



## SKATE ONTARIO BY-LAWS

Ontario Corporation Number: 1973039  
Date of Incorporation: November 22, 1982

**BE IT ENACTED** as the By-laws of Skate Ontario as follows:

### **I** GENERAL

- 1.1 Purpose - These By-laws govern the general conduct of the affairs of Skate Ontario. As the Provincial Sport Organization representing skating in the Province of Ontario, Skate Ontario shall be the leader for growth and development of skating across the Province of Ontario, dedicated to lifelong participation in skating for fun, fitness and achievement.
- 1.2 Definitions - The following terms have these meanings in these By-laws:
- a) *Act* – means the *Not-for-Profit Corporations Act, 2010* (Ontario) S.O. 2010, c.15, including Regulations made pursuant to the Act, and any amendments, statutes or Regulations that may be substituted from time to time;
  - b) *Articles* – means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Corporation or letters patent, supplementary letters patent or a special act issued to the Corporation;
  - c) *Auditor* – means a person permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, and any successor legislation, and who is independent of the Corporation, any of its affiliates, and the Directors and Officers of the Corporation and their affiliates;
  - d) *Board* – means the Board of Directors of the Corporation;
  - e) *Board Resolution* – means a resolution that (i) is submitted to a meeting of the Board and passed at the meeting, with or without amendment, by at least a majority of the votes cast by the Directors, or (ii) is consented to in writing by each Director of the Corporation entitled to vote at a meeting of the Board;
  - f) *By-laws* – means these By-laws and any other by-law of the Corporation as amended which are, from time to time, in force and effect;
  - g) *Corporation* – means Skate Ontario;
  - h) *Days* – means days including weekends and holidays;
  - i) *Director* – means an individual elected or appointed to serve on the Board pursuant to these By-laws;
  - j) *Extraordinary Resolution* – means a resolution that is (i) submitted to a special Meeting of 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 eighty per cent (80%) of the votes cast, or (ii) consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members;
  - k) *Governing Documents* – means the Articles, these By-laws, Skate Canada's articles and by-laws, and the Corporation's and Skate Canada's policies, procedures, rules, regulations and any other similar documents;
  - l) *Meeting of Members* – means an annual Meeting of Members, a special Meeting of Members, or an annual and special Meeting of Members;
  - m) *Member* – means a Club or Skating School located within the Province of Ontario registered with the Corporation and with Skate Canada pursuant to the provisions of



these By-laws that is compliant with the Governing Documents and whose membership has not been terminated in accordance with the Act and these By-laws;

- n) *Officer* – means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- o) *Ordinary Resolution* – means a resolution that (i) is submitted to a Meeting of Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) is consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation;
- p) *Regulations* – means the regulations made under the Act, as amended, restated or in effect from time to time; and
- q) *Special Resolution* – means a resolution that (i) is submitted to a special Meeting of 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 (ii) consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation.
- 1.3 Registered Office - The registered office of the Corporation will be located within the Province of Ontario.
- 1.4 Corporate Seal - The Corporation may have a corporate seal, which may be adopted and may be changed by a Board Resolution.
- 1.5 No Gain for Members - The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.6 Ruling on By-laws - Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purpose of the Corporation.
- 1.7 Conduct of Meetings - Meetings of Members and meetings of the Board will be conducted in accordance with recognized standards as determined by the Board.
- 1.8 Interpretation - Words importing the singular will include the plural and vice versa, words in one gender include all genders, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.
- 1.9 Invalidity of any Provision - The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

