



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 2020 Annual General Meeting in accordance with Article 13 of the Bylaws.

Please note that as per Article 13, 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, 2020) 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 13, Skate Canada: Alberta-NWT/Nunavut members have until 52 days prior to the Annual General Meeting (March 11, 2020) 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 11, 2020 will be circulated to the Membership no later than 21 days prior to the meeting (April 11, 2020).

February 25, 2020

Lisa Hardy
Executive Director



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

Recommended Bylaw Amendment 1 of 9

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 2, 2020 and filed by Corporate Registry.

Recommended change: Skate Canada: Alberta – NWT/Nunavut Bylaw, Definitions Article 1.1(h) Housekeeping change by adding the word “Region” to provide additional clarity to the Coach Representatives referred to in the Bylaws

Rationale: Housekeeping change the addition of the word Region to add clarity to the Coach Representatives referred to in the Bylaws.

Recommended amendment:

ARTICLE 1: DEFINITIONS

1.1h) Region Coach Representatives – Registered Professional Coaches in Good Standing who are registered as being a resident within the Section and who have been elected by Registered Professional Coaches in Good Standing within the Section in accordance with these Bylaws;

Recommended Bylaw Amendment 2 of 9

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 2, 2020 and filed by Corporate Registry.

Recommended change: Skate Canada: Alberta – NWT/Nunavut Bylaw, Definitions Article 1.1(s) To remove definition of Proxy Holder

Rationale: Electronic voting will be implemented at the 2021 ACGM removing the need for Proxies as per the recommended change to Article 5.5 to remove Proxies. The Definition of Proxy Holder will no longer be needed upon approval of Bylaw Amendment 5, Article 5.5.



Recommended amendment:

ARTICLE 1: DEFINITIONS

1.1s) ~~Proxy Holder~~ – ~~the appointed delegate of any voting member in attendance at an Annual General Meeting or Special Meeting and who exercises voting rights on behalf of the voting member;~~

Recommended Bylaw Amendment 3 of 9

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 2, 2020 and filed by Corporate Registry.

Recommended change: Skate Canada: Alberta – NWT/Nunavut Bylaw, Article 2.4 Annual Reporting. To eliminate the requirement to provide an annual report on Section activities, copy of the financial statement, and auditor report to Skate Canada

Rationale: There is no longer a requirement to provide the annual documentation to Skate Canada however the Section wants to ensure the documents are still prepared annually and available upon request.

Recommended amendment:

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

2.4 Annual Reporting

The Section will annually ~~provide~~ prepare a report on its activities and copy of its financial statements, accompanied by the report of the auditor. ~~thereon to Skate Canada.~~

Recommended Bylaw Amendment 4 of 9

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 2, 2020 and filed by Corporate Registry.

Recommended change: Skate Canada: Alberta – NWT/Nunavut Bylaw, Article 3.1.2. Housekeeping change to add clarity to the statement by adding the word Region and updating the terminology to properly reflect coaches eligible to vote.

Rationale: To update the terminology and provide clarity on the class of Membership being referred to.



Recommended amendment:

ARTICLE 3: MEMBERSHIP

3.1 Classes of Membership

2. Each Region Coach Representative who has registered with Skate Canada, is within this Section, and who has been elected by the ~~Certified~~ Registered Professional Coaches in Good Standing registered within the Section is entitled to receive notice of, attend, and vote at all meetings of members and each Coach Representative voting member shall be entitled to one (1) vote at such meetings.

Recommended Bylaw Amendment 5 of 9

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 2, 2020 and filed by Corporate Registry.

Recommended change: Skate Canada: Alberta – NWT/Nunavut Bylaw, Article 5.3 Proceedings at Meetings, Quorum and 5.5 Proceedings at Meetings, Proxies. 5.3, To reduce the size of Quorum required for the transaction of business at an Annual General or Special Meeting from the current 25% of persons entitled to vote in the Section to 20%. To provide a process for rescheduling the Annual General or Special Meeting in the event Quorum is not met. 5.5, To remove Proxies for the purpose of voting.

Rationale: 5.3, Lower the minimum requirement for quorum to reduce the risk of not achieving the required number for the transaction of business at an Annual General or Special Meeting while still ensuring an appropriate number of members are required to conduct business. Addition of a process to recall the meeting in the event quorum is not met. 5.5, The Electronic Voting process which will be implemented starting at the 2021 AGM will remove the need for proxy voting by providing members who are entitled to vote and are not attending the meeting in person the means to vote remotely.

Recommended amendment:

ARTICLE 5: PROCEEDINGS AT MEETINGS

5.3 Quorum

A quorum for the transaction of business at an Annual General or Special Meeting shall be representation by delegates and proxies from ~~twenty five (25%)~~ twenty (20%) of persons entitled to vote in the Section.

Voting shall be by a show of hands, by ballot, or electronic ballot at the discretion of the Chair. A vote by ballot shall be taken if so requested by a delegate or voting member. The name of a delegate or voting member will be

communicated to the Section in writing prior to the meeting of Members. Delegate or voting member names are also accepted in person just prior to the start of the Annual General Meeting or Special Meeting.

