

Constitution and By-laws Questions and Answers

1. Why does our club need to have a constitution and by-laws?

All clubs have a purpose and need rules to guide their club. This is what the club constitution and by-laws are for. The constitution lists the articles of the club and the purpose of the club. The constitution also includes that the club is a member of Skate Canada and also includes the town or city where the club is located.

The by-laws are the rules of the club. It is not necessary to include such things as the times when the senior skaters (for instance) skate, but it should include the types of membership categories available at the club. It is important to make the by-laws suit your club, but also the simpler they are made, the smoother running club you may have. If the by-laws are not clear or are confusing, it may be difficult for a member to follow the correct procedure. Keep the terms simple. The by-laws should include the procedure for the club's Annual General Meeting. This should include such things as the time frame for the meeting, how the date and time of the meeting is communicated to the club members, how nominations can be submitted, how amendments are submitted and who has voting rights. If a club follows the procedures set out in the by-laws, this should allow for a smooth AGM and a successful club.

2. What should not be included in your by-laws?

Generally, rules or policies of the club should not be put into the by-laws. Club policies such as the time allotted for the club's senior skaters can change annually. Your club does not want to go through the amendment process to change the times for the senior skaters. If this is included in a club policy and procedure booklet, then the club's board would maintain and update this booklet as needed. It is important to not amend or include policies that will hinder the advancement of the club. Again, keep these policies relevant to the club and its operation and keep the policies simple. It is a good idea to provide a copy of these policies and procedures to all members at the time of registration. Having a copy posted on a club bulletin board is also a good idea.

3. How do I get a copy of my club's Constitution and By-laws?

All clubs should have a copy of their Constitution and By-laws on hand for all club meetings and it must also be available to any member of the club. The members of the club should be aware of the content of the by-laws. Therefore, should a member request a copy of the by-laws, one should be made available to them. If the club does not have a copy of their Constitution and Bylaws, contact the local registries office.

4. How can a by-law be amended?

The process to amend the club's by-laws must be detailed in its by-laws. Generally an amendment must be submitted to the club board prior to the club's AGM. A member in good standing of the club or the club board may submit an amendment. This amendment is then circulated to the membership prior to the AGM. The amendment is then voted on at the AGM by the membership and either accepted or declined. Generally amendments only become effective at the close of the meeting unless otherwise specified. Corporate registry requires that a special resolution is passed at the AGM.

5. Review and Approval Process

Follow these steps when updating or developing the constitution and by-laws:

1. Make the recommended changes
2. The Club Board of Directors reviews the recommended changes
3. Email by-law document with noted recommended changes to Skate Canada: Alberta-NWT/Nunavut (Section office), Member Services Manager, for review and approval
4. Once approved by the Section office, it requires approval from the Club Board of Directors
5. The bylaws or amendments to the bylaws are then presented to the club membership at the following Club AGM for approval
6. File bylaws or amendments to the bylaws with corporate registry
7. Once approved, email the Section office and the Skate Canada national office with an electronic copy of the approved bylaws for their records
8. Ensure the club keeps an electronic and paper copy of the bylaws in a location known to the Club Board of Directors.

6. Is there a sample Club Constitution and By-laws available to help our club when updating?

Yes. Skate Canada has developed a new Sample Club Constitution and By-laws that is available to all clubs under members only on the National website.

7. If our club is registered with corporate registry, should information and sample documents be obtained prior to preparing or changing our bylaws?

Yes, Corporate Registry has requirements that must be met in order to meet provincial government regulations. One of the tips related to bylaws that are filed with Corporate Registry in Alberta is that the term constitution is not recognized and the documents must be filed as objectives or bylaws. Another rule is that any specific references to Skate Canada rules cannot be contained in the club bylaws. Also, to change the club bylaws, a Special Resolution must be passed at a general meeting of the club by a specified percentage of the members.

8. Since the sample Skate Canada Constitution and By-laws document and the requirements with Corporate Registry have some different requirements what is the recommended method of developing or changing the club bylaws?

Adapt the Skate Canada Constitution and By-laws document to fit the requirements of Corporate Registry when you are preparing or changing bylaws.

9. How often does our club need to review and update our Club Constitution and By-laws?

It is recommended that clubs review the document annually to ensure its functionality. It is recommended that a new Constitution and By-laws be developed every 4 years or as the needs and functions change.

10. Who can we contact if we have questions about our Constitution and By-laws?

Skate Canada's Member Services Department and your local Section Office will be able to assist you with many of your questions and concerns. Never hesitate to contact any of the resources available to your club.

11. What is the cost of registering your bylaws?

There is a filing fee when becoming incorporated for the first time.

12. Is a club required to register their bylaws each year?

When the club is incorporated, they have the following obligations and responsibilities:

After incorporation your society must operate according to the provisions of the Societies Act. If you fail to carry out certain responsibilities your society may be removed from Corporate Registry's active records.

- Annual General Meetings

Your society must hold an annual general meeting during which you must present a financial statement setting out the society's income, disbursements, assets and liabilities. The financial statement must be audited and signed by your society's auditor. (See section 25 of the Societies Act.)

- Annual Filing

Your society must send a completed Annual Return to Corporate Registry every year before the last day of the month following your anniversary month.

You must attach the following to your Annual Return:

- A list of directors and officers of the society; including their full names, positions, mailing addresses and postal codes.
- The audited financial statement presented at the last annual general meeting of the society, setting out the society's income, disbursements, assets and liabilities, and signed by the society's auditor(s).

The club will be sent a pre-printed Annual Return to your registered office every year before your anniversary month. If you misplace or do not receive this form you can get a blank form from Corporate Registry.

13. Are clubs required to send in audited financial statements?

Yes, if they are incorporated.

14. What are the benefits to registering as a society?

A group is not required to incorporate under the Societies Act; the decision to incorporate is yours.

Advantages of incorporation include:

A member of a society cannot be held responsible for a debt of the society.

A society may hold title to property and contract in its own name.

A society has a more definite and permanent status than an unincorporated group.

A society is eligible to apply for government grants.

15. Are there specific requirements when applying for a bingo or casino license?

To apply for a bingo or gaming license you must be incorporated.

16. Resources

Alberta: www.servicealberta.gov.ab.ca

NWT: http://www.justice.gov.nt.ca/CorporateRegistry/CR_Societies.shtml

Nunavut: http://www.justice.gov.nu.ca/i18n/english/legreg/cr_index.shtm

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