

Forest Hill Figure Skating Club

Ontario Corporation Number: 858689102

Date of Incorporation: January 12, 2004

Approved September 23, 2023

BY- LAWS

I GENERAL

1.1 Purpose – These By-Laws relate to the general conduct of the affairs of Forest Hill Figure Skating Club.

1.2 Definitions – The following terms have these meanings in these By-Laws:

- a) *Act* – Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15.
- b) *Auditor* – a certified individual or public accounting firm appointed by the Board at the Annual Meeting to audit the books, accounts, and records of the Club for a report to the Members at the next Annual Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Club.
- d) *Club* – Forest Hill Figure Skating Club or FHFSC.
- e) *Date of Notice* - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- f) *Days* – days including weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-Laws.
- h) *Error in Notice* - The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice, which does not affect its substance, will not invalidate any action taken at the Meeting.
- i) *Members* – members of the Club in accordance with this By-Law and who have not ceased to be members and includes Voting Members and Non-Voting Members.
- j) *Officer* – an individual elected or appointed to serve as an Officer of the Club pursuant to these By-Laws.
- k) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- l) *Skate Canada* - means Skate Canada, a corporation governed by the laws of Canada. It is the sport governing body for figure skating in Canada.
- m) *Skate Ontario* - means Skate Ontario, a corporation governed by the laws of Ontario. It is the sport governing body for figure skating in Ontario.
- n) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.
- o) *Written Notice* - In these By-Laws, written notice will mean notice, which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

1.3 Registered Office – The registered office of the Club will be located within the City of Toronto in the Province of Ontario.

- 1.4 **No Gain for Members** – The Club will be carried on without the purpose of financial gain for its Members and any profits or other accretions to the Club will be used in promoting its objectives.
- 1.5 **Ruling on By-Laws** – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Club.
- 1.6 **Conduct of Meetings** – Meetings of Members and meetings of the Board will be conducted in accordance with recognized standards as determined by the Board in its sole discretion. All meetings will follow the then latest edition of Roberts Rules of Order.
- 1.7 **Interpretation** – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.
- 1.8 **Affiliations** - The Club is a member of Skate Canada and a member of the Skate Ontario. As such, it is bound by and will operate in compliance with the applicable By-Laws, rules, regulations, policies, and procedures of Skate Canada and Skate Ontario.

II Article - MEMBERSHIP

Membership Dues, Duration and Classes

- 2.0 **Entitlement** – Membership is open to all individuals irrespective of age, creed, ethnic origin, sex or sexual orientation who are interested in furthering the Club’s purposes and who have been accepted into membership in the Club by resolution of the Board. The individual agrees to comply with the Club’s governing documents and shall at all times meet the requirements of Section 2.9, as a condition of membership.
- 2.1 **Year** - The membership/skating year of the Club will be September 1st to August 31st unless otherwise determined by the Board.
- 2.2 **Dues** – Club Membership dues are set by the Board of Directors on an annual basis. Skate Canada membership dues, which are set by Skate Canada are billed through the Club to its member skaters upon current year registration.
- 2.3 **Duration** – Membership duration is accorded on an annual basis.
- 2.4 **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”.
- 2.5 **Voting Membership** - An individual who has been accepted for Membership by the Board is automatically deemed to be a Voting Member in any of the following situations:

- a) a Skater who is 18 years of age or older, for the duration of the current Skating Year;
- b) a Parent or Legal Guardian whose child (children) is (are) under the age of 18 and is (are) registered as a Skater(s) with the Club, for the duration of the current skating Year.
- c) There is one vote for every member.

2.6 Non-Voting Membership - An individual who has been accepted for Membership who is under the age of 18 is automatically deemed to be a Non-Voting Member for the duration of the current Skating Year.

Admission and Renewal of Members

2.7 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:

- a) The individual makes an application for membership in a manner prescribed by the Board;
- b) The individual has paid all membership and registration dues and is a member in good standing of the Club, Skate Canada, and Skate Ontario;
- c) The individual agrees to uphold and comply with the Club's governing documents;
- d) The individual meets any other condition of membership determined by the Board;
- e) The individual has met the applicable definition listed in Section 2.9; and
- f) Membership in the Club is non-transferable.

2.8 Termination – Membership in the Club will terminate immediately upon:

- a) The expiration of the Member's annual membership unless renewed in accordance with these By-Laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.7 of these By-Laws;
- c) Resignation by the Member by giving written notice to the Club; or
- d) Dissolution of the Club.

