

**BYLAWS  
OF**

**NELSON FIGURE SKATING CLUB**

**1. INTERPRETATION**

**1.1 Definitions**

In these Bylaws and the Constitution of the Club, unless the context otherwise requires:

- (a) “**Act**” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) “**Address of the Club**” means the registered office address of the Club on record from time to time with the Registrar;
- (c) “**Board**” means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Club and exercising the powers of the Club;
- (d) “**Board Resolution**” means:
  - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
    - (A) in person at a duly constituted meeting of the Board,
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person and by Electronic Means; or
  - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,  
and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (e) “**Bylaws**” means the bylaws of the Club as filed with the Registrar of Companies;
- (f) “**Club**” means “**Nelson Figure Skating Club**”;
- (g) “**Constitution**” means the constitution of the Club as filed with the Registrar of Companies;
- (h) “**Directors**” means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (i) “**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
  - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;”
- (j) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
  - (k) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
  - (l) **“Members”** means those Persons who are members of the Club in accordance with these Bylaws and who have not ceased to be members, and includes Voting Members and Non-Voting Members;
  - (m) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
  - (n) **“Ordinary Resolution”** means:
    - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting, or
    - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the Voting Members,
 and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Club;
  - (o) **“Person”** means a natural person;
  - (p) **“President”** means the Person currently elected to the office of president of the Club in accordance with these Bylaws;
  - (q) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
  - (r) **“Registrar of Companies”** means the Registrar of Companies of the Province of British Columbia;
  - (s) **“Section”** means the British Columbia and Yukon Section of Skate Canada, a society incorporated under the *Societies Act*, or its successor organization;
  - (t) **“Skate Canada”** means Skate Canada, a corporation incorporated or continued under the laws of Canada, or its successor;
  - (u) **“Skater”** means a Person who is a registrant of Skate Canada and registered in the skating programs of the Club;

- (v) **“Skating Year”** means the period from September 1 to August 31 each year;
- (w) **“Society”** means the Club;
- (x) **“Societies Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto; and
- (y) **“Special Resolution”** means:
  - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting, or
  - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,
 and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

### **1.1 Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

### **1.2 Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

## **2. RELATIONSHIP WITH SKATE CANADA AND SECTION**

### **2.1 Affiliations**

The Club is a member of Skate Canada and a member of the Section; as such, it is bound by and will operate in compliance with the applicable bylaws, rules, regulations, policies and procedures of Skate Canada and the Section.

### **2.2 Fees**

The Club shall pay such fees and charges required of Skate Canada clubs when required, and in such manner, as determined by Skate Canada from time to time.

### **2.3 Compliance with Bylaws and Policies**

The Club shall operate in strict compliance with applicable bylaws, rules, regulations and policies of Skate Canada and the Section in force from time to time. Any bylaw, rule, regulation, policy or procedure of the Club that is inconsistent with the bylaws, rules, regulations and policies of Skate Canada and the Section will, to the extent of the inconsistency, be deemed to be void and of no effect.

It is acknowledged that the bylaws, rules, regulations and policies of Skate Canada take precedence over those of the Section, save and except where the bylaws, rules, regulations or policies of the Section are enacted as a result of, or to comply with, the laws applicable in the Province of British Columbia that govern the Club.

## **2.4 Programs**

The Club shall operate only Skate Canada approved figure skating and skating programs.

## **2.5 Eligibility Status of Skaters**

The Club shall protect the Skate Canada eligibility status of its Skaters. The Club shall not knowingly or deliberately take or omit to take any action that would jeopardize the eligible status of its Skaters.

## **2.6 Coaching**

The Club shall ensure that only professional coaches registered with Skate Canada are permitted to teach figure skating and skating programs in the Club.

# **3. MEMBERSHIP**

## **3.1 Admission to Membership**

Membership in the Club will be restricted to those Persons who are, on the date these Bylaws come into force, or subsequently become Members in accordance with these Bylaws.

## **3.2 Transition of Membership**

On the date these Bylaws come into force:

- (a) each Person who is a member of the Club in good standing and who is eligible for membership under these Bylaws will continue as a Member until the conclusion of the current term of membership, unless he or she otherwise ceases to be a Member in accordance with these Bylaws; and
- (b) each Person who is a member of the Club not in good standing or who is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

## **3.3 Classes of Membership**

There will be one (1) class of voting membership, the members of which are called "Voting Members" and one (1) class of non-voting membership, the members of which are called "Non-Voting Members".

