

SKATE CANADA: ALBERTA - NORTHWEST TERRITORIES/NUNAVUT

ASSOCIATION BYLAWS

Filed July 25, 2023

1. DEFINITIONS

1.1 Definitions

The name of this Society shall be Skate Canada: Alberta - Northwest Territories/Nunavut Association hereafter referred to as Skate Canada: Alberta - NWT/Nunavut or the Section.

In these Bylaws, unless otherwise indicated, the following words and phrases are defined here.

- a) **Annual General Meeting** - the Annual General Meeting of members and will be presented at that meeting a financial statement setting out its income, disbursement, assets and liabilities, audited and signed by the Section's Auditor;
- b) **Appointed Director** - a Director appointed by the Board by way of Ordinary Resolution;
- c) **Auditor** - a Certified Professional Accountant appointed by the members at the Annual General Meeting to audit and/or review the books, accounts and records of the Section for a report presented to the Members at the next Annual General Meeting in accordance with the Societies Act;
- d) **Board** - the Board of Directors of Skate Canada: Alberta - NWT/Nunavut;
- e) **Bylaws** - these Bylaws as filed with Alberta Corporate Registry;
- f) **Chair** - the ~~person elected to the office of~~ Chair of the Board of Directors;
- g) **Club** - a non-profit organization that is operating for the general purpose of providing Skate Canada skating programs and is managed by a volunteer board of directors;
- h) **Days** – days including weekends and holidays;
- i) **Delegate** – an assigned representative of a Club or Skating School entitled to vote at Annual General Meetings and Special Meetings;
- j) **Director** – an individual elected or appointed to serve on the Board ~~including the Chair~~;
- k) **Elected Director** – any Director duly elected by the Members;
- l) **Good Standing** – a person who has paid all dues outstanding to Skate Canada, the Section, a Club, or a Skating School (as applicable), 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;
- m) **Independent Director** – A Director who has no fiduciary obligation to any body for skating at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participating in the sport of skating does not alone cause a Director not to be an Independent Director). For greater clarity, serving as a Section official or Skate Canada Coach does not automatically disqualify a Director from being an Independent Director.

- n) **Member** – each entity or individual that meets the requirements of any of the three Member classes as defined;
- o) **Membership Year** – the term of each Member’s Membership is from September 1 of the year in which Membership is granted in accordance with Skate Canada Bylaws, until August 31 of the following year and which is subject to renewal in accordance with these Bylaws;
- p) **Officer** – the Chair, Vice-Chair, and such other directors-positions as the Board may determine appoint by Ordinary Resolution;
- q) **Ordinary Resolution** – a resolution passed by a simple majority of the votes cast;
- r) **Organization** – an association, corporation, partnership, or society;
- s) **Region Coach Representatives** – Skate Canada Coaches who are registered as being a resident within the Section and who have been elected by Skate Canada Coaches within the Section in accordance with these Bylaws;
- t) **Regions** – Skate Canada: Alberta – NWT/Nunavut is divided into the following geographic divisions of Alberta, Northwest Territories and Nunavut:
- (i) Calgary Region;
 - (ii) Central Region;
 - (iii) Edmonton Region;
 - (iv) Northeast Region;
 - (v) Northwest Region;
 - (vi) Northwest Territories Region;
 - (vii) Nunavut Region;
 - (viii) Peace Region; and
 - (ix) South Region.
- u) **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;
- v) **Skate Canada** – *Skate Canada – Patinage Canada*, a corporation incorporated or continued under the laws of Canada under corporation number 346446;
- w) **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;
- x) **Skating School** – an organization other than a Club that is operating for the general purpose of providing Skate Canada skating programs;
- y) **Section** – Skate Canada: Alberta – Northwest Territories/Nunavut Association;
- z) **Special Meeting** – a meeting of the members which is not the Annual General Meeting; and

aa) **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 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.

bb) **Vice-Chair – The Vice-Chair of the Board of Directors.**

cc) **voting member** - a Region Coach Representative or Board Director who is entitled to one (1) vote at an Annual General Meeting or Special Meeting as prescribed by Clause 3.1 of these Bylaws.

