



Nepean Skating Club, Inc.

By-Laws

Incorporation Date: 11th February, 1970

Revision Date: 31st May, 2017

5-1701 Woodroffe Ave

Nepean Ontario, Canada K2G 1W2

Telephone: 1-613-226-6020

Fax: 1-613-226-3228

E-mails: office@nepeanskatingclub.com

skate@nepeanskatingclub.com

By-Laws
Of The
Nepean Skating Club, INC.

Previous amendment 27th May, 2009

BY-LAW

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Adopted by:

Nepean Skating Club Inc.

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

Signed

(President)

(date)

Signed

(Secretary)

(date)

BY-LAW NO. I

A By-law respecting the membership and fees of the Nepean Skating Club, Inc (hereinafter called the "Club").

1. Membership in the Club shall be open to all irrespective of gender, age, creed or colour.
2. A membership year shall be from September 1st to August 31st. Club membership shall commence on the first day of the Skate Canada membership year, 1st September, or the date the fees are paid (whichever is the latter) and terminate on the last day of Skate Canada membership year, 31st August. While not impeded from joining or skating at any other club, or Skate Canada sanctioned organization, all members must declare their home club/organization by September 1st.
3. Membership classes in the Club shall be established by the Board of Directors (hereinafter called the "Board") and shall include the following classes:
 - a. Individual Membership Class. Comprising non-skating members, including but not limited to, elected Directors and certain Skate Canada officials approved by the Board, who have paid or for whom the fees set by the Club have been paid and who are Associate Members of Skate Canada. Individual members of the legal age in the Province of Ontario (hereinafter called "legal age") shall be entitled to one vote at Club meetings;
 - b. Active Membership Class. Comprising all eligible skaters who have paid the fees set by the Club and are Associate Members of Skate Canada. Active members of legal age shall have one vote each at Club meetings;
 - c. Special Memberships Class. Comprising a parent or guardian of an active member or members not of legal age who have paid or for whom the fees set by the Club have been paid and who are Associate Members of Skate Canada. A special member who has a child or children who are active members but not of legal age (hereinafter called "underage active member") shall have one vote per underage active member at Club meetings;
 - d. Life Membership Class. Comprising individuals recommended by the Board in accordance with criteria established by the Board with respect to outstanding support to figure skating in general and the Club in particular who have been elected by at least three-quarters of the voting members present at a General Meeting of the Club. Life members shall have all the privileges of an individual member, including one vote each at Club meetings. The Club shall assume any Club membership fees and Skate Canada Associate Membership fees for Life Members; and
 - e. Power Skating Membership Class. Comprising participants of a power skating program approved by the Board and offered by the Club as well as eligible skaters who have paid the fees set by the Club for participation solely in a Skate Canada licensed CanPower Skate program. Power skating members shall not be entitled to vote at Club meetings.
4. All members of the Club shall uphold, observe and conform to the rules of Skate Canada, the by-laws of the Club and any rules and regulations as set forth from time to time by the Board. Failure to comply with the rules and regulations of Skate Canada, the Club by-laws or the rules and regulations of the Board may result in suspension of skating privileges or cancellation of membership.
5. Suspension of skating privileges or cancellation of membership shall be by decision of the Board. In the event that such action is taken by the Board written notice of the Board's decision and the reasons therefore shall be given to the member affected within 48 hours of the rendering of the decision. The member shall have the right to, appeal the decision in accordance with the following procedure:
 - a. Within 14 days of the Board decision, the affected member may submit a request for an appeal hearing. The Board shall then arrange for the hearing at the next regularly scheduled monthly meeting of the Board. The member shall have the right to make representations to the Board and to present such evidence that may be relevant to the hearing and
 - b. In the event that the member is unsuccessful in the appeal to the Board a further appeal may be made to an Appellate Committee appointed by the President and comprising three members of the Club who are not members of the Board. This appeal shall be heard by the Appellate Committee not later than 14 days after the first appeal hearing. The decision of the Appellate Committee shall be final.
6. All members to pay such fees as set by the Board. To remain in good standing, such fees must be paid in accordance with the time limits set by the Board.
7. The Club shall not be responsible for any damage or injury or loss of property to any member of the Club or to guests or visitors taken to the Club premises, regardless of the reason for such damage, loss or injury, and every member, guest or visitor shall use the Club premises at his or her own risk.
8. The Club shall participate in the Skate Canada Club Liability and Member Accident Insurance programs.
9. As a condition of participation in skating programs offered by the Club, the Club shall not be liable for any injury, loss or damage suffered by the member while travelling to or from or while participating in skating practices, competitions or other activities, however caused.

