



Constitution and By-laws

Thunder Bay Figure Skating Club

Incorporated March 20, 1968

Constitution Revised March 11, 2007

CONSTITUTION OF THE

Thunder Bay Figure Skating Club

Club Name

1000320

Club Number

March 20, 1968

Date of Incorporation

March 11, 2007

Date of Revision to Constitution

ARTICLE 1: NAME OF CLUB

The Name of the Club shall be Thunder Bay Figure Skating Club hereinafter called the Club.

The Seal, an impression whereof is stamped in the margin, will be the Corporate Seal of the Club.

ARTICLE 2: SKATE CANADA

- a) A not-for-profit figure skating or skating club, or the figure skating or skating section of a not-for-profit club, that is a member of Skate Canada and is managed by a volunteer board of directors for the general purpose of providing Skate Canada figure skating or skating programs for Skate Canada members [Skate Canada By-law 1100 (3)].
- b) The Club shall pay such fees and such other charges as shall be required of clubs from time to time by Skate Canada. [Skate Canada By-law 1201 (1) (c) (ii), 1201 (1) (c) (viii) and 1201 (1) (c) (ix)]
- c) The Club shall abide by all Skate Canada By-laws, rules and regulations as per Skate Canada By-law 1201 (1) (c) (iv).
- d) The Club is located in the Northern Ontario Section of Skate Canada. See Skate Canada By-law 1503 for definition of Sections.

ARTICLE 3: PURPOSE OF THE CLUB

- a) The purpose of the Club shall be to encourage the instruction, practice, enjoyment and advancement of its members in all aspects of skating in accordance with the Rules, Policies and Procedures of Skate Canada.
- b) The Club, with regard to any aspect of its operation is to be managed and operated by eligible persons who are duly registered as Associate Members of Skate Canada [By-law 1201 (1) (c) (iv)]
- c) The Club shall protect the eligibility status of its members. The Club shall not take or omit any action that would knowingly jeopardize the eligible status of its members.
- d) The Club shall operate only Skate Canada figure skating and skating programs.

- e) Only Skate Canada Professional Coaches are permitted to teach figure skating and skating in the Club.

ARTICLE 4: BY-LAWS OF THE CLUB

- a) The By-laws, appended to this Constitution, shall describe the organization and functions of the Club, and the means by which members of the Club may elect the Club Board of Directors and control the property and activities of the Club.
- b) The By-laws, Rules and Regulations of Skate Canada and those of the Section in which the Club operates shall take precedence over any Club By-laws [Skate Canada By-law 1201 (1) (c) (iv)].
- c) Any Club By-law contrary to the By-laws, Rules and Regulations of Skate Canada and those of the Section shall be invalid. It is acknowledged that any provincial statute governing a club has precedence over any inconsistent Skate Canada by-law relating to that club. [Skate Canada by-law 1201 (1) (c) (iv).]

BY-LAWS OF THE

Thunder Bay Figure Skating Club

MEMBERSHIP

By-law 1: Club Membership

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

By-law 2: Skate Canada and Club By-laws, Rules and Regulations

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

By-law 3: Membership Fees

Members of the Club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as set from time to time by Skate Canada. (See Skate Canada By-law 1201 (1) (c) (ix), Skate Canada By-law 1202 (1) (a), Rule 2101, Policies and Procedures.)

By-law 4: Member in Good Standing

For a member of the Club to be considered in good standing with the Club, that member must pay Club fees as are stipulated by the Club Board of Directors in advance of the membership year in question. Members will not be permitted to take part in any Club activities if these fees are not paid within 30 days of the date set for payment. Members in arrears shall be considered as having terminated their club membership.

By-law 5: Setting of Club Fees, Rules and Skating Hours

Fees, skating rules and skating hours of the Club shall be as the Board of Directors decides from time to time. Club membership shall commence on the first day of the Skate Canada membership year, 1 September, or the date that fees are paid (whichever is the latter) and terminate on the last day of the Skate Canada membership year, 31 August.

By-law 6: Suspension and Expulsion from the Club

The Board of Directors may suspend or expel a member of the club for acting contrary to the By-laws, Rules and Regulations of Skate Canada or of the Club. The Club Board shall develop a suspension and expulsion policy in accordance with the Skate Canada Complaint, Suspension and Expulsion Policy and Procedure that contains a provision for suspending or expelling of any member of the Club from such membership on terms and conditions that are deemed appropriate and necessary by the Club Board of Directors. This policy shall be approved by the Club Board of Directors from time to time and it shall be in writing and made available to all members in advance of its implementation. This policy must include an appropriate hearing and appeal process, which includes principles of due process, an appropriate reinstatement application process and an appropriate graduated series of disciplinary measures. [See Skate Canada By-law 1204.]