1.2 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. SKATE CANADA: ALBERTA – NORTHWEST TERRITORIES/NUNAVUT SECTION

2.1 **Relationship with Skate Canada**

The Section is affiliated with Skate Canada as one of its sections. Except where required to comply with the *Societies Act*, the Section will strive to comply with the Bylaws and policies of Skate Canada.

2.2 **Definition**

Skate Canada: Alberta – NWT/Nunavut is defined as all Clubs and Skating Schools in Good Standing registered with Skate Canada and within the geographical boundaries of Alberta, Northwest Territories or Nunavut.

2.3 **Role of Section**

As a Section of Skate Canada, the role of the Section is to advance the objectives of Skate Canada in Alberta, Northwest Territories, and Nunavut by

- a) facilitating and promoting Skate Canada programs, policies and procedures;
- b) facilitating effective communication between Skate Canada stakeholders within the Section's geographic boundaries; and
- c) educating and training officials, coaches, and volunteers.

2.4 **Annual Reporting**

The Section will annually prepare a report on its activities and copy of its financial statements, accompanied by the report of the auditor.

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.

3. **MEMBERSHIP**

3.1 **Classes of Membership**

There will be three (3) 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 Delegate 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 Skate Canada Coaches registered within the Section is entitled to receive notice of, attend, and vote at all meetings of members and each Region Coach Representative 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.

3.2 **Dues**

Members will pay to Skate Canada such dues, fees, and assessments, if any, as may be determined by Skate Canada in accordance with its Bylaws. Members will not pay dues to the Section.

3.3 **Standing of Members**

All Members are deemed to be in Good Standing if they are in Good Standing with Skate Canada and the Section.

3.4 **Compliance with Bylaws and Policies**

Every Member will, at all times,

- (a) comply with these Bylaws and the policies of the Section adopted by the Board,
- (b) uphold the purposes and comply with the Bylaws and policies of Skate Canada, and

(c) further and not hinder the purposes and objectives of the Section and of Skate Canada.

3.5 Expulsion of Member

A Membership may be suspended in accordance with Skate Canada's policies and procedures relating to the discipline of Members.

A Registrant may be suspended or expelled from Skate Canada in accordance with Skate Canada's policies and procedures relating to the discipline of Registrants.

3.6 Termination of Membership Classes

Membership in the Section will immediately and automatically be terminated by any of the following:

- a) In the case of a Club or Skating School, on the date such Club or Skating School ceases to be a member of Skate Canada;
- b) In the case of a Coach, on the date such Member ceases to be a Coach Representative of the Section;
- c) In the case of a Director on the Board, on the date such Member ceases to be a Director;
- d) In 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;
- e) Dissolution of the Society;
- f) The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
- g) The Member fails to maintain any of the qualifications or conditions of membership described in section 3.4 of these Bylaws;
- h) Upon the expulsion of the Member; or
- i) Upon the death of the Member or, in the case of a Club or Skating School, dissolution or disbandment.

4. MEETINGS OF MEMBERS

4.1 Members' Meetings

Any Members' Meeting (Annual General Meeting or Special Meetings) may be called by the Board or the Chair.

4.2 Annual General Meetings

The Annual General Meeting of the Section shall be held after April 15 and prior to June 30 of each year. The 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.

4.3 Special Meetings

The Board shall call a Special Meeting in accordance with written requisition of no less than 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.

4.4 Notice of General or Special Meetings

Notice of any Members' Meeting shall be provided to the Members a minimum of twenty-one (21) days prior to the date of the meeting by mail or electronic notice.

4.5 Contents of Notice

Notice of a Members' Meeting will specify 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.

4.6 Omission of Notice

The accidental omission to give notice of a meeting to, or the non-receipt of notice by any Member entitled to receive notice, does not invalidate proceedings at that meeting.

4.7 Waiver of Notice

Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these Bylaws.

4.8 **New Business**

No other item of business will be included in the notice of the meeting of the Members unless notice in writing by mail or electronic submission of such other item of business has been submitted to the Chair and Executive Director fourteen (14) days prior to the meeting of the Members.