## **II MEMBERSHIP**



### **Membership Dues and Duration**

- 2.1 **Term** – The term of membership is annual and shall be effective on September 1<sup>st</sup> to August 31<sup>st</sup> in a given year, unless otherwise determined by the Board. Membership may not be transferred.
- 2.2 **Dues** – Annual membership dues and the due date for paying the same will be set by the Board on an annual basis. Members shall be notified in writing of the membership dues at any time payable by them and the payment due date, and, if any are not paid by the due date, as the case may be, the Member(s) in default may, at the discretion of the Board, thereupon be subject to discipline, suspension or termination in accordance with Sections 2.7 and 2.8 hereof.
- 2.3 **One Membership Class** – Subject to the Articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available to Clubs and Skating Schools located within the Province of Ontario who register with the Corporation and with Skate Canada pursuant to the provisions of these By-laws and the Board approved membership admittance policy (if any) and that are compliant with the Governing Documents and whose membership has not been terminated in accordance with the Act and these By-laws. Each Member shall be entitled to receive notice of, attend and vote at all Meetings of Members of the Corporation. The Board may approve and amend from time to time a membership admittance policy outlining the specific criteria for admittance to membership in the Corporation.
- 2.4 **Admission and Renewal of Members**
- Admission of Members** – A Club or Skating School will be admitted as a Member or renewed as a Member if:
- The Club or Skating School makes an application for membership in a manner prescribed by Skate Ontario and aligned with Skate Canada;
  - The Club or Skating School has paid fees as prescribed by the Board on an annual basis and is a member in good standing of SkateCanada and Skate Ontario; The Club or Skating School agrees to uphold and comply with the Governing Documents; and
  - The Club or Skating School meets any other condition of membership set out in these By-laws (including Section 2.3) or as determined by the Board, including in the Board approved membership admittance policy (if any).
  - membership admittance policy (if any).

### 2.5 **Termination**

Membership in the Corporation will terminate immediately upon:

- The expiration of the Member's annual membership unless renewed in accordance with these By-laws;
- The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.4 of these By-laws;
- Resignation by the Member by giving written notice to the Corporation and to SkateCanada; Liquidation or dissolution of the Corporation under the Act; or
- The Member's liquidation or dissolution.
- Subject to the Act and the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

### 2.6 **Good Standing**

- All Members are deemed to be in good standing except:  
A Member who has failed to pay the annual membership dues when due and owing, including the Skate Canada fees, and such Member is not in good standing for so long as the dues remain unpaid;



- b) A Member who has been suspended from membership or has otherwise been declared not to be in good standing pursuant to a disciplinary proceeding in accordance with Sections 2.7 and 2.8; or A Member who has failed to complete, execute and remit, as applicable, all documents as required by the Corporation.
- c) A Member not in good standing is not entitled to notice of, or to vote at, Meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has come into good standing.

#### 2.7 **Discipline or Termination of Member**

- a) The Board shall have the authority to discipline, suspend or terminate the membership of any Member for:
  - b) Violating any provision of the Articles, these By-laws or the Corporation policies, procedures, rules, regulations or any other similar documents;
  - c) Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or  
Any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Any discipline or termination of membership must be done in compliance with these By-laws.

#### 2.8 **Procedure for Discipline, Suspension or Termination**

- a) Upon fifteen (15) Days' notice to a Member, the Board may pass a Board Resolution authorizing disciplinary action, suspension or the termination of membership for any of the reasons set out in Section 2.7.
- b) The notice shall set out the reasons for the proposed disciplinary action, suspension or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) Days before the end of the fifteen (15) Day period referred to in Section 2.8(a). The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action, suspension or termination of membership.
- c) If written submissions are received, the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further thirty (30) Days from the date of receipt of the submissions.
- d) The Board's decision shall be final and binding on the Member, without any further right of appeal.

### **III MEETINGS OF MEMBERS**

- 3.1 Annual Meeting - The Corporation will hold Meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The annual Meeting of Members will be held within fifteen (15) months of the last annual Meeting of Members and within three (3) months of the Corporation's financial year end.
- 3.2 Special Meeting - A special Meeting of Members may be called at any time by Board Resolution or upon the written requisition of ten per cent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) Days from the date of the deposit of the requisition.
- 3.3 Participation by Electronic Means - If the Corporation chooses to make available a 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 means of 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 these By-laws, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic or electronic means that the Corporation has made available for that purpose.