Refer to Club Policy "Suspension and Expulsion"

By-law 7: Classes of Club Membership

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

- **Individual membership:** Non-skating members who have paid the fees as set by the club and are Associate Members of Skate Canada. Individual members of legal age of 18 and have 6 months of continuous membership shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club and is eligible to hold office in the Club.
- **Active Membership:** All eligible skaters who participate in a Club Skating Program and who have paid the fees as set by the club and are Associate Members of Skate Canada. All Active Members of the legal age of 18 shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club. (Underage Active Members have no vote but may be represented by Special Members, a parent or legal guardian)
- **Special Membership:** Parent or guardian of legally underage Active Members who have paid the fees as set by the Club and are Associate Members of Skate Canada.
- **Partial Membership:** All eligible skaters who are Associate Member or Restricted Member of Skate Canada through another HOME club and have paid a fee as set by the Club. The conditions granted under this partial membership are for ice time and lessons, may not hold office or vote at each Annual General Meeting and Special Meeting of the Club.
- **Honorary Membership:** The Annual Meeting of members may elect any person an Honorary Member of the club. An Honorary Member shall be exempt from club dues (but not Skate Canada dues) and shall not vote at meetings of the Club or hold office, unless otherwise qualified by having one of the memberships that are entitled to vote. (Individual Membership, Active Membership or Special Membership) They may have a voice at the meetings of the club.
Refer to Club policy "Honorary Membership Criteria"
- **Restricted Membership:** A restricted member is an individual who is a paid employee (of the club, Section or Association), a non-active coach, a performing professional skater or a professional dance partner. A restricted member is not permitted to hold elected office, may not vote at meetings, is not permitted to compete in competitions, and is not permitted to officiate at tests or competitions. [See Skate Canada By-law 1201 (1) (c) (xi), By-law 1202 (2) and Rule 2001.]
- **Active Member (Non voting rights) or (Restricted Voting Rights)** – An active member (Non-Voting rights) is a member who participates in Club programs that are not germane to the purpose of the Club. This includes a class of membership with restricted voting rights. [Skate Canada By-law 1201 (1) (c) (i) and 1202 (1) (e)]
- **Club Membership:** Membership in the Club is not transferable and lapses and ceases to exist upon the death of a member, if a member submits their resignation to the Directors and has been accepted by the Directors, and if the member fails to pay fees due to the Club within the time stated in Membership By-law 4.

LIABILITY

By-law 8: Liability

The Club shall not be responsible for any damages, injury, or loss of property to any member, guest or visitor to the Club regardless of the reason or nature of such damage, loss or injury. Every member, guest or visitor shall use the Club facilities at his or her own risk. The Club shall participate in the Skate Canada Club Liability and Member Accident Insurance programs [Skate Canada By-law 1201 (1) (c) (viii)].

Refer to Club Policies “Insurance” and “Liability Waiver and Release”

By-law 9: Protection and Indemnity

Every officer or servant of the Club will be indemnified by the Club against, and it will be the duty of the Directors out of the funds of the Club to pay, all costs, losses and expenses which any such officer may incur or become liable to by reason of any legal contract entered into or incurred in performing Club duties.

No Director or other officer of the Club will be liable for the acts, receipts, neglects or defaults of any other Director or officer. [Skate Canada By-law 1702 (1) (2)].

CLUB MANAGEMENT

By-law 10: Members of Board of Directors, Committees and Club Delegate to Skate Canada

The members of the Board of Directors, members and Chairs of committees, and the Club Delegate to Skate Canada must be members in good standing of the Club, be registered as Associate Members of Skate Canada, be of legal age, and be eligible persons (with the exception of the Coaching Representative) as defined by Skate Canada Rules.

By-law 11: General Management of the Club

The general management of the club shall be vested in a Board of Directors consisting of: immediate Past President, President, Vice-president, Secretary, Treasurer, eight Directors at large and a Coaching Representative. All of the above, with the exception of the Past President and the Coaching Representative shall be elected for 2 year terms at the Annual General Meeting. The terms of the Directors will be staggered with 6 elected in even numbered years and 6 in odd numbered years. The Coaching Representative shall be delegated on a rotation basis by and from within the coaches of the Club. The Past President shall be ex-officio and shall hold office until a new President has been duly elected.