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) Presentation of the financial statements;
- g) Appointment of auditors
- h) 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 Registrant in good standing of Skate Canada and the Section, excluding employees of the Section, and
- c) be affiliated with a club/skating school.

5.3 **Quorum**

A quorum for the transaction of business at an Annual General or Special Meeting shall be by representation 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.

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.

5.4 **Determining a Majority Vote**

- a) Abstaining voters are not counted in determining a majority of votes cast.
- b) A tie vote is defeated.
- c) Except as otherwise provided in the Bylaws, a simple majority of the votes cast by the Delegates and voting members shall determine the motions.
- d) The meeting Chair may vote only once for each question and should the Chair elect to do so, the meeting Chair votes at the same time as the delegates to the meeting.

5.5 **Proxies**

No member may vote by proxy.

5.6 **Persons Entitled to Attend**

- a) 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.
- b) 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.

c) Members, by Ordinary Resolution, may grant observers the right to speak at a Members Meeting.

~~5.7~~ **Alternate Chair**

~~If a person presiding as Chair of a general meeting wishes to step down as Chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, they may preside as Chair.~~

~~5.8~~5.7 **Appointment of Auditor**

An auditor shall be appointed at each Annual General Meeting who shall examine and audit the accounts of the Section in accordance with the Act and provide a Report to be presented at the next Annual General Meeting.

~~5.9~~5.8 **Record of Proceedings**

A complete record of the proceedings of the Annual General Meeting and Special Meetings shall be taken by the Executive Director, or any designate of the Executive Director, and kept at the Section office.

~~5.10~~5.9 **Special Resolutions to be filed with Corporate Registry**

Any Special Resolution passed in accordance with the Bylaws will be filed with Corporate Registry in the appropriate form and will not take effect until such Special Resolution is accepted for filing by Corporate Registry.

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;~~

~~a) _____ Director (Regions), – elected in even numbered years by the Members at the Section Annual General Meeting;~~

~~b) _____ Director (Coaching),~~

~~c) _____ Seven (7) Directors at Large,; and~~

~~d) _____ Additional Directors, if any,~~

~~b) _____ up to a maximum of eleven (11) Directors.~~

~~e) 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 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.~~

~~e) Additional Directors~~

~~The Board may appoint a maximum of two (2) Directors, who shall hold office for a term of one (1) year, expiring not later than the close of the next Annual General Meeting. The Board may not appoint the same individual as an Additional Director for more than one (1) term.~~

~~An individual who has served as an Additional Director for one (1) year and who subsequently seeks election as an Elected Director shall not count the term served as an Additional 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 and have the power under law to contract,

a)b) be a resident of Alberta, the Northwest Territories, or Nunavut,

c) be either a Registrant or a Skate Canada Coach in Good Standing with Skate Canada and the Section, or undertake to become a Registrant or a Skate Canada Coach promptly after their election,

d) not have been declared by a court in Canada or elsewhere of being incapable of managing their own affairs,

e) not be an undischarged bankrupt, and

b)f) not be a paid employee of the Section or Skate Canada.

~~e) be in Good Standing of Skate Canada and the Section,~~

~~d) Candidates for Director Coaching are further restricted to Skate Canada Coaches; and~~

~~e) Skate Canada Coaches are not eligible for the Director Regions position.~~

~~f) Candidates for Director Regions are further restricted to current or former board members of a Skate Canada Club~~

6.2.2. The following further restrictions apply to be elected to serve as Director (Coaching) or Director (Regions): To be eligible to be appointed to serve as a Director, a person must

a) Candidates for Director (Coaching) are further restricted to Skate Canada Coaches,

~~f) b)~~ Skate Canada Coaches are not eligible for the Director (Regions) position, and

c) Candidates for Director (Regions) are further restricted to current or former board members of a Club that is a Member pursuant to these Bylaws.

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.~~

6.3 Remuneration

All Directors ~~of the Board~~ shall serve without remuneration, but may be reimbursed reasonable expenses in accordance with policies approved by the Board.