## **3.4 Eligibility for Voting Membership**

A Person is automatically deemed to be a Voting Member in any of the following situations:

- (a) a Director, for so long as he or she remains a Director;

- (b) a Skater who is 19 years of age or older, for the duration of the current Skating Year;
- (c) the Parent or Guardian who registers a Skater under the age of 19 with the Club, for the duration of the current Skating Year.

A Person may be eligible to be accepted as a Voting Member if he or she:

- (a) is 19 years of age or older; and
- (b) has one or more children or dependents who are Skaters; or
- (c) is interested in advancing the purposes and supporting the activities of the Club.

Notwithstanding the foregoing, a Person who is an employee of, or in a contract for services with, the Club is not eligible for voting membership.

### **3.5 Eligibility for Non-Voting Membership**

A Skater who is under the age of 19 is automatically deemed to be a Non-Voting Member for the duration of the current Skating Year.

A Person who is an employee of, or contractor providing services to, the Club is eligible for Non-Voting Membership.

### **3.6 Application for Membership**

An eligible Person, other than a Skater, may apply to the Club, in such form and manner as the Board determines, to become a Member and on acceptance will be a Member in the appropriate class as determined by the Board.

An application for membership must include payment of applicable membership fees and charges, as determined by the Board.

### **3.7 Acceptance of Membership**

Applications for membership may be accepted by Board Resolution, provided that the Board may delegate the review and approval of membership applications to a committee or position within the Club.

The Board may, by Board Resolution, refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Club.

No new applications for membership will be accepted by the Board within 30 days' of the annual general meeting.

### **3.8 Membership not Transferable**

Membership is not transferable by a Member.

### **3.9 Reclassification of Membership**

A Member may apply, or the Club may commence, to reassign a Member to a different class of membership if the Member qualifies (or ceases to qualify) for a given class of membership within the Club.

Reclassification requires the payment by the Member of such additional dues, fees or charges (if any) incurred as a result of the new class of membership.

### **3.10 Dues**

The Board will, by Board Resolution, determine all dues, fees and charges payable by Members from time to time.

Fees payable by Members will include such registration and other fees required by Skate Canada, as applicable.

### **3.11 Term of Membership**

Once accepted by the Club, a Person continues as a Member in the assigned class for a term of up to one (1) year, which term commences on September 1 of each year or such later date when the application for membership is accepted in accordance with these Bylaws, and continues until the August 31 of each year.

### **3.12 Renewal and Reapplication of Membership**

A Member may apply for renewal of his or her membership prior to its expiry in such manner as may be determined by the Board and may reapply for membership after its expiry in accordance with section 3.6.

A renewal of membership must include payment of all applicable membership fees and charges, as determined by the Board.

Reapplications for membership are subject to acceptance in accordance with section 3.7.

### **3.13 Standing of Members**

All Members are deemed to be in good standing except a Member who has failed to pay such dues, fees and charges as are determined by the Board, including Skate Canada fees, when due and owing and such Member is not in good standing so long as such amount remains unpaid.

### **3.14 Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) comply with the bylaws, rules, regulations, policies and procedures of Skate Canada and of the Section in force from time to time;
- (b) uphold the Constitution and comply with these Bylaws and such policies as the Board may establish; and

- (c) further and not hinder the purposes, aims and objectives of the Club, the Section and Skate Canada.

### **3.15 Rights of Membership**

In addition to any rights conferred by the *Societies Act*, a Member in good standing has the following rights and privileges of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings;
- (d) may serve on committees of the Club, as invited;
- (e) may nominate for election as a Director, in accordance with these Bylaws;
- (f) may be nominated, if eligible, to stand for election as a Director of the Club, in accordance with these Bylaws; and
- (g) may participate in the programs and initiatives of the Club, in accordance with such criteria as may be determined by the Board from time to time.