2.9 Good Standing - A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member of the Club;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has complied with the By-laws, policies, and rules of the Club;
- d) Is not subject to a disciplinary investigation or action by the Club, Skate Ontario or Skate Canada, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership and registration dues to the Club as prescribed in 2.2.

2.10 Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board will not be entitled to vote at

meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

- 2.11 Rights of Membership** - 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 Call to Order or such rules of order as may be adopted by the Board;
 - c) To exercise a vote on matters for determination at General Meetings;
 - d) May serve on committees of the Club, as invited by the Board;
 - e) May nominate individuals for election to the Board, in accordance with this By-Law;
 - f) May be nominated, if eligible, to stand for election as a Director of the Club, in accordance with this By-Law;
 - 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;
 - h) To receive access to minutes of members' meetings.
- 2.12 Fair Discipline or Termination** – If the Board determines by ordinary resolution determines that a Member should be suspended or expelled from membership in the Club in accordance with these By-laws, the President, or such other Officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make a written submission to the President, or such other Officer as may be designated by the Board, in response to the notice received within such 15-day period, and the Board. If no written submission is received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Club. If a written submission is received in accordance with this section, the Board will give the Member an opportunity to be heard orally or in writing, not less than five (5) days before the suspension or expulsion of membership becomes effective. The Board's decision shall be final and binding.

III MEETINGS OF MEMBERS

- 3.1 Annual General Meeting** - The Club will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within four (4) months of the Club's fiscal year end.
- 3.2 Special Meeting** - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- 3.3 Participation/Holding by Electronic Means** – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Club

makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

- 3.4 Notice** - Written or electronic Notice of Meeting including the date of the Annual Meeting of the Members will be given to all Members in good standing and Directors, not less than ten (10) and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, and reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.
- 3.5 Waiver of Notice** – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 3.6 Error or Omission in Giving Notice** - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 New Business** – Matters of business should be limited to matters properly brought before a Members’ meeting. No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board ten (10) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- 3.8 Quorum** – A quorum of members shall require no less than ten (10) percent of the Members entitled to vote at the meeting either in person or by proxy.
- 3.9 Closed Meetings** – Meetings of Members will be closed to the public except by invitation of the Board or Members attending the meeting, and in accordance with 3.12.
- 3.10 Scrutineers** – At the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. In cases where a members meeting is conducted electronically, the platform used should include a “scrutineer” mechanism.
- 3.11 Adjournments** - With the majority consent of the Members present and once quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the

meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

- 3.12 Attendance** - The only persons entitled to attend a meeting of the Members are Club Members and the Directors of the Club, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Voting at Meetings of Members

- 3.13 Voting Rights:** Members have the following voting rights at all meetings of the Members: A member, in accordance with Section 2.5, will be assigned one (1) vote per eligible member.
- 3.14 Delegates** – If desired, Members may appoint in writing (inclusive of electronic notice) to the Club the name of the Delegate to represent the Member. Delegates must: be at least eighteen years of age; not have been found under the Substitute Decisions Act 1992 or under the Mental Health Act to be incapable of managing property; and be acting as the Member's representative.
- 3.15 Proxy Voting** – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. Each proxy holder shall be a delegate and may carry a maximum number of proxies that is equal to five percent of the eligible votes at the respective meeting.

A proxy must:

- a) Be signed by the Member;
- b) Comply with the format stipulated by the Club; and be submitted to the Club in accordance with the notice of the Member's meeting.
- c) The form of proxy will:
 - (i) indicate in boldface type, (A) the meeting at which it is to be used; (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and (C) instructions on the manner in which the Member may appoint the proxyholder;
 - (ii) contain a designated blank space for the date of the signature;
 - (iii) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
 - (iv) provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor/a person to conduct a review engagement and the election of Directors;
 - (v) provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of an auditor or a person to conduct a review engagement or the election of Directors; and

(vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under section 3.15 with respect to any matter to be acted on, the membership is to be voted accordingly.

3.16 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot; unless a secret or recorded ballot is requested by a Member.

3.17 Majority of Votes - Except as otherwise provided in these By-laws, a simple majority of votes will decide each issue. In the case of a tie, the motion will be deemed defeated.