- 3.4 Meeting Held Entirely by Electronic Means - If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A meeting held entirely by electronic means is deemed to be held at the registered office of the Corporation.
- 3.5 Notice - Written or electronic notice of the time and place of a Meeting of Members shall be given to each Member in good standing entitled to vote at the Meeting of Members, the Directors, and the Auditor, not less than ten (10) Days and not more than fifty (50) Days prior to the date of the Meeting of Members. Notice shall be given in accordance with Section 9.1 hereof and will contain a reminder of the right to vote by proxy, a proposed agenda, information with sufficient detail to permit Membersto make informed decisions with reasoned judgement, nominations of Directors, and the text of any resolutions or amendments to be submitted to the meeting.
- 3.6 Information to be Furnished - Not less than twenty-one (21) Days, or another number of Days that may be further prescribed in Regulations, before each annual Meeting of Members, the Corporation shall give a copy of the approved financial statements, a copy of the audit report or engagement review report of the Auditor, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or the By-laws, to all Members who have informed the Corporation that they wish to receive a copy of those documents. The documents required to be given under this section may be provided to Members in the manner set out in Section 9.1.
- 3.7 New Business - Matters of business should be limited to matters properly brought before a Meeting of Members. No other item of business will be included in the notice of the Meeting of Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) Days prior to the Meeting of Members in accordance with the Act and procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an annual Meeting of Members.
- 3.8 Special Business - All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members is special business except for the following:
- a) Consideration of the financial statements.
  - b) Consideration of the audit or review engagement report, if any.
  - c) An Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement (subject to relevant provisions of the Act).
  - d) Election of directors.
  - e) Appointment of the Auditor.
- 3.9 Quorum – 10 per cent of the Members as represented by Delegates, as defined in Section 3.15, present or represented by a proxyholder will constitute a quorum. If a quorum is present at the opening of a Meeting of 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 Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business. Notice of an adjourned meeting is required to be given in accordance with these By-laws for any meeting that is adjourned by more than thirty (30) Days.

- 3.10 Scrutineers - At the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.11 Adjournments - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a Meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) Days of the 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.
- 3.12 Attendance - The only persons entitled to attend a Meeting of Members shall be those Delegates representing Members, the Directors, the Auditor, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act, the Articles or these By-laws to be present at the Meeting of Members. Any other person may be admitted only if invited by the Chair of the meeting, the Board, or with the majority consent of the Members present at the meeting.
- 3.13 Chair - If the Chair, being the chair of the Meeting of Members, is absent, and if the Vice-Chair, who would take the place of the Chair as chair of the Meeting of Members, is absent, the Members who are present and entitled to vote at the Meeting of Members shall appoint any present Director to chair the meeting.

#### **Voting at Meetings of Members**

- 3.14 Voting Rights - At all Meetings of Members, each Member is entitled to one vote. A Member may appoint one Delegate who may exercise, on behalf of the Member which appointed that Delegate, that Member's vote. For greater certainty, only Members may vote at Meetings of Members; Directors are not entitled to vote at Meetings of Members.
- 3.15 Delegates - Each Member may appoint in writing (inclusive of electronic notice) to the Corporation the name of the Delegate to represent the Member at the Meeting of Members.
- 3.16 Proxy Voting - Every Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, 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:
- a) A proxy shall be in writing and shall be executed by the Member.
  - b) A proxy shall comply the format stipulated by the Corporation in its notice of Meeting of Members, which shall confirm to the requirements set out in the Regulations; and it shall be submitted to the Corporation in accordance with the notice of the Meeting of Members.
  - c) A proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment.
  - d) A Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Act.
  - e) A proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a



show of hands.

f) Votes by proxy shall be collected, counted and reported in such manner as the Chair of the meeting directs.

Each proxy holder shall be a Delegate and may carry a maximum of six (6) proxies.

- 3.17 Determination of Votes - Votes will be determined by a show of hands, orally or by electronic ballot, except in the case of elections which require a secret ballot; unless a secret ballot or recorded poll is requested by a Member.
- 3.18 Majority of Votes - Except as otherwise provided in the Articles, these By-laws or the Act, every question at any Meeting of Members shall be determined by a majority of the votes cast on the question. In the case of a tie, the Chair shall not have a casting vote, and the question will be deemed defeated.
- 3.19 Resolution in Lieu of Meeting - A resolution signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.
- 3.20 Procedure – Subject to the Articles, the Chair of a Meeting of Members will conduct the meeting and determine the procedure to be followed at the meeting.

#### **IV** **BOARD OF DIRECTORS**

- 4.1 Composition of the Board - Subject to the Articles, the Board shall consist of nine (9) elected Directors.
- 4.2 Eligibility of Directors  
To be eligible for election as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
  - b) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
  - c) Not have been found to be incapable by any court in Canada or elsewhere;
  - d) Not have the status of a bankrupt;
  - e) Not be a paid employee of Skate Canada or Skate Ontario;
  - f) Be willing to abide by the Governing Documents;
  - g) Not be sitting on the board of Skate Canada; and
  - h) Be a resident of Ontario.

#### **Election of Directors**

- 4.3 Nominating Committee - The Nominating Committee will be responsible to solicit and receive nominations so that a full complement of qualified individuals is available for election to the Board of Directors; and so that those nominees reflect the specified competencies and experiences required for the Board to operate effectively.
- 4.4 Nominations - Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee to hold office as a Director;
  - b) Comply with the procedures established by the Nominating Committee; and
  - c) Be submitted to the registered office of the Corporation no later than thirty-five (35) Days prior to the annual Meeting of Members. This timeline may be amended by Board Resolution.