### **3.16 Expulsion of Member**

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to all Members.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

### **3.17 Cessation of Membership**

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Address of the Club and the effective date of the resignation stated thereon; or
- (b) upon the date which is 90 days from the date on which such Member ceased to be in good standing; or
- (c) upon his or her expulsion; or
- (d) upon his or her death.

## **4. MEETINGS OF MEMBERS**

### **4.1 Time and Place of General Meetings**

The General Meetings of the Club will be held at such time and place, in accordance with the *Societies Act*, as the Board decides.

### **4.2 Annual General Meetings**

An annual general meeting will be held at least once in every calendar year and in accordance with the *Societies Act*.

### **4.3 Extraordinary General Meeting**

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

### **4.4 Calling of Extraordinary General Meeting**

The Club will convene an extraordinary general meeting by providing notice in accordance with the *Societies Act* and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Voting Members in accordance with the *Societies Act*.

### **4.5 Notice of General Meetings**

The Club will send, by one or more of the means specified in section 12.1, notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent;
- (b) each Director; and
- (c) the auditor of the Club, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

### **4.6 Contents of Notice**

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

### **4.7 Omission of Notice**

The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.



## **5. PROCEEDINGS AT GENERAL MEETINGS**

### **5.1 Business required at Annual General Meeting**

The following business is required to be conducted at each annual general meeting of the Club:

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the report of the Directors;
- (d) consideration of the financial statements, and the report of the auditor thereon if any;
- (e) the consideration of any Members' proposals submitted in accordance with the *Societies Act*;
- (f) the election of Directors; and
- (g) such other business, if any, required by the *Societies Act* or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

### **5.2 Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

### **5.3 Quorum**

A quorum at a General Meeting is

5% of the current number of Voting Members in good standing on the date of the General Meeting.

### **5.4 Lack of Quorum**

If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

### **5.5 Loss of Quorum**

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **5.6 Chairperson at General Meetings**

The President (or, in the absence or inability of the President, the Vice-President, if any) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

## **5.7 Alternate Chairperson**

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chairperson.

## **5.8 Adjournment**

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **5.9 Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

## **5.10 Ordinary Resolution Sufficient**

Any issue at a General Meeting which is not required by these Bylaws or the *Societies Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

## **5.11 Entitlement to Vote**

Each Voting Member in good standing and physically present at a General Meeting is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

For greater clarity, Members are not entitled to participate or vote at General Meetings by Electronic Means.

## **5.12 Voting Methods**

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards; or

- (b) by written ballot.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

### **5.13 Voting by Proxy**

Voting by proxy is not permitted.

## **6. DIRECTORS**

### **6.1 Management of Property and Affairs**

The property and the affairs of the Club will be managed by the Board.

### **6.2 Powers of Directors**

The Board may exercise all such powers and do all such acts and things as the Club may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Club; and
- (b) these Bylaws and the Constitution.

### **6.3 Directors Subscribe to and Support Purposes**

Every Director will unreservedly subscribe to and support the purposes of the Club.

### **6.4 Composition of Board**

The Board will be composed of a minimum of four (4) and a maximum of eleven (11) Directors, as follows:

- (a) the President,
- (b) the immediate past president, if any;
- (c) the vice-president, if any;
- (d) the secretary;
- (e) the treasurer;
- (f) the coaches representative; and
- (g) up to five (5) Directors-at-large,

each of whom will be elected or appointed in accordance with these Bylaws. At all times, at least one (1) Director must be a resident of British Columbia.

### **6.5 Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

### **6.6 Transition of Directors**

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remainder of the term to which he or she was elected or appointed, as the case may be, unless sooner ceasing in accordance with these Bylaws.

### **6.7 Qualifications of Directors**

A Person may not be elected, appointed or otherwise serve (or continue to serve) as a Director if he or she:

- (a) is not a Member of the Club;
- (b) is not a registrant in good standing of Skate Canada;
- (c) is less than 19 years of age;
- (d) has been declared by a court in Canada or elsewhere incapable of managing his or her own affairs or person or both;
- (e) is an undischarged bankrupt; or
- (f) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

### **6.8 Nomination of Directors**

The Board will establish a nominations committee that will present a slate of nominees for election as Directors and officers at each annual general meeting.

