



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 2021 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 14, 2021) 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 24, 2021) 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 24, 2021 will be circulated to the Membership no later than 21 days prior to the meeting (April 24, 2021).

March 10, 2021

Lisa Hardy
Executive Director



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

Recommended Bylaw Amendment 1 of 10

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 15, 2021 and filed by Corporate Registry.

Recommended change: Article 1.1(f) regarding definition of “Chair” is updated

Rationale: Housekeeping change with the addition as presented below to add clarity to the position of Chair referred to in the Bylaws.

Recommended amendment:

ARTICLE 1: DEFINITIONS

1.1f) Chair – the person elected to the office of Chair of the Board of Directors;



Recommended Bylaw Amendment 2 of 10

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 15, 2021 and filed by Corporate Registry.

Recommended change: Article 1.1(h) Housekeeping changes as presented below

Rationale: Replacing “Registered Professional Coaches in Good Standing” with “Skate Canada Coaches” will reflect current terminology and definitions used by Skate Canada

Recommended amendment:

ARTICLE 1: DEFINITIONS

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



Recommended Bylaw Amendment 3 of 10

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 15, 2021 and filed by Corporate Registry.

Recommended change: Article 1.1t) Housekeeping change to the definition of a “Registered Professional Coach in Good Standing” as presented below and the re-numbering of definitions as required

Rationale: To revise the Skate Canada: Alberta-NWT/Nunavut “Registered Professional Coach in Good Standing” definition to align with terminology currently utilized by Skate Canada in their bylaws

Recommended amendment:

ARTICLE 1: DEFINITIONS

1.1 ~~u) t)~~ Registrant - includes (i) an individual who is registered by a Club or Skating School with Skate Canada and who is subject to all rules, regulations and policies of Skate Canada but who is not a member; and (ii) an individual who is engaged in any activity provided, sponsored, supported, sanctioned or recognized by Skate Canada and registered directly with Skate Canada but who is not a member;

1.1 ~~v) u)~~ Skate Canada - *Skate Canada - Patinage Canada*, a corporation incorporated or continued under the laws of Canada under corporation number 346446;

1.1 ~~t) v)~~ Registered Professional Coach in Good Standing Skate Canada Coach - a skating expert with the required National Coaching Certification Program qualifications to provide a remunerated service at Skate Canada sanctioned clubs and skating schools, both on and off ice. These individuals shall have registered, provided full payment and have met all professional coach registration requirements as set annually by Skate Canada



Recommended Bylaw Amendment 4 of 10

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 15, 2021 and filed by Corporate Registry.

Recommended change: Article 1.1 z)(iii) The means to vote for a Special Resolution is amended in the definitions as presented below

Rationale: To provide the means to vote on a Special Resolution electronically. Proxy Voting was removed in the approved bylaw amendments during the 2020 Annual General Meeting. Removing the means of proxy as presented below is a housekeeping change to reflect the 2020 bylaw amendments.

Recommended amendment:

ARTICLE 1: DEFINITIONS

1.1 z) Special Resolution

- (i) a resolution passed at an Annual General Meeting or Special Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given; and
- (ii) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by ~~proxy~~ electronic means ; or
- (iii) A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.



Recommended Bylaw Amendment 5 of 10

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 15, 2021 and filed by Corporate Registry.

Recommended change: Article 3.1 Housekeeping Change as presented below

Rationale: Replacing “Registered Professional Coaches in Good Standing” with “Skate Canada Coaches” will reflect current terminology and definitions used by Skate Canada

Recommended amendment:

ARTICLE 3: MEMBERSHIP

3.1 Classes of Membership

1. Each Club and Skating School that is a Member in Good Standing with a registered address within the Section is entitled to receive notice of, attend, and vote at all meetings of members and each Club and Skating School voting member shall be entitled to one (1) vote at such meetings.
2. Each Region Coach Representative who has registered with Skate Canada, is within this Section, and who has been elected by the ~~Registered Professional Coaches in Good Standing~~ Skate Canada Coaches 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.
3. Each Board Director holding office in accordance with these Bylaws is entitled to receive notice of, attend, and vote at all meetings of members and each Board Director voting member shall be entitled to one (1) vote at such meetings.



Recommended Bylaw Amendment 6 of 10

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 15, 2021 and filed by Corporate Registry.

Recommended change: Article 4.2 Annual General Meetings is amended as presented below

Rationale: Article 4.2 is amended to provide flexibility for how and when the Annual General Meeting will be held while continuing to maintain accountability to the membership.