IV GOVERNANCE

4.1 Composition of the Board

- a) The Board shall consist of a minimum of three (3) and a maximum seven (7) elected Directors.
- b) At least one member of the Board shall be a certified professional coach or registered skating coach with the full rights to speak and vote at meetings of the Board.
- c) The Board composition shall require that each elected director represent one area of skating taught by the Club. The purpose of this is to ensure that there is no overrepresentation of one category of skating or group in the total make up of the board.
- d) No more than one (1) Club coach can be associated with a Director on the Board. The purpose is to ensure that a hired coach does not have unfair represented interests in the Club.

4.2 Eligibility of Directors - To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act, 1990 to be incapable of managing property;
- c) Not have the status of bankrupt;
- d) Not be a paid employee of the Club, with the exception of one certified professional coach or registered skating coach who will fulfill the requirement as per Section 4.1 of these By-Laws;
- e) Be a Member of the Club, or become a Member within 10 days of being elected; and
- f) Shall be willing to abide by the policies and By-Laws governing the Club, Skate Canada, and Skate Ontario.

Election of Directors

4.3 Nominations - Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature; and
- b) Be submitted to the Board no later than twenty-five (25) days prior to the Annual Meeting. Ordinary Resolution of the Board may amend this timeline.

c) There will be no nominations from the floor at the Annual General Meeting

4.4 Circulation of Nominations - Valid nominations will be circulated to Members at minimum of twenty (20) days before the meeting.

4.5 Elections – Directors will be elected by majority vote of all Voting Members in good standing at the Annual General Meeting. Candidates receiving the most votes will be deemed elected for a term of two (2) years as per 4.7 of this By-Law. Elected Directors will take office commencing at the close of the Annual General Meeting.

4.6 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 elected by acclamation.

4.7 Terms of Office:

- a) Directors shall serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-Laws unless they resign or are removed from or vacate their office;
- b) The Board will elect, from amongst themselves, the officers of the Board:
 - I. The President
 - II. Treasurer
 - III. Secretary

Resignation and Removal of Directors

4.8 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President. When a Director who is subject to a disciplinary investigation or action of the Club resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.9 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is absent from three (3) consecutive meetings of the Board;
- c) Has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- d) The Director becomes bankrupt;
- e) The Director dies.

4.10 Removal – Ordinary Resolution of the Members at an Annual Meeting may remove an elected Director or a Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. At such a meeting, the Members may, by a majority of votes cast at the meeting, elect a qualified individual in the removed Director's stead for a period ending at the next Annual Meeting.

Filling a Vacancy on the Board

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

Meetings of the Board

- 4.12 Call of Meeting** – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least 50% of the Directors
- 4.13 Chair** – The President will be the Chair of all Board meetings unless otherwise designated by the President.
- 4.14 Notice** – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting that is being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board member may, without notice, hold its first meeting immediately following the Annual Meeting of the Club.
- 4.15 Board Meeting With New Directors** – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s). All new Directors will receive a current copy of Club By Laws, Policies and Rules and Policies.
- 4.16 Quorum** – At any meeting of the Board, quorum will be a majority of the Board of Directors.
- 4.17 Voting** - Each Director is entitled to one vote at a meeting of the Board. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favour of the resolution. Abstaining voters are not counted in determining a majority.
- 4.18 No Alternate Directors** - No person shall act for an absent Director at a meeting of directors. A current Board member may appoint another current Board member as their proxy for a specific meeting.
- 4.19 Closed Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.20 Meetings by Telecommunications** - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting

by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.21 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Club; and
- b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;

Powers of the Board

4.22 Powers of the Club – Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Club and may delegate any of its powers, duties, and functions.

4.23 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Club in accordance with the Act and these By-Laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Club and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Club;
- e) Follow registration procedures, and other registration requirements as determined by Skate Canada and/or Skate Ontario;
- f) Enable the Club to receive donations and benefits for the purpose of furthering the objects and purposes of the Club;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Club;
- h) Borrow money upon the credit of the Club as it deems necessary in accordance with these By-Laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Club.

V OFFICERS

5.1 Composition - At the first meeting following the Annual General Meeting, the Board shall appoint from the Directors, a President, a Secretary, and a Treasurer each of whom shall be an Officer of the Club.

5.2 Duties - The duties of Officers are as follows:

- a) The President will be the chair of the Board and will preside at the Annual and Special Meetings of the Club and at meetings of the Board unless otherwise designated. The President will be the official spokesperson of the Club and will perform such other duties as may from time to time be established by the Board.