Any nominations for election as a Director made by voting Members in addition to the slate must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

- (a) a voting Member in good standing may nominate a Person qualified in accordance with section 6.7, including him or herself;
- (b) a nominee must be a voting Member in good standing and qualified in accordance with section 6.7 to be nominated and must remain in good standing in order to stand for election;
- (c) a nomination must be made in writing, in a form established by the Club and must be signed by:
  - (i) the nominating Member;
  - (ii) the nominee; and

- (iii) in the case of a self-nomination, by one other voting Member in good standing;
- (d) a Member may not nominate more nominees than the number of Director positions available for election and may not nominate more than one (1) person for a specific position; and
- (e) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board. Nominations will not be permitted from the floor at a General Meeting.

The Board will establish a nominations policy and procedure to further govern nominations for election as Director, provided that no policy or procedure is valid that contravenes the *Societies Act* or these Bylaws.

### **6.9 Election of Directors**

The President, vice-president, if any, secretary, treasurer and Directors-at-large will be elected by majority vote of all voting Members in good standing at the annual general meeting at which an election is necessary to fill a vacancy in these positions at a General Meeting and will take office commencing at the close of such meeting.

### **6.10 Sequential Election of Directors**

The elections for Directors at an annual general meeting will proceed in the following order for all offices that are required in that year: President, vice-president, treasurer, secretary, and Directors-at-large. Any Person who was nominated for, but not elected to, a position may, if they consent, be added to the election and ballot for any subsequent position for election at that meeting.

### **6.11 Staggering of Directors**

The following Director positions will normally be elected in alternating years.

In one year: President, treasurer, and half of the total Directors-at-large; and in the next year: vice-president, secretary, and half of the total Directors-at-large.

### **6.12 Election by Acclamation**

Where there is a single Person nominated for each vacant position in an election, or where the number of candidates is less than the number of vacant positions, the candidates are deemed to be elected as a slate by acclamation, provided that if there is an objection to acclamation, a majority vote by show of hands will be required to elect the slate.

### **6.13 Election by Secret Ballot**

In elections where there are more candidates than vacant positions, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

#### **6.14 Voiding of Ballot**

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

#### **6.15 Past-President**

The Person who served as President immediately prior to the current President will, if he or she consents, continue as a Director and will be the past-president, to a maximum of four (4) years as past-president or until a new past-president arises in the same manner, which occurs first.

#### **6.16 Coaches Representative**

Those coaches who are Non-Voting Members of the Club will, at or prior to each annual general meeting, collectively appoint, by form of appointment in writing and signed by all such coaches, one of their number to be the coaches representative, which position will be a voting Director on the Board.

#### **6.17 Consent in Writing**

Each Director, elected or appointed, shall sign a document, in a form established by the Section, evidencing his or her:

- (a) consent to act as a Director of the Club; and
- (b) compliance with the qualifications set out in section 6.7

#### **6.18 Term of Office**

Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will normally be two (2) years. However the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

#### **6.19 Consecutive Terms and Term Limits**

Directors may be elected for consecutive terms, without limit save that the Past President may only serve for a maximum of four (4) consecutive years.

#### **6.20 Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors will continue to hold office until such time as successor Directors are elected.

### **6.21 Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of his or her term, or if not enough Directors are elected to fill the vacant positions set in accordance with section 6.4, the Board may, at any time, appoint a Member as a replacement Director to take the place of such Director until the next annual general meeting.

### **6.22 Removal of Director**

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

### **6.23 Ceasing to be a Director**

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
  - (1) the date of delivering his or her resignation in writing to the Chair or to the Address of the Club; and
  - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;
- (c) upon the date such Person is no longer qualified pursuant to section 6.7;
- (d) upon his or her removal; or
- (e) upon his or her death.

### **6.24 Duties of Directors**

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Club;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to sections 6.23(a) to 6.23(c), act in accordance with these Sections.

Without limiting sections 6.23(a) to 6.23(c), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Club.

## **6.25 Remuneration of Directors and Reimbursement of Expenses**

A Director is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Club, provided that all claims for reimbursement are in accordance with established policies.

In addition, a majority of the Directors of the Club must not receive or be entitled to receive remuneration from the Club under contracts of employment or contracts for services.