At the first meeting of the Board of Directors, they will elect a President, Vice President, Secretary and Treasurer, from within the elected board members. These positions will be for a one year term and will expire following the election of a new board, with the exception of the Treasurer, whose term will expire at the end of the current fiscal year.

Every director will take a Club position as determined by the Board of Directors.

No two members of a family may hold office simultaneously.

Refer to Club Policy “Family Member Restriction on Board of Directors”

By-law 12: Holding of Board of Directors Office

The Board of Directors shall hold office until the close of the meeting at which their successors have been duly elected.

Any member of the Board of Directors may be removed by the members present by a 2/3 majority vote at a Special General Meeting duly called for that purpose.

By-law 13: Voting at Board of Directors Meetings

A quorum of the Board of Directors shall consist of 50% plus 1 member of the Board of Directors, including the Chair. NOTE: Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The meeting chair may vote only when the vote would change the result. Therefore the chair may vote to break a tie, and thus pass the motion, or to create a tie, and thus defeat a motion. [Skate Canada By-law 1402 (5)]

Votes at any such meeting will be taken by ballot if so demanded by any Director present. If no demand is made, the vote will be taken in the usual way by assent or dissent. A declaration by the Chairperson that a Resolution has been carried and an entry to that effect in the minutes is evidence as proof of the fact.

By-law 14: Board of Directors Vacancies

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

Such vacancy may be filled for the unexpired portion. The remaining Directors may appoint **and vote for** an interested member from the membership.

By-law 15: Board of Directors Member Absenteeism

If a Board of Directors Member is absent for more than 2 consecutive scheduled Board of Directors meetings, without good cause and/or without prior notification to the President or Secretary, then that office may be declared vacant by a majority vote of the Board of Directors.

By-law 16: Role of President

The President shall act as Chair of all Board of Directors and general meetings. In his/her absence, the Vice-president will fill this duty. The President is responsible for the general management and supervision of the affairs of the Club.

By-law 17: Role of Treasurer

The Treasurer shall be responsible for the safe control of all club funds, for preparing and submitting to the Board of Directors on a regular basis an annual budget, an account of all financial transactions and keeping such records as are required for a financial statement. The Treasurer is also responsible for arranging for a **Review Engagement Report**. Any two of the President, the Vice-president, Secretary and the Treasurer shall sign all cheques and legal documents. Note: It is recommended that the Treasurer be one of the signatories.

The financial review will be made available to each member at the Annual Meeting of the members.

By-law 18: Role of Secretary

The Secretary shall deal with all correspondence subject to the approval of the President or his/her delegate, shall issue all notices for Board of Directors and general meetings, shall take minutes at all meetings, and shall be responsible for submitting to Skate Canada and the Section such reports as are required by Skate Canada rules and other regulations.

By-law 19: Committees – President as ex-officio member

The President or his/her delegate shall be an ex-officio member of all committees.

By-law 20: Committees - Appointment

The President shall appoint standing committee Chairs whom shall look after duties assigned to them. All Committee Chairs must submit the names of their committee members to the Board of Directors for approval.

By-law 21: Committees: Eligibility to Serve

All Club Board of Directors and members of Committees shall be eligible persons. They must be members in good standing of the club and be Associate Members of the Association. Skate Canada By-law 1201 (1) (c) (ii).

By-law 22: Rules of Order

Rules of order for all meetings, General and Board of Directors, shall be as outlined in Roberts Rules of Order in all cases in which they are applicable and consistent with the by-laws or special rules of the Association (Skate Canada By-law 1603).

SKATE CANADA CLUB DELEGATE AND REGION COUNCILORS

By-law 23

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

ANNUAL GENERAL MEETING

By-law 24: Timing, Quorum, Special Meeting Request

An Annual General Meeting shall be held before the end of April and prior to the Skate Canada Northern Ontario Section AGM. Other general meetings may be held from time to time upon the request of the Board of Directors or upon written request of 10 per cent of Club Members. A quorum for an Annual General Meeting or Special Meeting shall be 15 per cent of the eligible-voting members. [Skate Canada By-law 1201 (1) (c) (i) requires that each club hold an annual meeting.