~~6.3~~6.4 Nominations

a) Any nominations for Director must be submitted in writing or by electronic transmission to the Section or to the Chair of the Nominating Sub-Committee no later than twenty-eight (28) days prior to the Annual General Meeting. Nominations shall include the written consent of the nominee and the endorsement of a Registrant or Skate Canada Coach, and shall otherwise comply with any policies and procedures established by the Nominating Sub-Committee. Any nominations to fill a position 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~~ candidates who meet the eligibility criteria prescribed in Article 6.2, as applicable, will be circulated to all Members no later than 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)c~~ c Any candidate for Director (Regions) who chooses, if eligible, to stand for election as a Director at Large in the event they are not elected to the Director (Regions) position, ~~shall~~ is to declare their intent at the time of the nomination deadline.

~~e)d~~ d 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, if applicable.

~~f)e~~ e Nominations from the floor will not be accepted.

6.46.5 Directors' Terms

~~a)~~ a ~~The Chair and all Elected Directors~~ 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 until the Elected~~ Director resigns, is removed from, or vacates the office.

~~a)b~~ b ~~A Director may not serve more than three (3) consecutive two (2) year terms.~~

~~b)c~~ c ~~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. A Director who has served three (3) consecutive terms may serve again as an Elected Director provided there has been a period of no less than one (1) year since the Annual General Meeting at which their term limit was reached or would have been reached if they had not resigned, been removed from, or vacated the position.~~

~~c)~~ c ~~A Director is eligible for nomination as Chair at any time.~~

~~d)~~ d ~~A Director who has already served three (3) consecutive terms may serve one subsequent two (2) year term in the position of Chair.~~

~~e)~~ e ~~The Chair and Directors may not serve more than three consecutive terms with the exception of clause 6.4 (d)~~

~~f)~~ f ~~An Elected Director cannot hold the position of Chair for more than three (3) consecutive terms.~~

~~g)d~~ d ~~An individual who has served as an Additional Director for one year and who subsequently seeks election as an Elected Director shall not count the terms served as an Additional Director as part of the three (3) allowable consecutive terms.~~

6.56.6 Elections

~~a)~~ a ~~The terms of Elected Directors will be staggered as follows: The election of the Board Directors shall take place in two (2) parts:~~

~~i)~~ i ~~The Director (Coaching) shall be elected in even numbered years, by and amongst the Skate Canada Coaches within the Section, prior to the Annual General Meeting. Election dates and procedure shall be prescribed by the Nominating Sub-Committee;~~

ii) The Director (Regions) and three (3) Directors at Large shall be elected in even numbered years at the Annual General Meeting; and

iii) The other four (4) Directors at Large shall be elected in odd numbered years at the Annual General Meeting.

b) Elections will be held at the Annual General Meeting as required in the following order and will be conducted on separate ballots:

i) Director (Regions)

ii) Directors at Large

~~b)c)~~ Any candidate who runs for but is not elected to the position of Director (Regions) may choose to stand for election as a Director at Large if they have provided notice in accordance with Article 6.4(c).

d) All elections of Elected Directors shall be determined by Ordinary Resolution, in accordance with voting procedures prescribed by the Board.

~~e) — the Director Coaching shall be elected in even numbered years, by and amongst the Skate Canada Coaches within the Section, by electronic ballot as determined by the Chair of the Sub-Nominating Sub-Committee, prior to the Annual General Meeting; and~~

~~d) — 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.~~

6.6.7 Resignation, Vacating and Removal

a) 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.~~

b) The office of Director shall be automatically vacated if the Director:

i) ~~if the Director~~ resigns,

ii) ~~if the Director~~ is expelled or suspended from Skate Canada,

iii) ~~if the Director~~ is found by a court in Canada to be of unsound mind,

iv) ~~if the Director~~ is found guilty of a relevant criminal offense, ~~or~~

v) dies, or

~~iv)vi)~~ becomes bankrupt.

e) ~~on death or permanent disability that prevents carrying out the duties of a Director.~~

c) ~~The Board of Directors, of which notice has been given in the notice calling the meeting,~~ may remove any ~~Director 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~~~~Directors,~~ provided that such Director has been ~~provided~~ given notice of and provided with the opportunity to be present and to be heard at the meeting where such resolution is put to a vote.