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 ~~May 31~~ June 30 of each year. The ~~place~~ date shall be determined by the Board and announced at the preceding Annual General Meeting or no later than 120 days prior to the selected Annual General Meeting date.



Recommended Bylaw Amendment 7 of 10

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 15, 2021 and filed by Corporate Registry.

Recommended change: Article 4.5 Contents of Notice is amended as presented below.

Rationale: Article 4.5 is amended to accommodate both in person and virtually held Members' Meetings

Recommended amendment:

ARTICLE 4: MEETINGS OF MEMBERS

4.5 Contents of Notice

Notice of a Members' Meeting will specify the place, the delivery format, the location (if applicable), the day and the hour of the meeting, a summary of the business to come before the meeting, and the slate of nominations for election.



Recommended Bylaw Amendment 8 of 10

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 15, 2021 and filed by Corporate Registry.

Recommended change: Article 5.3 Quorum is amended as presented below.

Rationale: Housekeeping changes to provide better clarity to Article 5.3 Quorum

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 by representation ~~by~~ delegates from twenty percent (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.

Recommended Bylaw Amendment 9 of 10

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 15, 2021 and filed by Corporate Registry.

Recommended change: Article 6: Board of Directors: 6.1 Composition of the Board, 6.2 Eligibility of Directors, 6.3 Nominations and 6.5 Elections: Housekeeping changes as presented below.

Rationale: Housekeeping changes are required Articles 6.1, 6.2, 6.3 and 6.5 for consistent terminology and definitions through-out the Bylaws. Revisions reflect prior proposed amendments related to changes from “Registered Coaches in Good Standing” to “Skate Canada Coaches”, proper reference to the “Nominating Sub-Committee” and the additional numbering to Article 6.2 Eligibility of Directors

Recommended amendment:

ARTICLE 6: BOARD OF DIRECTORS

6.1 Composition of the Board

The Board will be composed of a minimum of nine (9) Directors, to a maximum of eleven (11) Directors, as follows:

- a) Chair - elected in odd numbered years by the Members at the Section Annual General Meeting;
- b) Director Regions - elected in even numbered years by the Members at the Section Annual General Meeting;
- c) Six (6) Directors - elected by the Members at the Section Annual General Meeting; elected Directors are numbered 1 to 6, excluding the Chair, Director Regions and Director Coaching. Directors numbered 2, 4 and 6 are elected in even numbered years and Directors numbered 1, 3 and 5 are elected in odd numbered years;
- d) Director Coaching- elected in even numbered years by the ~~Registered Professional Coaches in Good Standing~~ Skate Canada Coaches within the Section; to be elected by and amongst the coaching members in good standing within the designated area of the Section by electronic ballot as determined by the Chair of the Nominating Sub-Committee, prior to the Annual General Meeting. The elected Director will be announced at the Annual General Meeting.

Up to two (2) Directors may be appointed by the Board as follows:

The Board may appoint a maximum of two (2) Directors, who shall hold office for a term expiring not later than the close of the next Annual General Meeting.

The Board may not appoint the same individual as an Appointed Director for more than two (2) consecutive terms.

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.

6.2 Eligibility of Directors

6.2.1. To be eligible to be elected to serve as Chair or as a Director, a person must

- a) be 18 years of age or older,
- b) be either a Registrant or a Registered Professional Coaches in Good Standing Skate Canada Coach,
- c) be in Good Standing of Skate Canada and the Section,
- d) Candidates for Director Coaching are further restricted to Registered Professional Coaches in Good Standing Skate Canada Coaches; and
- e) Registered Professional Coaches in Good Standing Skate Canada Coaches are not eligible for the Director Regions position.

6.2.2. To be eligible to be appointed to serve as a Director, a person must

- a) be 18 years of age or older and
- b) become a registrant of Skate Canada.

6.2.3. 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.

All Directors of the Board shall serve without remuneration.

6.3 Nominations

- a) Any nominations to fill a vacancy on the Board, submitted with the written consent of the nominee and accompanied by a members' endorsement, shall be submitted in writing or electronic transmission, pursuant to the Section policies twenty-eight (28) days prior to the next scheduled Annual General Meeting, to the Chair of the Nominating Sub-Committee or designate.

- b) Names of valid nominees will be circulated to all Members twenty-one (21) days prior to the next scheduled Annual General Meeting.
- c) Any candidate for Chair who chooses, if eligible, to stand for election as Director Regions and/or Director, is to declare their intent at the time of the nomination deadline.
- d) Any candidate for Director Regions who chooses, if eligible, to stand for election as a Director, is to declare their intent at the time of the nomination deadline.
- 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.
- f) Nominations from the floor will not be accepted.

