

Constitution of

Napanee & District Skating Club number 1000666

Article 1: Name of Club

The Name of the Club shall be NAPANEE & DISTRICT SKATING CLUB hereinafter called the Club.

Article 2: Skate Canada

- a) A not-for-profit figure skating or skating 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 Eastern Ontario Section of Skate Canada. See Skate Canada By-law 1503 for definition of Sections.

Article 3: Purpose of The Club

The Club is formed for the following purposes as updated from the Letter of Patent incorporating the Club issued by the Provincial Secretary of the Province of Ontario on the ___ day of _____ (month) _____ (year) and subsequently updated as follows:

- a) To provide opportunities for children and adults of all ages to learn-to-skate, power skate and figure skate, for fitness, fun and personal achievement and to foster a lifelong love of skating as with the Mission statement for Skate Canada. To promote community involvement through participation, be inclusive of community groups and organizations and to be a vital member of the community.
- b) The club, with regards 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)]

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 of 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 ByLaws, 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, 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]

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 shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club.

Active Membership: All eligible Skates 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)

Special Membership: Parent or guardian of legally underage Active Members who have participate in the Skate Canada Club Liability and Member Accident Insurance programs [Skate Canada By-law 1201 (1) (c) (viii)].

Club Management

By-Law 9: 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 10: General Management of Club

The General Management of the club shall be vested in a Board of Directors not to exceed 14 members. Members will be elected to the Board by the membership and the elected Board will then, in closed session, select the President and other Officers from amongst themselves. The Board of Directors will consist of: immediate Past President, President, 2 Vice Presidents, Secretary, Treasurer and at least 3 Directors at large and a coaching representative. All of the above with the exception of the Past President and Coaching Representative shall be elected for 2 year terms at the Annual General Meeting. The 2 year terms will end in alternating years with half of the board being elected each year except to replace members who have resigned prior to the end of their 2 year term. The coaching Representative shall be elected annually by and from within the coaches of the club. The Past President shall be ex-officio and shall hold office until a new president has been duly elected.

By-Law 11: Holding of Board of Directors Office

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

By-Law 12: Voting at Board of Director meetings

A quorum of the Board of Directors shall consist of 50% plus 1 member of the Board of Directors including the Chair and must include at least 3 members of the named senior executive. Note: Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The meeting Chair (usually the President) may vote only when the vote would change the result. Therefore the Chair

may vote to break a tie and thus pass a motion, or to create a tie and thus defeat the motion. A majority of the Board of Directors shall form a quorum [Skate Canada By-law 1420 (5)]

By-Law 13: Board of Directors Vacancies

Casual vacancy occurring between any Annual General Meetings 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.

By-Law 14: Board of Directors Member Absenteeism

If a Board of directors Member is absent for more than 3 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 15: Role of President

The President shall act as Chair of all Board of Director meetings and General meetings. In his/her absence a Vice President will fill this duty, or a Board Member as stated by a motion. The President shall supervise the overall operation and financial management of the Club, shall endeavor to carry out the decisions of the Board and be a liaison between the Club, its membership and Skate Canada.

By-Law 16: 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, Annual budget, monthly and annual financial reports or any other reports as requested by the President and keeping such records as are required for financial review. The Treasurer is also responsible for arranging for an unaudited annual financial statement. Any two of the President, the Vice-Presidents, the Secretary and the Treasurer shall sign all cheques and legal documents. Note: It is recommended that the Treasurer be one of the signatories on all cheques. If the Treasurer is unable to complete the required financial responsibilities of the position for 2 months to the satisfaction of the board then the Board may remove the Treasurer from that position by a majority vote.

By-Law 17: 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 the Board of Directors and General meetings, shall take minutes at all meetings, and shall be responsible for submitting minutes to the Board within a reasonable length of time, and submitting to Skate Canada and the Section such reports as are required by Skate Canada rules and other regulations.

By-Law 18: Committees – President as ex officio member

The President shall be an ex officio member of all committees.

By-Law 19: Committees – Appointment

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

By-Law 20: Committees: Eligibility to Serve

All Club Board of Directors and members of Committees shall be eligible persons and shall be of legal age (18 years). 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 21: 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 and Section Club Delegate

By-Law 22:

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 delegate shall report on activities at these meetings and shall be entitled to receive compensation for preapproved expenses related to attendance at required meetings.

Annual General Meeting

By-Law 23: Timing, Quorum, Special Meeting Request

An Annual General Meeting shall be held within 45 Calendar days after the close of the March 31st Fiscal Year. Other general meetings may be held from time to time upon 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 10 per cent of the eligible-voting members including delegates and proxies. [Skate Canada By-Law 1201 (1) (c) (i) requires that each club hold an annual meeting].

By-Law 24: Proxy Voting

Members who are entitled to vote and are not attending the Annual General Meeting or Special Meeting may give proxies to delegates entitled to carry proxies. No persons may carry more than two (2) proxies. The proxies must be submitted in writing to the Secretary and the attendance of the membership and proxy votes must be recorded in the minutes of the meeting.

By-Law 25: Written Notice

Written notice of all Annual General Meetings 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 voting on behalf of their underage children (who are members of the club and registered as an Associate Member of Skate Canada). Note: Special Members shall be restricted to one vote per family, regardless of how many children are in the family.

