



PROPOSED AMENDMENTS TO THE BYLAWS OF SKATE CANADA: ALBERTA – NWT/NUNAVUT

This document outlines all submitted proposed amendments to the bylaws of Skate Canada: Alberta – NWT/Nunavut for consideration at the 2019 Annual General Meeting in accordance with Article 12 of the Bylaws.

Please note that as per Article 12, any member of Skate Canada: Alberta – NWT/Nunavut may submit bylaw proposals, amendments, or repeals in writing to the Executive Director a minimum of ninety 90 days (February 2, 2019) in advance of the Annual General Meeting at which they are to be considered.

Amendments have been presented as follows:

- Rationale for all bylaw changes has been included explaining:
 - the intent of this amendment
 - the implications of this amendment
 - the other bylaws that will be affected by this amendment (housekeeping)
- Effective date of the amendment
- Wording added to a bylaw is underlined
- Wording deleted from a bylaw is denoted by a ~~striketrough~~

Additionally, and as per Article 12, Skate Canada: Alberta-NWT/Nunavut members have until 52 days prior to the Annual General Meeting (March 13, 2019) to respond, via written submission to the Executive Director of Skate Canada: Alberta – NWT/Nunavut, to any such proposed amendments.

The contents of this document, along with any responses received on or prior to March 13, 2019 will be circulated to the Membership no later than 21 days prior to the meeting (April 13, 2019).

February 22, 2019

Lisa Hardy
Executive Director



PROPOSED AMENDMENTS TO THE BYLAWS OF SKATE CANADA: ALBERTA – NWT/NUNAVUT

Recommended Bylaw Amendment 1 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: To include Chair in the definition of Director, 1.1k). Definition of Good Standing as defined in Skate Canada: Alberta – NWT/Nunavut Bylaw, Article 1.m).

Rationale: 1.1k) To include the Chair in the definition of Director as the Bylaws refer to Directors throughout and the Chair position is a Director position. 1.m) To align with the current definition per Skate Canada Bylaws.

Recommended amendment:

ARTICLE 1: DEFINITIONS

1.1k) Director – an individual elected or appointed to serve on the Board including the Chair;

1.1m) Good Standing - a person who has paid all dues outstanding to Skate Canada, the Section, a Club, or a Skating School (as applicable), ~~who has not been suspended or expelled, has completed and remitted all documents required, has complied with all governing documents~~ and who the Board has not declared to not be in good standing and in the case of Members, a Member whose Membership has not been terminated in accordance with Skate Canada Bylaws;



Recommended Bylaw Amendment 2 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Skate Canada: Alberta – NWT/Nunavut Bylaw, Article 2.5 Management of the Section. To eliminate the requirement to hold the Section Annual General Meeting prior to the Skate Canada Annual General Meeting.

Rationale: There is no longer a requirement to do so in the Skate Canada Bylaws and this provides more flexibility for scheduling the Section Annual General Meeting.

Recommended amendment:

ARTICLE 2: SKATE CANADA: ALBERTA - NORTHWEST TERRITORIES/NUNAVUT SECTION

2.5 Management of the Section

The affairs of the Section shall be managed by a Board of Directors elected at the Annual General Meeting of the Section, ~~which shall be held prior to the Skate Canada Annual General Meeting.~~





Recommended Bylaw Amendment 3 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Article 3 Membership, Termination of Membership Classes, 3.6 d, h and i. Housekeeping change in d) to indicate all cases rather than either case and to change the pronouns in h) and i) to align with the Skate Canada Trans Inclusion Policy.

Rationale: To reflect the 3 cases mentioned in a, b and c and to eliminate gender-specific pronouns.

Recommended amendment:

ARTICLE 3: MEMBERSHIP

3.6 d, h and i Termination of Membership Classes

d) In ~~either case~~ all cases, the Member resigns as a Member by providing a written resignation to the Section in which case such resignation shall be effective on the date specified in the resignation;

h) Upon ~~his, her or it's~~ the expulsion of the Member; or

i) Upon ~~his or her~~ the death of the Member or, in the case of a Club or Skating School, dissolution or disbandment.



Recommended Bylaw Amendment 4 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Article 4 Meetings of Members, 4.2. To specify the time that Section Annual General Meetings may occur with the elimination of the requirement to hold it prior to the Skate Canada Annual General Meeting.

Rationale: To provide a time period in which to conduct the Section Annual General Meeting.

Recommended amendment:

ARTICLE 4: MEETINGS OF MEMBERS

4.2 Annual General Meetings

The Annual General Meeting of the Section shall be held after April 15 ~~and prior to the Annual General Meeting of Skate Canada~~ and prior to May 31 of each year. The place shall be determined by the Board and announced at the preceding Annual General Meeting.



Recommended Bylaw Amendment 5 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Article 4 Meetings of Members, 4.3. To adjust the percentage of total number of voting membership that may request a Special Meeting of the Members and to include the use of email to request a special meeting.

Rationale: To provide a reasonable number that may request a Special Meeting and to include the use of electronic notification to request a special meeting.