## **6.26 Powers of Board**

The Board will have the power to make expenditures, including grants and awards, in furtherance of the purposes of the Club. The Board will also have the power to enter into contracts on behalf of the Club in furtherance of the purposes of the Club.

## **6.27 Policies and Procedures**

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Club, and in particular skating rules and hours, as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the *Societies Act*, the Constitution or these Bylaws, or the Bylaws, rules, regulations, policies or procedures or Skate Canada or the Section.

## **6.28 Investment of Property and Standard of Care**

If the Board is required to invest the funds of the Club, or any portion thereof, the Board may invest such funds in a form of property or security in which a prudent investor might invest, subject at all times to the Directors' fiduciary duty to the Club. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Club.

## **6.29 Investment Advice**

The Directors may obtain advice with respect to the investment of the property of the Club and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

# **7. PROCEEDINGS OF THE BOARD**

## **7.1 Board Meetings**

Meetings of the Board may be held at any time and place determined by the Board.

## **7.2 Regular Meetings**

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice



given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

### **7.3 Ad Hoc Meetings**

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the President; or
- (b) by request of any two (2) or more Directors.

### **7.4 Notice and Procedure of Board Meetings**

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the President or Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants, if any, that they may participate by Electronic Means.

### **7.5 Attendance at Board Meetings**

Every Director is entitled to attend each meeting of the Board. No other Person is entitled to attend meetings of the Board, but the Board may invite any Person to attend one or more meetings of the Board as advisors or guests.

### **7.6 Participation by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Club must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

## **7.7 Quorum**

The quorum for a meeting of the Board will be a majority of the Directors currently in office.

## **7.8 Conflict of Interest**

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Club, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent himself or herself from the meeting or portion thereof:
  - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

## **7.9 Chairperson at Board Meetings**

The Person (or, in the absence or inability of the President, the Vice-President, if any) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the Chair, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

## **7.10 Alternate Chairperson**

If the Person presiding as a chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chairperson.

## **7.11 Notice**

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not

necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

### **7.12 Passing Resolutions**

Any issue at a meeting of the Board which is not required by these Bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

### **7.13 Voting by Directors**

Subject to section 7.8, each Director has one (1) vote on matters arising for determination at a meeting of the Board. No other Person has a vote at a meeting of the Board.

### **7.14 Procedure for Voting**

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the President:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

### **7.15 Resolution in Writing**

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

## **8. DUTIES OF OFFICERS AND APPOINTEES**

### **8.1 Officers**

The officers of the Club are the President, vice-president (if any), past-president (if any), secretary and treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other offices of the Club as it deems necessary and determine the duties and responsibilities of all officers.

## **8.2 Removal of Officers**

A Person may be removed as an officer by Board Resolution. A Person removed as officer remains a Director on the Board and another Director will be appointed by Board Resolution to replace the removed officer.

## **8.3 Duties of President**

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Club and of the Board. The President is ex officio a member of all committees, save for the nominations committee, if any.

## **8.4 Duties of Vice-President**

The vice-president will assist the President in the performance of his or her duties and will, in the absence or inability of the President, carry out those duties. The vice-president will perform such other duties as may be assigned by the Board.

## **8.5 Past President**

A Director who was President immediately prior to the current President, and who is re-elected as a Director, will be the past president. The past-president will assist the president in the performance of his or her duties and will, in the absence of the President and vice-president, perform those duties. The past-president will also perform such additional duties as may be assigned by the President or determined by Board Resolution.

## **8.6 Duties of Coaches Representative**

The Person appointed as coaches representative in accordance with section 6.16 will have the following duties and responsibilities:

- (a) acting as liaison between the Board and the coaches of the Club;
- (b) facilitating and promulgating the policies, procedures, initiatives, and directives of the Section and the Board among the coaches; and
- (c) providing such reports as may be requested by the Board.

## **8.7 Duties of Secretary**

The secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Club and the Board;
- (b) the keeping of minutes of all meetings of the Club and the Board;
- (c) the custody of all records and documents of the Club, except those required to be kept by the treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Club.

## **8.8 Duties of Treasurer**

The treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Societies Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

## **8.9 Absence of Secretary at Meeting**

If the secretary is absent from any meeting of the Club or the Board, the Directors present will appoint another person to act as secretary at that meeting.