10. The Club will not be responsible for any injury, loss or damage caused by the member while travelling to or from or while participating in the said practices, competitions or other activities.
11. The member or his/her parent/legal guardian shall sign a liability waiver form as part of registering in any Club program. This form shall indemnify the Club and hold it harmless from any claims, demands or actions arising from or in respect of such injury, loss damage.

By-Law NO. II

A By-law respecting the officers and Directors of the Club

1. The general management of the Club shall be vested in a Board of Directors consisting of: the immediate Past President, President, Vice-president, Secretary, Treasurer, a minimum of three but not more than six Directors at large and a Coaching Representative. All members of the Board, except the Past-President and the Coaching Representative, shall be elected at an Annual General Meeting. If the immediate Past President is for any reason unable to fulfil the position of Director the Annual General Meeting shall elect one-additional Director. The offices of Vice-President, Treasurer and Secretary shall be determined under the provisions of By-law No. V. Section 7.
2. Voting members, as defined in By-law No1, Section 3 and up to three (3) independent directors shall be elected to the Board or appointed as Chairperson of any Committee. To be eligible, an independent directors must possess a specific skill set the current slate of Board members is lacking and they can only be considered if there are Board vacancies. Upon election or appointment, such members must become Associate Members of Skate Canada.

The office of a Director shall be automatically vacated:

- a. If a Director resigns his or her office by delivering a written resignation to the President or Secretary of the Club;
- b. If a Director becomes of unsound mind, or otherwise incapable of acting, or refuses to act; or
- c. If a resolution is passed by 2/3 of the members present at a general meeting or special meeting of the Club that a Director may be removed from office.
3. Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board may by resolution fill the vacancy with a person in good standing on the books of the Club, excepting that the office of President which if vacated is to be filled by the Vice-President.
4. All acts done by Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of them or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.

5. A majority of the Board present at a meeting of the Board shall decide any question. The meeting Chair may vote only when the vote would change the result. Therefore the Chair may vote to break a tie, and thus pass the motion, or to create a tie, and thus defeat a motion.
6. A resolution determined on without any meeting of the Directors and evidence in writing under the hands of all the Directors shall be valid and effectual as a resolution passed at a meeting of the Directors. This is to include resolutions put forward and passed via email and teleconferencing when time sensitive issues must be resolved.
7. The President and Directors shall take office upon adjournment of the Annual General Meeting at which they are elected and shall serve until the adjournment of the Annual General Meeting at which their successors are elected.
8. The Vice-President shall act for the President in the latter's absence or at any time on the request of the President, and shall assume the office of President, should that office become vacant for any reason.
9. The Secretary shall keep a record of the proceeding of all meetings of the Directors and of the Club and conduct correspondence of the Club as required. If it is deemed necessary, a paid assistant may be appointed by the Board of Directors to assist the Secretary.
10. Minutes shall be kept by the Secretary in a book provided for such purposes to record all appointments and all resolutions and proceedings of all meetings of the Club and the Directors and such minutes shall designed by the President and Secretary.
11. The delegates for Skate Canada Ontario and such organizations as may require representatives of the Club shall be appointed annually by the Board and must be eligible members in good standing of legal age.
12. No one may be a Director of the Club who holds office in another Skate Canada sanctioned organization, club or school, excluding collegiate organizations.
13. A quorum of the Board shall consist of a majority of the Directors, including the President.
14. Directors shall be eligible for re-election.
15. Not more than one member of a family in any one year may be elected to the Board or be a member of the Board by virtue of being Past-President.
16. With the exception of the Past-President and the Coaching Representative, the President and all Directors shall be elected annually for one-year terms at the Annual General Meeting.
17. Paid employees of Skate Canada, other member clubs or schools, or the Club may not hold elected office in the Club unless they are a Professional Coach and have been elected

as the Coaching Representative. These individuals may attend meetings as observes or subject matter advisors.

18. Each Board member should avoid conflicts of interest between his/her position as a member of the Board of Directors and his/her personal life. Should a conflict arise, the Board Member(s) must declare the conflict before the Board of Directors and refrain from voting on such matters. Conflicts of Interest shall be defined in the Policies and Procedures of the Club in accordance with Skate Canada By-laws and Policies.