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

6.76.8 Vacancies

Where the position of an Elected Director, ~~including the Chair,~~ becomes vacant for whatever reason before ~~the that Director's~~ term is complete, the ~~remaining members of the~~ Board may fill the vacancy with a qualified person who meets the eligibility criteria in Article 6.2 until the completion of the term.

~~A Director serving a partial term vacancy will, upon completion of the partial term, remain eligible to serve three (3) consecutive two-year terms as Elected Director. A Director appointed by the Board to fill a vacancy for less than one (1) year shall remain eligible to serve three (3) consecutive terms as an Elected Director, while a Director appointed by the Board to fill a vacancy for more than one (1) year shall be eligible to serve two consecutive two year terms as an Elected Director.~~

6.86.9 Additional Directors

The Board may appoint a maximum of two (2) Additional Directors who shall hold office for a term of one (1) year, which term shall expire not later than the close of the next Annual General Meeting. The Board may not appoint the same individual as an Additional Director for more than one (1) consecutive term. Additional Directors shall remain eligible to serve three (3) consecutive terms as an Elected Director.

6.96.10 Powers of the Board

Except as otherwise provided in the Bylaws, the Board has the authority to exercise the powers of the Section and may delegate any of the powers, duties, and functions:

- a) the Board will set and monitor the accomplishment of the vision, values, and strategic direction of the Section;
- b) the Board will provide continuity for the Section by ensuring its financial health;
- c) the Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Board;
- d) the Board may develop policies governing the management of the affairs of the Section;

- e) the Board may develop policies that are in line with Skate Canada policies relating to the discipline of Members and Registrants and will have the authority to discipline in accordance with such policies;
- f) the Board may develop policies that are in line with Skate Canada relating to the management of disputes within the Section and all disputes will be dealt with in accordance with such policies; and
- g) the Board may perform any other duties from time to time that may be in the best interests of the Section.

6.106.11 **Meetings of the Board**

- a) The Chair or any five (5) Directors may call a meeting of the Board;
- b) The Board may meet by teleconference or other electronic means that permits each Director to communicate adequately with each other;
- c) At any meeting of the Board, quorum will be 50% plus one of Directors holding office, including the meeting Chair;
- d) Each Director is entitled to one vote. Resolutions shall be by majority vote. Voting shall be by a show of hands, orally or by telephone ballot, at the discretion of the Chair. Votes may be cast by secret ballot if a majority of Directors present at the meeting so request.
- e) The meeting Chair may vote only when the vote would change the result. Therefore, the meeting Chair may vote to break a tie, and thus pass the motion or to create a tie, and thus defeat a motion;
- f) There shall be no voting by proxy at a Board meeting.
- g) Email motions may be conducted at the discretion of the Chair between meetings;
- h) A resolution, duly moved and seconded, may be voted by, email, electronic voting system, or telephone ballot at the discretion of the Chair;
- i) Meetings of the Board will be closed to Members and the public except by invitation of the Chair of the Section;
- j) In the absence of the Chair, the Directors shall appoint a Chair for a meeting from among those Directors present; and
- k) Meeting minutes shall be taken by the Executive Director, or designate, and kept at the Section office.

7. OFFICERS

~~7.1~~ Officers are the Chair, Vice-Chair, elected by the Membership and any other positions Directors appointed by the Board by Ordinary Resolution.

~~7.2~~ The Chair and Vice-Chair must be Independent Directors and must have been elected to their position as Director.

~~7.17.3~~ The Chair shall ensure that the Board functions in accordance with its policies governing its own performance, ensure the execution of decisions made by the Board, sign all documents that require signature, and fulfill all duties inherent in the office of Chair and such other duties as may from time to time to be established by the Board.

~~7.4~~ The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as may from time to time be established by the Board.