By-law 25: Written Notice

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

By-law 26: Voting on Club Elections

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

By-law 27: Eligibility to Vote

Voting for club elections or on any matters pertaining to skating shall be restricted to eligible club members who are registered as Associate Members of Skate Canada and are 18 years of age, to the club Coaching representative(s) and to Special Members of the club (parent or legal guardian) voting on behalf of their underage children (who are members of the club and registered as an Associate Member of Skate Canada). Special Members shall be restricted to one vote per child registered through the Club.

By-law 28: Order of Business

The order of business at an Annual General Meeting of the Club shall be as follows:

- Reading of the Notice of Meeting
- Quorum
- Approval of Agenda
- Minutes of the preceding General/Special meeting
- Confirmation of the actions taken by the Board of Directors
- Secretary's Report
- Treasurer's Report (Annual Financial Statement)
- Other Reports
- Report of the Nominating Committee
- Election of Board of Directors
- Amendments to the Constitution and By-laws
- Appointment of Accountant for Financial Review
- New Business

AMENDMENTS

By-law 29: Right to Submit, Process for Submitting

Any member of the Club, in good standing, may propose an amendment to the Constitution or by-laws of the club. This proposal must be submitted in writing to the Club Board of Directors. The proposed amendment will be presented to the Annual General Meeting or Special Meetings. All amendments must be submitted at least 21 days before the respective meeting and circulated to the members 15 days prior to this meeting. No amendment to the Constitution or By-laws of the Club shall be accepted from the floor at any meeting.

By-law 30: Interim Amendments

By-laws may be enacted or amended by a majority vote (50% plus 1) of the Board of Directors whenever required. Such by-laws or amendments must be presented at the next General Meeting for ratification by the members. If they fail to be ratified, they will cease to be effective and may not be re-enacted by the Board of Directors for one calendar year.

By-law 31: Voting of Amendments

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

By-law 32: Effective Force of Amendments to By-laws

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

FUNDS

By-law 33

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

By-law 34

All disbursements of club funds shall be by cheque or other auditable document.

By-law 35

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

Unless otherwise determined by the Board of the Directors, the fiscal year of the Club is August 1 to July 31.

By-law 36 Dissolution

Any by-law introduced for the purpose of dissolving the Club, must be passed by a vote of 75% of the members present or voting by proxy at a special meeting of the members called to consider such a by-law.

In the event that the club ceases to exist, the net assets from liquidation will be dispersed by a vote at the dissolution meeting.

COMMITTEES

Committees listed below are the standing Committees that the club will require. Terms of reference for each committee shall be approved by the Club Board of Directors. A committee of 2-5 people is recommended.

By-law 37: Finance Committee/Chair

This committee shall be responsible for preparing the Club's annual budget and supervising the finances of the club including the presentation of an independently reviewed annual statement of revenues and expenditures to its members.

By-law 38: Nominating Committee

This committee is responsible for selecting at least a full slate of candidates for election to the Club Board of Directors and shall present such a slate to the Board of Directors no later than 21 days before an Annual Meeting in the year which an election is to be held. The nominating committee shall consist of a minimum of two members (not seeking election at the Annual Meeting), one from the Board of Directors and one from the membership. Other nominations may be made from the

floor at the Annual Meeting. Nominees must be present to accept such nomination, or provide a written statement they will accept such nomination.

By-law 39: Membership Committee/Chair

This committee is responsible for promoting and developing membership in the club and for ensuring submission of club and member registrations to Skate Canada.

By-law 40: Skating Programs Committee/Chair

In consultation with the club coaching staff the committee shall coordinate and oversee implementation and delivery of all Skate Canada skating programs including but not limited to CanSkate, CanPowerSkate, Synchronized Skating, STARSkate, Competitive Skate, and Talent Identification and Development. Reporting to the skating programs committee is the recreational skating programs sub-committee.

Note: Special program sub-committees as deemed necessary by the club may be formed. These sub-committees may include but are not limited to:

- Carnival/IceShow Committee/Chair
- Ice Committee/Chair
- Test Committee/Chair
- Music Committee/Chair
- Club Competition Committee/Chair
- Synchronized Committee/Chair
- Recreation Program Committee/Chair

Adopted by:

Thunder Bay Figure Skating Club

(Club Name)

on 22 of April 2007
(day) (month) (year)

Signed

(President)

(Date)

Signed

(Club Board Member)

(Date)