Recommended amendment:

ARTICLE 4: MEETINGS OF MEMBERS

4.3 Special Meetings

The Board shall call a Special Meeting in accordance with written requisition of no less than ~~5%~~ 10% of the total number of voting membership. Such requisition shall express the objective of the meeting and shall be mailed or emailed to the Executive Director and the Chair. If neither the Board nor the Chair calls a Special Meeting within twenty-one (21) days of receiving such requisition, any Member who signed the requisition may call the Special Meeting to address the objective of the meeting so requisitioned. The only items to be discussed at a Special Meeting shall be those specified in the requisition.

Recommended Bylaw Amendment 6 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Article 5 Proceedings at Meetings, 5.1 Business Required at Annual General Meeting and 5.2 Appointment of Delegates. 5.1, To describe the business to conduct at a General Meeting as presentation rather than approval of the financial statements and to change approval to provision of the Actions of the Board. 5.2, To reflect the correct terminology to describe the eligibility to be a delegate and to clarify that employees of the Section may not be delegates.

Rationale: 5.1, The approval of the membership of the financial statements that have been audited and approved by the Board is not required according to regulations. The financial statements will be presented to the membership at the Annual General Meeting. The Board of Directors has the authority to make decisions for the Section and approval of the Actions of the Board is not required. For transparency purposes, the Actions of the Board will be provided.

5.2, The term Member refers to Clubs and Skating Schools, Coach Representatives and Board Directors. The correct terminology is Registrant. Section employees are Registrants of the Section but may not represent Clubs or Skating Schools as delegates and had not been stated previously.

Recommended amendment:

ARTICLE 5: PROCEEDINGS AT MEETINGS

5.1 Business Required at Annual General Meeting

The following business is normally required to be conducted at the Annual General Meeting of the Section:

- a) reading of notice of meeting,
- b) Adoption of the agenda,
- c) Report as to quorum;
- d) Approval of the Minutes of the previous Annual General Meeting;
- e) Reports;
- f) ~~Approval~~ Presentation of the financial statements;
- g) Appointment of auditors

- h) ~~Confirmation~~ Provision of the Actions of the Board;-
- i) Election of Directors;
- j) Proposed amendments to the Bylaws;
- k) Proposed amendments to Skate Canada Bylaws;
- l) Awarding of competitions and Annual General Meeting;
- m) New Business as specified in the meeting notice; and
- n) Adjournment.

5.2 Appointment of Delegates

Each Club and Skating School Member may appoint an eligible Person as its delegate to attend a meeting and exercise the rights of membership on behalf of the Club or Skating School Member.

To be eligible to be appointed as delegate for a Club or Skating School Member, a Person must

- a) be 18 years of age or older,
- b) be a ~~member~~ Registrant in good standing of Skate Canada and the Section, excluding employees of the Section, and
- c) be affiliated with a club/skating school.

Recommended Bylaw Amendment 7 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Article 5 Proceedings at Meetings, 5.6 Other Persons May Attend. To list persons entitled to attend Members Meetings including Registrants. To allow the Board to close any Members Meeting by Ordinary Resolution to those not entitled to vote.

Rationale: To provide the opportunity for Registrants to attend Members Meetings and to clearly state the rules around attendance.

Recommended amendment:

ARTICLE 5: PROCEEDINGS AT MEETINGS

5.6 ~~Other Persons May Attend~~ Persons Entitled to Attend

- ~~o) Other persons affiliated with Clubs, Skating Schools, Regions, the Section or Skate Canada, or otherwise invited or permitted by the Board may attend general meetings and may, if permitted by the Members present, speak to motions made, but such persons may not make, second, or vote on motions or resolutions.~~
- p) Persons entitled to be present at Members Meetings are persons entitled to vote, the Board, Officers, Region Representatives, the Auditor, the employees of the Section and such other persons who are entitled or required to be present at the meeting.
- q) Members Meetings shall be open to invited guests and to any Registrant provided that such individual shall not be entitled to speak at such meeting and provided that the Board may close any Members Meeting by Ordinary Resolution to those who are not entitled to vote.
- r) Members, by Ordinary Resolution, may grant observers the right to speak at a Members Meeting.



Recommended Bylaw Amendment 8 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Article 6 Board of Directors, 6.2 Eligibility of Directors. To rephrase the statement relating to factors that cause ineligibility to serve as a Director.

Rationale: To clarify the statement related to not being elected or appointed to serve as a Director.

Recommended amendment:

ARTICLE 6: BOARD OF DIRECTORS

~~A person may not be elected, appointed nor serve as a Director if~~ A person is ineligible to serve as a Director if

- a) the person does not have the power under law to contract,
- b) the person has been declared by a court in Canada or elsewhere incapable of managing his or her own affairs or person or both,
- c) the person is an undischarged bankrupt, or
- d) the person is a paid employee of the Section.



Recommended Bylaw Amendment 9 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Article 6 Board of Directors, 6.3 Nominations, add e). To include a statement related to a Director Coaching candidate's opportunity to indicate their intent to stand for election as Chair or Director when they indicate their interest in the Director Coaching position.