BY-LAW NO. III

A By-law respecting the Financial Matters of the Club

1. Funds may be raised for all purpose of the Club.
2. All finds of the Club shall be deposited or invested in such bank or other appropriate financial institution as designated by the Board.
3. All disbursement of funds of the Club shall be by cheque, other auditable document or through an approved petty cash fund.
4. Receipts must be issued at all times for funds received by the Club.
5. The Fiscal Year of the Club shall be terminated 31st March in each year.
6. The Treasurer shall arrange for an annual audit of the financial transactions of the Club, which shall be made by persons qualified to do so as designated at the Annual General Meeting.
7. A financial statement of the Club's operations for the previous fiscal year shall be tabled at the Annual General Meeting.
8. The Treasurer shall be responsible for the safe control of all Club funds and shall keep the financial books of the Club up-to-date and in an orderly and proper fashion. The Treasurer shall be responsible for preparing and submitting to the Board of Directors on a regular basis the necessary statement for describing the current financial **status of** the Club.
9. Any Director, members of Committees, or special persons appointed by the Board, may receive funds on behalf of the Club, issue official receipts for said funds and transmit them to the Treasurer or Accounts Administrator of the Club.
10. The Board shall prepare the Club's annual budget and advise the membership on the finances of the Club including the presentation of an independently reviewed annual statement of revenues and expenditures to its members.

BY-LAW NO. IV

A By-law respecting the Signing Authorities of the Club

1. The President, Vice-President, Treasurer and Secretary are designated as the Signing Authorities of the Club.
2. The Treasurer and one of the President or Vice-President shall sign all cheques. In the event that the Treasurer is not available in a timely manner the Secretary shall be authorized to sign

cheques in lieu of the Treasurer. In cases where the Secretary signs a cheque, the President shall be the other signatory.

3. Any two of the signing authorities shall sign all legal documents including contracts entered into on behalf of the Club.

BY-LAW NO. V

A By-law respecting Nomination, Voting and Elections at the Club

1. The Board shall appoint a Nomination Committee to consist of four members, two members from the Board and two from the general membership. Whenever possible Board members appointed should not be returning for re-election.
2. As detailed below:
 - a. Any voting member of the Club may make a nomination for any elected office;
 - b. Nominations shall be in writing, include a letter of acceptance from nominee, and be delivered to the Chairperson of the Nominating Committee;
 - c. The Nominating Committee shall attempt to ensure that all active membership classes, having voting privileges pursuant to By-law No. I, Section 3 are represented amongst the nominations received from the membership, and for this purpose additional nominations may be by the Nominating Committee;
 - d. The Nominating Committee shall draw up a full slate of candidates for election to the Club Board of Directors and President, and shall present such a slate to the Board of Directors no later than 21 days before an Annual Meeting in the year that an election is to be held, and shall include same with the notice of the Annual General Meeting to be mailed to all voting members of the Club; and
 - e. Nominations from the floor at the Annual General Meeting will not be accepted.
3. Voting for the President and the remaining Directors shall be by secret ballot and those candidates receiving the greatest number of votes shall be deemed to be elected. A separate ballot shall elect the President. The remaining nine Directors shall be elected by a single ballot. (Ten if required under the provisions of By-law No. II, Section 1).
4. All other voting at Club meetings may be decided by a majority of votes on a show of hands unless a majority of members present request the voting be by secret ballot.
5. Proxy votes shall be allowed at Club meetings.
6. The Board of Directors shall hold office until the close of the Annual General Meeting at which their successors have been duly elected.
7. The offices of Vice-President, Secretary and Treasurer will be determined at the first meeting of the Board following the Annual General Meeting at which the new Board of Directors has been duly elected.

BY-LAW NO. VI

A By-law respecting the procedure at Meetings of the Club

1. The Annual General Meeting shall be held within 120 days of the end of the fiscal year in every membership year, at such time and place as the Board may determine and upon fifteen days' notice, by email or by other appropriate means as decided by the Board, to each voting member of the Club.
2. The Annual General meeting of the Club shall deal with reports of Directors, election of President and remaining Directors and other usual business of an Annual Meeting.
3. A sample order of business for the AGM is as follows:
 - **Reading of the Notice of Meeting**
 - **Quorum**
 - **Approval of Agenda**
 - **Minutes of the proceeding General/Special meeting**
 - **Conformation of the actions taken by the Board of Directors**
 - **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 Auditors (as applicable)**
 - **New Business**
 - **Adjournment**
4. Special or extraordinary General Meetings of the Club may be called:
 - a. At any time by the Board of Directors upon seven days' notice specifying the special business to be dealt with at the meeting; and
 - b. Upon written request of fifteen (15) voting members in good standing, a special meeting shall likewise and upon similar notice be called by the Directors.
5. As a minimum the Board shall meet once in every month, September to June, upon a day previously decided upon, and each Board member shall be notified seven days before the meeting.
6. If a Director is absent for more than 75% of scheduled Board meetings or misses 3 consecutive Board meetings, without prior notification (24 hours) to the President or Secretary, then that office may be declared vacant by a majority vote of the Board of Directors.
7. At any meeting of the Club (sections 1 and 3), a quorum shall be fifteen (15) voting members, not including the Board.
8. If, within an hour from the time appointment for any meeting including the AGM, a quorum of members or Directors is not present, the meeting shall stand adjourned for not more than two weeks, and if, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the member present shall be a quorum.

