **Entitlement to Notice** The auditor or a person appointed conduct a review engagement is entitled to attend any meeting of Members of the Corporation and to receive all notices and other communications relating to any such meeting that Member is entitled to receive and to be heard at any such meeting that they attend on any part of the business of the meeting that concerns them.

11.03 **Right of Access** The auditor or a person appointed to conduct a review engagement always has the right of access to records, documents, books, accounts and vouchers of the Corporation and is entitled to require from the Directors and Officers such information and explanations they are reasonably able to give.

ARTICLE TWELVE
GENERAL

12.01 **Restrictions on Directors, Officers and Members** Directors, Officers and Members of the Corporation shall comply with all of the by-laws, resolutions, rules and regulations of the Corporation and Skate Canada. Members shall take no action in the name of the Corporation not specifically provided for by the by-laws, rules and regulations of the Corporation, either individually or together with other Members of the Corporation, without the prior written approval of the Board.

12.02 **Use of the Corporation's Logo** Members are encouraged to use and to display the logo of the Corporation but upon the termination of membership in the Corporation for any reason, the retiring Members shall return to the President's office, any and all facsimiles of the logo of the Corporation, together with any means of reproduction thereof and shall cease to use or display the logo in any manner whatsoever. The use of the logo is intended to affirm membership in the Corporation and at all times shall be used in a manner which protects the good reputation of the Corporation. It is not intended and may not be used in any sense as a trademark for the Member or as a guarantee or as an identification of the Members' products and may not be used in conjunction with or in any design combination with any trademark, nor stamped nor imprinted on any article of commerce.

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

ARTICLE THIRTEEN
EXECUTION OF DOCUMENTS

13.01 **Signing Officers** Deeds, transfers, assignments, contracts, and obligations of the Corporation may be signed by any two (2) individuals of the Office of President, Vice-President, Secretary or Treasurer, provided that at least one (1) of the signing Officers is either the President or Vice-President. In addition, the Board may from time to time by resolution direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. No such direction extends to the disbursement of funds of the Corporation. The Board shall by resolution determine the persons who may authorize the disbursement of funds of the Corporation and the conditions on which they may do so, and shall record those arrangements in the financial policy of the Corporation.

ARTICLE FOURTEEN
BY -LAWS, AMENDMENTS AND RULES AND REGULATIONS

14.01 **Enactment** Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

14.02 **By-laws Requiring Special Resolution** Section 14.01 does not apply to a by-law that requires a special resolution of the Members according to section 103(1) of the Act. A special resolution is required to make any amendment to the membership conditions described in section 8.01 and section 8.03, notice of meetings described in sections 9.03, conduct of meetings described in section 9.05, absentee voting described in section 9.07 and this section 14.02.

14.03 **Repeal** By-law No. 1 of the Corporation, being a "By-law generally relating to the transaction of the business and affairs of the Corporation" is hereby repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law 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 contractor agreement made pursuant to, or the validity of the predecessor charter documents of the Corporation. All Officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Members or the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

14.04 **Borrowing Powers** The Board may, without authorization of the Members:

(a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell, pledge debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; or

(d) mortgage, pledge or otherwise create a security interest in all or any of the property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

14.05 **Policies** The Board may, from time to time, adopt, amend, or repeal policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Board and the conduct of the Directors, Officers, and Board committee, if any, provided that any such policy shall be consistent with the provisions of this by-law.

14.06 **Effective Date** This by-law shall come into force without further formality upon its enactment in accordance with the Act.

14.07 **Dissolution** Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed and/or disposed of in accordance with the Articles of Amendment.

AMENDED: this 19th day of November, 2026.

Sandy Leluk
SANDY LELUK, PRESIDENT

Megan Marchand
MEGAN MARCHAND,
VICE-PRESIDENT