~~7.5~~ Appointment of Officers:

~~a)~~ The Officers shall be appointed by the Elected Directors by Ordinary Resolution in accordance with any voting procedures established by the Board. The Board shall appoint the Officers, as applicable, at the first meeting of Directors following the Annual General Meeting.

~~a)b)~~ The Officers shall hold office for either one (1) year or two (2) years depending on the duration remaining in their term as Director in accordance with Article 6.5(a) and Article 7.6, or until the Officer resigns, is removed from, or vacates the office.

~~7.2c)~~ If the office of Chair becomes vacant for whatever reasons, the Vice-Chair shall become Chair and shall serve as Chair until the first meeting of Directors following the next Annual General Meeting. The Board may appoint a replacement for the office of Vice-Chair from amongst the Elected Directors to serve until the first meeting of Directors following the next Annual General Meeting.

~~7.37.6~~ An Elected Director may serve up to a maximum of four (4) consecutive years as Chair.

~~7.4~~ All Officers shall serve without remuneration.

~~7.5~~ The Chair shall ensure that the Board functions in accordance with its policies governing its own performance, ensure the execution of decisions made by the Board, sign all documents that require signature, fulfill all duties inherent to the office of chair and shall have such other powers and duties as may be assigned by the Board.

~~7.6~~ The Board may vest in a Director all powers and authorize such person to perform all duties of the Chair in the latter's absence or inability to act.

~~7.7~~ The Board may remove Any Officer before the expiration of their term of office with a special majority vote of three-quarters (75%) of the Directors, ~~may be removed by a special majority~~

~~vote of three quarters (75%) of the Board of Directors, provided that such Officer has been provided given notice of and provided with the opportunity to be present and to be heard at the meeting where such resolution is put to a vote.~~

7.8 An Officer may be removed by Special Resolution of the Members, provided that the requisite notice has been given in the notice calling the meeting and the Officer has been given notice of and the provided with the opportunity to be heard.

7.9 Any Officer may resign from their office 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. Subject to Article 6.7, the Officer will step down to serve the remainder of their term as a Director. An Officer who has been removed from office is also considered to have been removed from the Director position on the Board.

7.10 Transition provisions:

a) The first appointment of the Officers pursuant to this Article shall be at the first meeting of Directors following the first Annual General Meeting at which these Bylaws (as amended) are in force.

b) Notwithstanding Article 7.4, if the Chair has been directly elected by the Members in 2025 before these Bylaws (as amended) come into force, then the Chair shall remain in the position of Chair until the first meeting of Directors following the first 2026 Annual General Meeting. In this case, the Chair shall be eligible to serve the remainder of her term as a Director at Large and remains eligible to be appointed Chair by the Board in accordance with Article 7. -at which these Bylaws are in force.

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 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.

8.2 Meetings

The members of a committee may meet and adjourn as they think proper. Meetings of the committees will be governed by the rules set out in these Bylaws governing meetings of the Board.

9. CONFLICT OF INTEREST

A Director and or any member of a standing committee who has an interest or who may be perceived as having an interest in a proposed contract or transaction with the Section shall comply with Section policies. They shall disclose fully and promptly the nature and extent of such interest to the Board or committee, shall refrain from voting or speaking in debate on such contract or transaction and shall refrain from influencing the decision on such contract or transaction.

10. FINANCE

- 10.1 The financial year of the Section shall be April 1 to March 31.
- 10.2 The banking business of the Section shall be conducted at such financial institutions as the Board may designate from time to time by Ordinary Resolution.
- 10.3 All financial transactions shall be by cheque or other authorized payment process with the exception of a petty cash fund, the sum to be determined by the Board of Directors. All cheques shall be signed by the Executive Director and one Board of Director member or two Board of Director members, as approved by the Board of Directors.
- 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.
- 10.5 Auditors for the financial statement and accounts shall be recommended by the Board of Directors and approved at the Annual General Meeting.
- 10.6 The Board of Directors may, without authorization by the Members, borrow, raise, or secure the payment of money in such manner as they think fit, and in particular but without limitation, the Board of Directors may from time to time borrow money on the credit of the Section.
- 10.7 All Directors and members of committees will serve without remuneration and will not directly or indirectly receive any profit from their respective positions, provided that such Directors or members of committees may be paid reasonable expenses incurred in the performance of their respective duties.