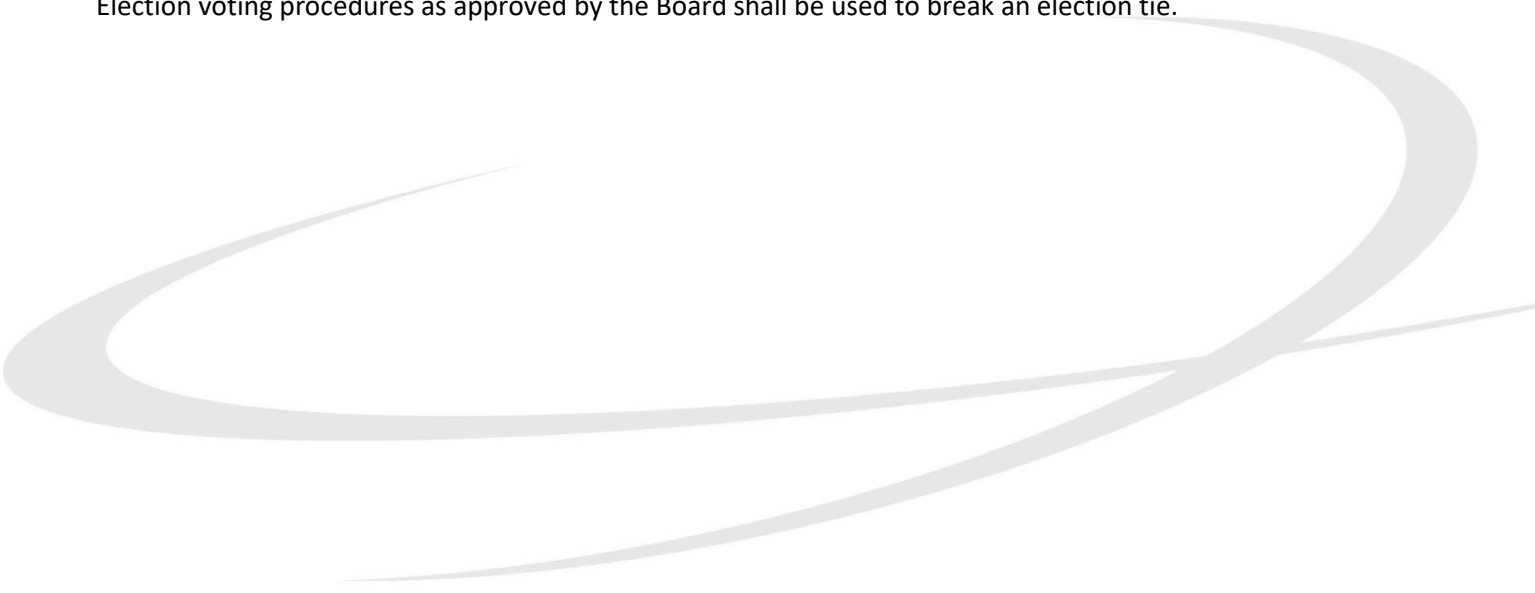
6.5 Elections

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

- a) the Director Coaching shall be elected in even numbered years, by and amongst the ~~Registered Professional Coaching Members in Good Standing~~ Skate Canada Coaches Skate Canada Coaches within the Section, by electronic ballot as determined by the Chair of the Nominating Sub-Committee, prior to the Annual General Meeting; and
- b) elections shall be held at the Annual General Meeting in the following order: Chair, Director Regions, and Directors.

To ensure that the Chair and Elected Directors are elected by a simple majority, a voting procedure as approved by the Board shall be conducted.

Election voting procedures as approved by the Board shall be used to break an election tie.





Recommended Bylaw Amendment 10 of 10

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

Effective date: Upon approval at the Skate Canada: Alberta – NWT/Nunavut AGM, May 15, 2021 and filed by Corporate Registry.

Recommended change: Article 15.1.1 Indemnification is amended as presented below.

Rationale: Language in Article 15.1.1 is revised to be more inclusive

Recommended amendment:

ARTICLE 15: INDEMNIFICATION

- 15.1.1** Skate Canada: Alberta - Northwest Territories/Nunavut will indemnify and hold harmless out of the funds of the Section each Board Director, ~~his or her~~ their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Board Director.
- 15.1.2** Skate Canada: Alberta - Northwest Territories/Nunavut will not indemnify a Board Director or any other person for acts of fraud, dishonesty or bad faith.