- b) The secretary will be responsible for:
 - I. keeping minutes of all meetings of the Club and the Board;
 - II. the custody of all records and documents of the Club, except those required to be kept by the Treasurer;
 - III. the conduct of the correspondence of the Club;
 - IV. the issuance of notices of meetings of the Club and the Board;

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

- c) The Treasurer will, subject to the powers and duties of the Board, ensure that proper accounting records as required by the Act are kept and will perform such other duties as may from time to time be established by the Board.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Club, or to another Director.

5.4 Removal

- a) The President may be removed by Ordinary Resolution at a meeting of the Members, provided the President has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Members remove the President, his or her position as a Director will automatically and simultaneously be terminated.
- b) Officers, other than the President, may be removed from their respective offices as Officers by ordinary resolution of the Board.

5.5 Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next Annual General Meeting.

VI BOARD COMMITTEES

6.1 Appointment of Committees – Subject to the limitations on delegation set out in the Act, the Board may appoint such committees as it deems necessary for managing the affairs of the Club and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Vacancy - When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.3 President Ex-officio - The President will be an ex-officio non-voting member of all Committees of the Club.

6.4 Removal - The Board may remove any member of any committee.

- 6.5 Debts** - No Committee will have the authority to incur debts in the name of the Club.

VII FINANCE AND MANAGEMENT

- 7.0 Reserve Fund** - The Board will act in accordance with the Reserve Fund Policy, in place from time to time. This policy may be amended by way of special resolution past by the Board.
- 7.1 Fiscal Year** - Unless otherwise determined by the Board, the fiscal year of the Club will be June 1 – May 31st.
- 7.2 Bank** - The banking business of the Club will be conducted at such financial institution as the Board may determine.
- 7.3 Auditors** - The Board will appoint an auditor to audit or conduct a review engagement of the books, accounts, and records of the Club in accordance with the Act. The auditor will be appointed annually. The auditor will not be an employee, Officer, or Director of the Club and must be permitted to conduct an audit or review engagement of the Club.
- 7.4 Annual Financial Statements** - The Directors will approve financial statements (evidenced by signature of the President and one or more Directors) of the Club of the last fiscal year of the Club and present the approved financial statements before the Members at every Annual Meeting.
- 7.5 The Financial Statements** – The Financial Statements will include:
a) The financial statements;
b) Any further information respecting the financial position of the Club.
- 7.6 Books and Records** - The necessary books and records of the Club required by applicable law will be necessarily and properly kept.
- 7.7 Property** -Subject to the Act, the Club may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.8 Borrowing** – Subject to the Act, the Board may from time to time:
a) Borrow money on the credit of the Club;
b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Club;
c) Give a guarantee on behalf of the Club to secure performance of an obligation of any person; and
d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Club, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Club.

Remuneration

- 7.9 No Remuneration** - All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board.

Conflict of Interest

- 7.10 Conflict of Interest** - A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Club will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest and any Board approved Conflict of Interest Policy.

VIII AMENDMENT OF BY-LAWS

- 8.1 Voting** - The voting Members present at a meeting duly called to amend, revise, or repeal and replace these By-Laws may do so as follows:
- a) By Ordinary Resolution of the Board. Any By-Law amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm, reject, or amend the By-Laws by Ordinary Resolution.
 - b) Proposed amendments will not be accepted from the floor of the meeting.
 - c) 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 (1) calendar year.
- 8.2 Effective Date** - By-Laws amendments are effective immediately at the close of the meeting unless otherwise indicated in the amendment motion itself.

IX INDEMNIFICATION

- 9.1 Protection of Directors and Officers** - No Director, Officer or committee member of the Club is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Club or for joining in any receipt or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or the Club with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have: a. complied with the

Act and the Corporation's articles and By-laws; and b. exercised their powers and discharged their duties in accordance with the Act.

- 9.2 Insurance** - The Club will, at all times, maintain in force Skate Canada Liability and Member Accident Insurance programs and Directors and Officers liability insurance Programs.

X ADOPTION OF THESE BY-LAWS

- 10.1 Ratification** – These By-Laws may be amended from time to time as set out in Section 8.1.
- 10.2 Repeal of Prior By-Laws** – In ratifying these By-Laws, all prior By-Laws of the Club shall be repealed provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.

Enacted September 23, 2023

Rose M. Reis – President, Board of Directors _____

Sam Ng – Secretary, Board of Directors _____