Rationale: To allow the same opportunity to a Director Coaching candidate as to other candidates.

Recommended amendment:

ARTICLE 6: BOARD OF DIRECTORS

6.3 e) Any candidate for Director Coaching who chooses, if eligible, to stand for election as Chair and/or Director, is to declare their intent at the time of the nomination deadline.





Recommended Bylaw Amendment 10 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Article 6 Board of Directors, 6.4b) delete elected and add d) the number of terms that a Board Director may serve after being appointed for a partial term.

Rationale: 6.4b) This statement refers to both elected Directors and Directors appointed for a two (2) year term. 6.4d) To state the number of terms available to a Director appointed for a partial term.

Recommended amendment:

ARTICLE 6: BOARD OF DIRECTORS

1.4 Directors' Terms

b) A ~~Elected~~ Director or the Chair who has served three (3) consecutive terms will be eligible for nomination to a vacant position if there has been a period of one (1) year between the Annual General Meeting at which their term limit was reached and the Annual General Meeting at which the individual would again be a candidate.

d) A Director appointed to serve the remaining term of an elected position will, upon completion of the partial term, remain eligible to serve three (3) consecutive two (2) year terms as an elected Director.

Recommended Bylaw Amendment 11 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Article 6 Board of Directors, 6.6 Resignation, Vacating and Removal. To eliminate the word automatically and simultaneously and to include being expelled or suspended from Skate Canada. Housekeeping change - the two paragraphs related to removal of a Director were reversed.

Rationale: Housekeeping change to remove automatically. Including the statement regarding being expelled or suspended from Skate Canada further clarifies reasons for resignation or removal of a Director.

Recommended amendment:

ARTICLE 6: BOARD OF DIRECTORS

6.6 Resignation, Vacating and Removal

A Director may resign from the Board at any time by presenting notice of their resignation to the Board. Such resignation will become effective as of the date on which the notice is accepted by the Board. If a Director resigns, their position will ~~automatically and simultaneously~~ be terminated.

The office of Director shall be ~~automatically~~ vacated

- a) if the Director resigns,
- b) if the Director is expelled or suspended from Skate Canada,
- c) if the Director is found by a court in Canada to be of unsound mind,
- d) if the Director is found guilty of a relevant criminal offense, or
- e) on death or permanent disability that prevents carrying out the duties of a Director.

The Board of Directors, of which notice has been given in the notice calling the meeting, may remove any member of the Board before the expiration of their term of office with a special majority vote of three-quarters (75%) of the Board of Directors.

A Director may be removed by Special Resolution of the Members, provided that notice has been given in the notice calling the meeting and the Director has been given notice of and the opportunity to be heard.

Housekeeping change - the 2 paragraphs above were reversed.



Recommended Bylaw Amendment 12 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Article 6 Board of Directors, 6.9 Meetings of the Board, a) and addition of g). To adjust the number of Directors who may call a meeting of the Board. To include the use of email motions at the discretion of the Chair between meetings.

Rationale: To increase the number of Directors who may call a meeting to match quorum. To allow the use of email motions between meetings. Email motions improve efficiency as meetings may only occur every 2 months.

Recommended amendment:

ARTICLE 6: BOARD OF DIRECTORS

6.9 Meetings of the Board

- a) The Chair or any ~~four (4)~~ five (5) Directors may call a meeting of the Board;
- g) Email motions may be conducted at the discretion of the Chair between meetings;

Recommended Bylaw Amendment 13 of 13

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: Article 8 Committees, 8.1 Creation and Delegation to Committees. To delete formulate its own rules of procedure and add the inclusion of a statement that Terms of Reference will be developed and approved by the Board.

Rationale: To inform committees of specific requirements.

Recommended amendment:

ARTICLE 8: Committees

8.1 Creation and Delegation to Committees

The Board may from time to time appoint any committees, or other advisory bodies, as it deems necessary or appropriate for such purposes and such powers as the Board shall see fit. Any such committee ~~may formulate its own rules of procedure,~~ is subject to such directions as the Board may make. A Terms of Reference will be developed by the committee and approved by the Board. Any committee member may be removed by Ordinary Resolution of the Board.

HOUSEKEEPING CHANGES

Submitted by: Skate Canada: Alberta – NWT/Nunavut Board of Directors

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 4, 2019 and filed by Corporate Registry.

Recommended change: CORPORATE Section. To number this section of the Bylaws and renumber the subsequent items below.

Rationale: Numbering of this section of the Bylaws was missed in previous versions. As it was not numbered previously, it was situated in the REGIONS Section and it applies to the Section overall.

Changes:

CORPORATE	<u>12. CORPORATE</u>
12. AMENDMENT OF BYLAWS	<u>13. AMENDMENT OF BYLAWS</u>
13. DISSOLUTION	<u>14. DISSOLUTION</u>
14. INDEMNIFICATION	<u>15. INDEMNIFICATION</u>