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

- 4.5 Circulation of Nominations - Valid nominations will be circulated to Members in the notice of Meeting of Members.
- 4.6 Elections - Elections for each Director position will be decided by a majority vote of the Members in accordance with the following:
- a) One valid nomination for each vacant position - The Director(s) shall be declared elected by Ordinary Resolution.
  - b) Multiple Valid Nominations - A voting procedure approved by the Board so that the elected Directors are elected by a majority vote of the Members.
  - c) Voting Process – Four (4) Directors shall be elected at each annual Meeting of Members occurring in even-numbered years, and five (5) Directors shall be elected at each annual Meeting of Members occurring in odd-numbered years.
- 4.7 Appointment of Additional Directors - The Board may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual Meeting of Members.
- 4.8 Terms of Office
- a) Each Director shall serve a term of two (2) years and will hold office until they or their successor has been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.
  - b) The number of lifetime terms of a Director shall be limited to five (5) two (2) year terms, provided that a Director elected or appointed to serve a partial term will, upon completion of the partial term, remain eligible to serve five (5) lifetime two (2) year terms.
- Resignation and Removal of Directors**
- 4.9 Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective on the date the notice is received by the Chair or the Vice-Chair or at the time specified in the resignation, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.10 Vacate Office - The office of any Director will be vacated automatically if:
- a) The Director resigns;
  - b) The Director is found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
  - c) The Director is found to be incapable by any court in Canada or elsewhere;
  - d) The Director has the status of a bankrupt; or
  - e) The Director dies.
- 4.11 Removal - An elected Director may be removed by Ordinary Resolution of the Members at a special Meeting of Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard, at such a meeting. At such a meeting, unless there is a quorum of Directors still in office present at the meeting, the Members may, by a



majority of votes cast at the meeting, elect a qualified individual in the removed Director's stead for a period ending at the next annual Meeting of Members. If there is a quorum of Directors still in office at the meeting, such Directors may elect a qualified individual in the removed Director's stead for a period ending at the next annual Meeting of Members.

#### **Filling a Vacancy on the Board**

- 4.12 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring no later than the close of the next annual Meeting of Members.

#### **Meetings of the Board**

- 4.13 Call of Meeting - A meeting of the Board will be held at any time and place as determined by the Chair, or by written requisition of at least fifty per cent (50%) of the Directors.
- 4.14 Notice - Written notice of meetings of the Board, served other than by mail, will be given to all Directors at least seven (7) Days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) Days prior to the meeting. A Director may waive notice of a meeting of the Board, and attendance of a Director at a meeting of the Board is a waiver of notice of the meeting, except if the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called. No notice of a meeting of the Board is required if all Directors waive notice. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual Meeting of Members.
- 4.15 Board Meeting With New Directors - For a first meeting of the Board held immediately following the election of Directors at a Meeting of Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.16 Quorum - At any meeting of the Board, quorum will be a majority of the Board of Directors.
- 4.17 Voting - Each Director is entitled to one vote at a meeting of the Board. Voting will be done by a show of hands, orally, or in writing, unless a majority of Directors present request a secret ballot. Any question at any meeting of Board shall be determined by Board Resolution. Abstaining voters are not counted in determining a majority. In the event of a tie, the Chair shall not have a casting vote, and the question will be deemed defeated.
- 4.18 No Alternate Directors - No person shall act for an absent Director at a meeting of the Board.
- 4.19 Closed Meetings - Meetings of the Board will be closed to Members and the public except by unanimous invitation of the Board.
- 4.20 Meetings Held by Electronic Means - A meeting of the Board may be held by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Directors participating in a meeting by such telephonic or electronic means are deemed to be present at the meeting.
- 4.21 Procedure - The Chair of the meeting of the Board will conduct the meeting and determine the procedure to be followed at the meeting.

#### **Duties of Directors**



- 4.22 Standard of Care - Every Director shall:
- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
  - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 4.23 Powers of the Board - The Board is empowered to do the following, without limitation:
- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
  - b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
  - c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
  - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
  - e) Follow registration procedures, and other registration requirements as determined by Skate Canada;
  - f) Enable the Corporation to receive donations and benefits for the purpose of furthering the purposes of the Corporation;
  - g) Make expenditures for the purpose of furthering the purposes of the Corporation;
  - h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
  - i) Perform any other acts from time to time as may be in the best interests of the Corporation.
- 4.24 Delegation - Except as otherwise provided in the Act or these By-laws, the Board may delegate any of its powers, duties and functions.