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 (motions) taken by the Board of Directors
- ⌚ President's Remarks/report or Secretary's report
- ⌚ Treasurer's Report (Annual financial statement)
- ⌚ Other reports
- ⌚ Election of Board of Directors
- ⌚ Amendments to the Constitution and By-Laws
- ⌚ Appointment of Financial Reviewer (as applicable)
- ⌚ 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. 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 including proxies and who are 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 on 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 supervise the deposit of 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:

Three (3) persons designated by the Board of Directors shall conduct an independent internal review of the financial transactions of the Club each year and the financial statements shall be made available to the membership of the club. The independent review is to be performed and the statements made available to the membership of the club no later than 45 days following the end of the Club's fiscal year.

By-Law 36: Dissolution

In the event that the club ceases to exist, the distribution of the Club's assets and property held or acquired from the proceeds of licensed lottery events will be allocated to charitable organizations that are eligible to receive lottery proceeds in Ontario. Any remaining net assets from liquidation, acquired from other sources including registration income, shall be reimbursed to members of the Napanee & District Skating Club at the time of cessation. Former members of the Club will be reimbursed based on a sliding scale accounting for the past two (2) years previous registrations. Details of reimbursement, either a refunded portion of registration fees or in kind, would be determined by the current Board of Directors.

Committees

Committees listed below are the most likely 'standing' committees that a club will require. Terms of reference for each committee shall be approved by the club Board of Directors.

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. The President and Treasurer must be members of the Finance Committee.

By-Law 38: Nominating Committee

This committee shall endeavor to solicit 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 28 days before an Annual General Meeting or Special meeting in the year which an election is to be held. The nominating committee shall consist of a minimum of two (2) members, one from the Board of Directors and one from the membership. Other nominations may be made by any member in good standing, in person, by a signed written submission to the nominating committee at least 7 days before the Annual Meeting or Special Meeting. Each nominee must indicate acceptance in writing at least 7 days prior to the commencement of elections. Nominations from the floor at the Annual Meeting or Special meeting will not be accepted.

By-Law 39: Membership and Registration 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. The Committee shall coordinate registration days, maintain accurate records of members and keep files of registration forms for the current skating year; verify with the Treasurer that all applicable membership fees have been paid; and provide up to date membership lists to the Board.

By-Law 40: Skating Programs Committee/Chair

In consultation with the club coaching staff, the committee shall coordinate and oversee the implementation and delivery of Skate Canada skating programs including but not limited to CanSkate, CanPowerSkate, Synchronized Skating, STARSkate, CompetitiveSkate, Talent Identification and Skating Development. The committee will conduct Skater/Parent Information sessions. It is also responsible to supervise the ordering of supplies, maintaining skaters progress records, and offering well organized, high quality, standardized skating programs as specified under Skate Canada that are fun for participants, coaches and volunteers. Reporting to the skating programs committee is the recreational skating programs subcommittee and hiring subcommittee.

By-Law 41: Ice Show Committee/Chair

This committee shall be responsible for the planning and production of the annual ice show. A Club Skate Canada Coach may be appointed/hired to produce or choreograph the show but shall not assume the position of Manager or Chair of the Ice Show. The ice show committee must adhere to the budget assigned to the ice show by the Finance Committee.

By-Law 42: Ice Committee/Chair

This committee shall be responsible for planning the requirements and scheduling for all sessions and test days of the Club. This committee shall also be responsible for organizing the supervision of the skating sessions and for the preparation of rules governing behaviour on or around the skating surface. This committee/Chair will work in consultation with Finance, Skating Programs and Test Committees/Chairs.

By-Law 43: Test Committee/Chair

This committee shall be responsible for arranging and supervising all tests (in consultation with Region III (3) and the Eastern Ontario Section's Judge's Bureau; obtaining sanctions and judges for Skate Canada tests and competitions; keeping club records of tests; preparing test records to forward to Skate Canada; and encouraging potential Skate Canada judges. This committee shall also assist and promote Judges Schools and Clinics and assist the Section Judges Chair. The hospitality services may be required for Test days and competitions may be a separate committee or may be under the Test committee.

By-Law 44: Publicity Committee/Chair

This committee is responsible for coordinating submissions to local media and Sectional publications to publicize Club activities; produce a regular newsletter for member, website maintenance, and promote and develop membership in the club by informing the public of club programs, special activities and registration dates.

By-Law 45: Fundraising Committee/Chair

This committee is responsible for the club's fundraising, apart from those funds received through grants, Bingo and registration fees. The committee will endeavor to seek funding through both governments, institutions and private, individual and corporate donations. The Club will not enter into activities that result in individual financial gain for its members. Any profits or other accretions to the organization shall be used solely to promote the objectives of the Club.

By-Law 46: Special Olympics Committee/Chair

This committee is responsible for promoting and developing membership in the Club for skaters with Special needs. This committee will also be responsible, in liaison with the Coaches, for the delivery of special needs programs as outlined by Skate Canada. The Committee will provide a monthly report or update on registrations, special events and ongoing programs. Attendance at monthly board meetings is recommended.

Adopted by:

Napanee & District Skating Club

On _____ (day) of _____ (month), _____ (year)

Signed

President Date

Club Board Member Date

Club Board Member Date