In the event that quorum is not present, the meeting will be cancelled and rescheduled as an electronic online meeting within 30 days of the originally scheduled Annual General or Special Meeting date. If a quorum is not present within one-half (1/2) hour after the set time of the rescheduled meeting, then those eligible voting members present will constitute quorum.

5.5 Proxies

- e) ~~Members who are entitled to vote and are not attending the meeting may give proxies to delegates entitled to carry proxies for the purpose of voting. No person may carry more than five (5) voting member proxies.~~
- f) ~~Proxies shall be in such form as the Board prescribes and shall be handed to the Chair of the Nominating Committee or their designate prior to the start of the meeting.~~

No member may vote by proxy.

Recommended Bylaw Amendment 6 of 9

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 2, 2020 and filed by Corporate Registry.

Recommended change: Skate Canada: Alberta – NWT/Nunavut Bylaw, Article 6.4 Directors' Terms. Rephrasing of 6.4 to provide clarity on Directors Terms and to insert a maximum of 6 years (with the exception of the Chair as stated in 6.4(c)), that any Director may continuously serve on the Board.

Rationale: Rephrasing of Article 6.4 is required to provide clarity on Directors Terms. With the exception of the Chair as stated in 6.4(c) limiting the number of years any one Director may serve on the Board to six (6) allows for a healthy Board turnover, and fresh perspectives while still providing continuity in the organization. As per Article 6.4(b) after a period of one (1) year from the Annual General Meeting in which their term limit was reached the individual would again be eligible for nomination to a vacant position on the Board.

Recommended amendment:

ARTICLE 6: BOARD OF DIRECTORS

6.4 Directors' Terms

- a) The Chair and all Elected Directors shall hold office for two (2) years and shall hold office until their successor has been duly elected in accordance with the Bylaws, unless the Chair or Director resigns, is removed from, or vacates the office. ~~The Chair and elected Directors may not serve more than three consecutive terms.~~
- b) A 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.
- c) An Elected Director is eligible for nomination as Chair at any time including immediately following the services of their three (3) consecutive terms as elected Director. A Director who has served three (3) consecutive terms may serve only one two (2) year term as Chair.
- 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.~~
- d) The Chair and Directors may not serve more than three consecutive terms with the exception of clause 6.4 (c)
- e) An individual who has served as an Appointed Director for two (2) years or more and who subsequently seeks election as an Elected Director shall count the terms served as an Appointed Director as part of the three (3) allowable consecutive terms.

Recommended Bylaw Amendment 7 of 9

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 2, 2020 and filed by Corporate Registry.

Recommended change: Skate Canada: Alberta – NWT/Nunavut Bylaw, Article 6.5a) Board of Directors, Elections. Housekeeping change to correct the terminology and provide clarity on Coaching Members eligible to vote for the Director Coach.

Rationale: To provide consistency in the terminology used through-out the document referring to Coaching Members.

Recommended amendment:

ARTICLE 6: BOARD OF DIRECTORS

6.5 Elections

The election of the Board Directors shall take place in two (2) parts:

- a) the Director Coach shall be elected in even numbered years, by and amongst the Registered Professional Coaching Members in Good Standing within the Section, by electronic ballot as determined by the Chair of the Nominating Committee, prior to the Annual General Meeting; and

Recommended Bylaw Amendment 8 of 9

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 2, 2020 and filed by Corporate Registry.

Recommended change: Skate Canada: Alberta – NWT/Nunavut Bylaw, Article 6.7 Board of Directors, Vacancies. Housekeeping change to rephrase the statement to add clarity on how a vacancy will be filled on the Board.

Rationale: The current use of the word “appoint” in 6.7 has potential to create confusion in Article 6.4(e) where it refers to Appointed Directors.

Recommended amendment:

ARTICLE 6: BOARD OF DIRECTORS

6.7 Vacancies

Where the position of a Director, including the Chair, becomes vacant for whatever reason before the term is complete, the remaining members of the Board may ~~appoint~~ fill the vacancy with a qualified person ~~to fill the vacancy~~ until the completion of the term.

Recommended Bylaw Amendment 9 of 9

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 2, 2020 and filed by Corporate Registry.

Recommended change: Skate Canada: Alberta – NWT/Nunavut Bylaw, Article 10.4 Finance. To expand the statement to include sending the audited financial statement to any appropriate organization as may be required to be compliant.

Rationale: Change in wording to include “appropriate organization” would then include government agencies, and funding bodies that require the audited financial statement annually to remain compliant.



Recommended amendment:

ARTICLE 10: FINANCE

- 10.4 The Section books and financial affairs shall be audited annually by an independent professional accountant. Audited financial statements covering all funds received and administered shall be prepared annually and presented at the Annual General Meeting. Annual audited financial statements shall be sent to any appropriate organization as required and in compliance with their submission deadlines ~~Skate Canada, not later than 120 days after the end of the financial year and shall be available to all members.~~