11. REGIONS

11.1 Division of Regions

For the purpose of management and control, the Section shall be divided into Regions. The Regions shall be as follows:

- a) Calgary Region;
- b) Central Region;
- c) Edmonton Region;
- d) Northeast Region;
- e) Northwest Region;
- f) Northwest Territories Region;
- g) Nunavut Region;
- h) Peace Region; and
- i) South Region.

11.2 Management of Regions

The affairs of each Region consisting of two (2) or more clubs shall be managed by a Region Committee elected at a Region Annual General Meeting of the clubs within each Region, which meetings shall be held prior to the Annual General Meeting of the Section. In Regions consisting of one (1) club, the Regions Committee Lead or designate will manage the affairs of the Region. Regions will govern in accordance with Section policies.

12. CORPORATE

The business and affairs of the Section shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Section will be used in promoting its purposes. The registered office of the Section shall be located in Alberta at such address as the Board may determine.

- 12.1 The Society will have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board and will be kept in the custody of the Section office.
- 12.2 The necessary books and records of the Section required by the Bylaws or by applicable law shall be necessarily and properly kept. Minutes from meetings of the Board and records of the Section shall be available to the Directors of the Board and each Director shall receive a copy of such minutes. All other books and records shall be available for viewing at the registered office of the Section in accordance with the Societies Act.
- 12.3 Members of the Section may examine the financial records and books or member minutes of the Section, by providing a written request to the Executive Director and providing one week's notice.

13. AMENDMENT OF BYLAWS

- 13.1 The Bylaws may be proposed, amended, or repealed by the Board of Directors at a meeting of the Board. The Directors shall submit the Bylaw proposal, amendment, or repeal to the Members at the next Annual General Meeting or Special Meeting.
- 13.2 Any Member of the Section may submit proposed bylaw proposals, amendments, or repeals in writing to the Executive Director a minimum of ninety (90) days in advance of the Annual General Meeting at which they are to be considered. The proposals, amendments, or repeals shall be sent to each Member and Director sixty (60) days prior to the date of the Annual General Meeting. Each Member and Director shall have until Fifty-two (52) days prior to the date of the Annual General Meeting to respond, via written submission to the Executive Director. The Executive Director shall notify each Member and Director of any responses twenty-one (21) days prior to the said AGM. The Board of Directors may modify these deadlines by Ordinary Resolution and will provide notice of the revised deadlines to the Members prior to the deadlines specified in these Bylaws.
- 13.3 Proposed amendments shall be distributed with the notice of meeting of the Annual General Meeting or Special Meeting.
- 13.4 All proposed amendments must be reviewed by the Section Board of Directors before presentation at any Annual General Meeting or Special Meeting.
- 13.5 Amendments to the Section Bylaws may be amended or repealed at any Annual General Meeting or Special Meeting provided that such amendments have been specified in the notice of the meeting provided a minimum of twenty-one (21) days prior to the date of the meeting. To enact any amendment, 75% of Members present must vote in favor of the Special Resolution.

14. DISSOLUTION

- 14.1 Upon dissolution of Skate Canada: Alberta - Northwest Territories/Nunavut, any funds or assets remaining after paying all debts shall be donated to a like institution, society, or association identified by the Board of Directors.

15. INDEMNIFICATION

- 15.1 Skate Canada: Alberta - Northwest Territories/Nunavut will indemnify and hold harmless out of the funds of the Section each Board Director, 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.
- 15.2 Skate Canada: Alberta - Northwest Territories/Nunavut will not indemnify a Board Director or any other person for acts of fraud, dishonesty or bad faith.

These Bylaws were ratified by a Special Resolution vote of the Members of the Society at a meeting of Members duly called and held on June 11, 2022

In ratifying these Bylaws, the Members of the Society repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.