9. The President shall act as Chairperson of all Board and General Meetings of the members, subject to the provisions of By-law No. II, Section 9.
10. The general management of the club shall be vested in a Board of Directors. The President shall have overall responsibility for the operations of the Club.

BY-LAW NO. VII

A By-law respecting Committees of the Club

1. The Board shall create Committees, as it deems necessary for the proper management of the Club, and appoint Chairpersons to those Committees as soon as possible following the Annual General Meeting.
2. All members of Committees shall be eligible persons and shall be of legal age. They must also be members in good standing of the Club and be Associate Members of Skate Canada.
3. The President shall be the ex-officio member of all Committees.
4. The Board shall established guidelines for the operation of all Committees, and shall review such guidelines regularly. Such guidelines shall be available for examination upon request of any voting member of the Club.

BY-LAW NO. VIII

A By-law respecting Amendment of the By-laws of the Club

1. No By-law shall be amended except at a General Meeting of the Club by a vote of at least two-thirds of the voting members present.
2. Proposed amendments for consideration at the Annual General Meeting must be submitted to the Secretary in writing before the 1st of May in any membership year. The Secretary shall attach copies of all purposed amendments to the Notice of the Annual General Meeting.
3. Proposed amendments to be considered at any other General Meeting shall be sent out with the notice of the General Meeting.
4. Amendments not submitted in accordance with this By-law shall not be accepted for consideration at a General Meeting.
5. Any amendment contrary to Skate Canada Ontario rules will not be considered and if it should be passed shall be considered invalid.
6. All amendments to the By-laws upon receiving approval of any general or special meeting of members shall come into force immediately or on a date specified. All such amendments shall be submitted to Skate Canada. Skate Canada Ontario reserves the right of refusal of any amendment. Such refusal shall only be made if the intent of such amendment is to violate, in principle or spirit, any Skate Canada Ontario rule and/or By-law.
7. At any meeting of the Club (Sections 1 and 3), a quorum shall be fifteen (15) voting members present in person or through proxy, not including the Board.

BY-LAW NO. IX

A By-law respecting Coaches

1. The Board may permit such Coaches to use Club ice as it in its absolute discretion determines.
2. Each Coach shall be under written contract to the Club unless the Board determines otherwise.
3. Such contract shall be upon terms agreed to by the Coach and the Board and shall include the Coach's fees for private lessons and Club-sponsored programs given on Club ice.
4. The Board may appoint a Head Coach, technical Director or Program Coordinator, as appropriate, for the Club upon such terms as the Board and that individual coach may agree upon.
5. The Club Coaches shall elect annually from their number a Coaching Representative who shall have the right to attend and vote at all Board meetings and General meetings of the Club.
6. In the event that the elected Coaching Representative vacates the office prior to the next scheduled election, the coaches shall re-elect a new Coaching Representative. In the event a replacement Coaching Representative is not elected the Board shall request a coach to serve in an interim capacity until a new Coaching Representative is elected. The interim Coaching Representative shall be afforded all the rights and privileges as if duly elected.
7. The Club coaches may help produce any Club special event but may not assume the position of Manager or Chairperson of the responsible committee.

BY-LAW NO. X

A By-law respecting the carrying out of Special Events of the Club

1. Special events may be held each year at the discretion of the Board. If such an event is held the Board shall appoint a Chairperson who shall have complete charge of arrangements and shall be responsible to the Board.
2. A budget of expenses and revenues must be submitted by the Special Events Chairperson to the Treasurer for the approval of the Board. *Any* other incidental expenses must receive prior approval of the Treasurer.

BY-LAW NO. XI

A By-law respecting the Trophies of the Club

1. Trophies belonging to the Club shall remain in the possession of the Club for appropriate display unless the Board, in special circumstances, grants permission for a member to have possession for limited period of time.
2. A trophy donated to the Club shall not be changed in category unless the consent of the Donor is obtained. If the consent is not obtained, the trophy shall be retired until the designated category is again available for competition.
3. The Board must approve the donation of any new trophies to the Club.