## **8.10 Combination of Offices of Secretary and Treasurer**

The offices of secretary and treasurer may be held by one Person who will be known as the secretary-treasurer.

## **9. COMMITTEES**

### **9.1 Creation and Delegation to Committees**

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

### **9.2 Standing and Special Committees**

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

### **9.3 Terms of Reference and Rules**

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

## **9.4 Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

## **10. EXECUTION OF INSTRUMENTS**

### **10.1 No Seal**

The Club will not have a seal.

### **10.2 Execution of Instruments**

Contracts, documents or instruments in writing requiring the signature of the Club may be signed as follows:

- (a) by the President, vice-president or treasurer, together with one other director, or
- (b) in the event that the President, vice-president and treasurer are unavailable or unable to provide a signature, by any two Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Club without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Club either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

## **11. FINANCIAL MATTERS AND REPORTING**

### **11.1 Accounting Records**

The Club will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

### **11.2 Borrowing Powers**

In order to carry out the purposes of the Club, the Board may, on behalf of and in the name of the Club, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

### **11.3 Restrictions on Borrowing Powers**

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

### **11.4 When Audit Required**

The Club is not required to be audited. However, the Club will conduct an audit of its annual financial statements if:

- (a) the Directors determine to conduct an audit by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Club will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

### **11.5 Appointment of Auditor at Annual General Meeting**

If the Club determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Club no longer wishes to appoint an auditor.

### **11.6 Vacancy in Auditor**

Except as provided in section 11.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

### **11.7 Removal of Auditor**

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

### **11.8 Notice of Appointment**

An auditor will be promptly informed in writing of such appointment or removal.

### **11.9 Auditor's Report**

The auditor, if any, must prepare a report on the financial statements of the Club in accordance with the requirements of the Act and applicable law.

### **11.10 Participation in General Meetings**

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

## **12. NOTICE GENERALLY**

### **12.1 Method of Giving Notice**

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

### **12.2 When Notice Deemed to have been Received**

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

### **12.3 Days to be Counted in Notice**

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

## **13. MISCELLANEOUS**

### **13.1 Location of Operations**

The Club is located in the Kootenay region of British Columbia and will operate primarily within that region of the British Columbia/Yukon Section of Skate Canada.

### **13.2 No Distribution of Income to Members**

The activities of the Club will be carried on without purpose of gain for its members and any income, profits or other accretions to the Club will be used in promoting the purposes of the Club.

### **13.3 Inspection of Records**

The documents and records of the Club, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Club, to inspect any of the following documents and records of the Club at the Address of the Club during the Club's normal business hours:



- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Club;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Club's certificate of incorporation, and any other certificates, confirmations or records furnished to the Club by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Club;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Club. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Club, to inspect any other document or record of the Club and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the *Societies Act*.

#### **13.4 Right to become Member of other Society**

The Club will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Club's purposes.

### **14. INDEMNIFICATION**

#### **14.1 Indemnification of Directors and Eligible Parties**

To the extent permitted by the *Societies Act*, each Director and eligible party (as defined by the *Societies Act*) will be indemnified by the Club against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Club:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

#### **14.2 Purchase of Insurance**

The Club may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

### **15. BYLAWS**

#### **15.1 Entitlement of Members to copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and Bylaws of the Club.

#### **15.2 Right to Propose Amendment**

A Voting Member may propose an amendment to the Constitution or these Bylaws by giving notice in writing of the proposed amendment in the form approved by the Board, to the Address of the Club not less than 30 days before the annual general meeting each year and such proposed amendment will be submitted by the Board to the annual general meeting for a vote. No proposal to amend the Constitution or these Bylaws will be accepted from the floor of a General Meeting.

#### **15.3 Special Resolution required to Alter or Add to Bylaws**

These Bylaws will not be altered or added to except by Special Resolution.

#### **15.4 Effective Date of Alteration**

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the *Societies Act*.

### **16. RELOCATED FORMER CONSTITUTIONAL PROVISIONS**

#### **16.1 Skate Canada**

The Nelson Figure Skating Club shall be affiliated with the Canadian Figure Skating Association, and shall pay the required dues each year to the Association.

*This provision was previously unalterable.*