## V OFFICERS

- 5.1 Officers - At the first Board meeting following each annual Meeting of Members, the Board shall appoint the Chair, a Vice-Chair/Secretary, and a Treasurer, each of whom shall be an Officer of the Corporation. The Board shall also appoint the Executive Director, who shall also be an Officer of the Corporation
- 5.2 Duties - The duties of Officers are as follows:
- a) The Chair shall be the Chair of the Board and shall preside at all annual and special Meetings of Members of the Corporation and at meetings of the Board. The Chair shall be the official spokesperson of the Corporation, and shall perform such other duties as may from time to time be established by the Board.
  - b) The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and perform such other duties as may from time to time be established by the Board. The Vice-Chair shall also be the Secretary of the Corporation.
  - c) The Treasurer shall, subject to the powers and duties of the Board, keep or cause to be kept proper accounting records as required by the Act, and shall perform such other duties as may from time to time be established by the Board. The Treasurer will serve as Chair of the Finance Committee.
  - d) The Executive Director shall perform such duties as may from time to time be established in the terms of their engagement by the Corporation.
- 5.3 Delegation of Duties – Subject to the following sentence, at the discretion of an Officer and with approval by Board Resolution, any Officer may delegate any duties of that office to appropriate



staff a committee of the Corporation, or to a Director. The Executive Director may delegate duties to staff as appropriate in the circumstances.

- 5.4 Removal - Officers may be removed from their respective offices as Officers by Board Resolution, provided that, with respect to the Executive Director such removal may be subject to any relevant agreement between the Corporation and the Executive Director
- 5.5 Vacancy
- a) Subject to section 5.5(b), where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Board Resolution, appoint a qualified individual to fill the vacancy until the next annual Meeting of Members.
  - b) If the office of the Chair becomes vacant, the Vice-Chair shall become Chair and the Board may appoint a replacement for the office of Vice-Chair from among the Directors until the next annual Meeting of Members.
- 5.6 Other Officers - The Board may determine other Officer positions and appoint individuals to fill those offices. Other Officers need not be Directors.

## **VI** **BOARD COMMITTEES**

- 6.1 Appointment of Committees - The Board may appoint, by Board Resolution, such committees as it deems necessary for managing the affairs of the Corporation and may appoint chairs and members of committees or provide for the election of chairs and members of committees. The Board may prescribe the duties and terms of reference of committees, and may, subject to the Act and these By-laws, delegate to any committee any of its powers, duties and functions. All committees shall be responsible to the Board and shall be chaired by a Director, Officer or, with Board's approval, the individual who served as Chair immediately prior to the current Chair.
- 6.2 Vacancy - When a vacancy occurs on any committee, the Board may appoint, by Board Resolution, a qualified individual to fill the vacancy for the remainder of the committee's term.
- 6.3 Chair - The Chair shall by virtue of the Chair's office be a non-voting member of all committees of the Corporation.
- 6.4 Removal - The Board may remove any member of any committee (except the Chair) by Board Resolution.
- 6.5 No Debts - No committee shall have the authority to incur debts in the name of the Corporation.

## **VII** **FINANCE AND MANAGEMENT**

- 7.1 Financial Year - Unless otherwise determined by the Board, the financial year of the Corporation shall be July 1<sup>st</sup> to June 30<sup>th</sup>.
- 7.2 Execution of Documents - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the Chair and any second officer or director. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall



be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

- 7.3 Banking - The banking business of the Corporation shall be conducted at such financial institution as the Board may determine by Board Resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by Board Resolution from time to time designate, direct or authorize.
- 7.4 Annual Financial Statements - The Board shall approve the financial statements of the Corporation for the last financial year of the Corporation and present the approved financial statements together with the audit report or review engagement report of the Auditor before the Members at every annual Meeting of Members. Approval shall be evidenced by the signature of the Chair and one or more other Directors. The financial statements will include the financial statements and any further information respecting the financial position of the Corporation.
- 7.5 Auditor - At every annual Meeting of Members, the Members shall appoint, by Ordinary Resolution, an Auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The Auditor shall not be an employee, Officer or Director of the Corporation. The Auditor shall audit or conduct a review engagement of the financial statements, as applicable, and shall report on such financial statements. If the Auditor's position becomes vacant for any reason other than by Ordinary Resolution, the Board shall immediately fill such vacancy by Board Resolution.
- 7.6 Books and Records - The books and records of the Corporation shall be necessarily and properly kept as required by and in accordance with the Act and other applicable laws.
- 7.7 Property - The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.8 Borrowing - The Board may from time to time:
- a) Borrow money on the credit of the Corporation;
  - b) Issue, reissue, sell or pledge debt obligations of the Corporation including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured);
  - c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - d) Charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any obligation of the Corporation.
- 7.9 No Remuneration - All Directors, Officers (except for the Executive Director) and members of Committees will serve their term of office without remuneration (unless approved otherwise by Ordinary Resolution at a Meeting of Members) except for reimbursement of expenses incurred in the discharge of duties of such office as shall be approved by the Board.
- 7.10 Conflict of Interest - A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in an actual or proposed material contract or transaction with the Corporation, or if a Director, Officer or member of a Committee has a real or perceived interest in a person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, will disclose fully and promptly the nature



and extent of such interest to the Board or Committee, as the case may be, and will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contractor transaction, and will otherwise comply with the requirements of the Act regarding conflicts of interest and any Board approved conflict of interest policy.

## **VIII** **AMENDMENT OF ARTICLES AND BY-LAWS**

- 8.1 Amendment of Articles – The Articles may only be amended by Special Resolution.
- 8.2 By-laws, Amendment or Repeal - Unless the Act or the Articles otherwise provide, the Directors may, by Board Resolution, make, amend, or repeal any by-law and any such by-law or amendment or repeal shall be effective when approved by the Board, with the exception of matters referred to in subsections 103(1)(g), (k) and (l) of the Act. Any by-law, amendment or repeal approved by the Board shall be submitted to the Members at the next Meeting of Members, and the Member may confirm, reject or amend the by-law, amendment or repeal by Ordinary Resolution. If a by-law, amendment or repeal is so confirmed by Ordinary Resolution, or confirmed as amended by the Members entitled to vote thereon, it remains effective in the form in which it was confirmed by the Members. The by-law, amendment or repeal ceases to have effect if it is not submitted by the Board to the Members at or before the next Meeting of Members or if it is so presented but rejected by the Members entitled to vote thereon. If a by-law, amendment or repeal ceases to have effect, a subsequent Board Resolution that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.
- 8.3 Repeal - Subject to the provisions of Section 8.4 hereof, all prior by-laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of these By-laws are repealed.
- 8.4 Effect of Repeal - The repeal of any by-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

## **IX** **NOTICE**

- 9.1 Giving Notice - Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, these By-laws or otherwise to a Member, Director, Officer or member of a Committee of the Board or to the Auditor shall be sufficiently given if it is in writing and hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 9.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) Days after the date the mail is posted.
- 9.3 Computation of Time - Where a given number of Days' notice or notice extending over a period is required to be given under the By-law, the Day the notice is given shall not be counted in such number of Days or other period, and the Day on which such number of Days or period expires shall be counted.



- 9.4 Waiver of Notice - Any person who is entitled to notice of a Meeting of Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws and the Act.
- 9.5 Error or Omission in Giving Notice - The accidental omission to give any notice to any Member, Director, Officer, Auditor or member of a committee of the Board, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with these By-laws, or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or was otherwise founded on such notice.

## **X** **INDEMNIFICATION**

- 10.1 Indemnity of Directors and Officers - The Corporation shall indemnify and hold harmless each current and former Director, Officer and any individual who acts at the Corporation's request in a similar capacity, their heirs and legal representatives from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or and any individual who acts at the Corporation's request in a similar capacity.
- 10.2 Limitation - The Corporation will not indemnify a Director, Officer or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, or breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
  - b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- 10.3 Insurance - Subject to any limitations contained in the Act, the Corporation shall at all times maintain reasonable insurance including Directors and Officers liability insurance.



## **XI     ADOPTION OF THESE BY-LAWS**

11.1     Ratification - These By-laws were passed and enacted by Ordinary Resolution on ●, 2022.

Enacted by the Board of Direction on the 27th day of June, 2022.

Confirmed by the Members [without amendment] on the 24th day of September, 2022.

---

Andrea Derby  
Chair of the Board

---

Maggie Head  
Vice-Chair/Secretary

Approved – Skate Ontario Annual General Meeting – September 24, 2022