



CHARTER
AND
GENERAL BY-LAWS

NAME OF CLUB: Deux-Rives Skating Club_____

DATE OF CONSTITUTION: September 24th, 1971_____

SKATE CANADA NUMBER: 1000557_____

CHARTER

<u>Deux-Rives Skating Club</u>	<u>1000557</u>
Name of Club	No. of Club
<u>September 24th, 1971</u>	<u>February 2nd, 2010</u>
Date of Incorporation	Date of Charter Review

1 – GENERAL PROVISIONS

- 1.1 **Corporate name:** The Club is known under the name Deux-Rives Skating Club (hereafter called the "Club").
- 1.2 **Head office:** The Club's head office is located in the municipality of Pierrefonds or any other location designated by the Board of Directors.
- 1.3 **Goals and objectives:** The goals and objectives of the Club are:
- 1.3.1 to encourage the teaching and practice of all aspects of figure skating among its members and to ensure their positive development, in full compliance with the rules, policies and procedures set forth by Skate Canada;
 - 1.3.2 to ensure that the Club's affairs are administered and managed by qualified individuals who are duly registered associate members of Skate Canada;
 - 1.3.3 to maintain the eligibility status of its members. The Club must therefore not intentionally behave or take any action, or fail to behave or take any action, which, as a result, would compromise the eligibility status of any of its members;
 - 1.3.4 to apply Skate Canada programs exclusively;
 - 1.3.5 to only allow skating coaches accredited by Skate Canada to provide coaching services within the Club.
- 1.4 **Affiliations:** The Club is a not-for-profit organization member of Skate Canada and of the Fédération de patinage artistique du Québec. In addition, the Club is part of the Lac St. Louis Regional Skating Association. The Club is administered and managed by a Board of Directors whose members are volunteers, and whose mission is to offer Skate Canada skating programs.

- 1.5 **Precedence of rules and statutes of Québec:** The Club must comply with applicable rules set forth by Skate Canada and the Fédération de patinage artistique du Québec. In the event that any incompatibility should arise, the official rules of Skate Canada shall have precedence over any other incompatible rule. It is nonetheless understood that any provincial statute governing the Club shall have precedence over any incompatible rule, including any Skate Canada rule.

BY-LAWS

2 – MEMBERSHIP

- 2.1 **Eligibility:** Any person may become a member of the Club without discrimination with regard to age, gender, ethnic origin, and may not be excluded on the basis of any other grounds prohibited by law. However, the Club reserves the right to reject the membership application of any person who, in the past, has been convicted of an offence under the *Criminal Code* and who has not been granted a pardon, as well as any person who does not meet Skate Canada harassment criteria.
- 2.2 **Applicable rules:** The Board of Directors can adopt any rule with a view to ensuring proper operation of Club activities. All members are required to abide by Club rules, as adopted, as well as those of Skate Canada and the Fédération de Patinage Artistique du Québec.
- 2.3 **Membership categories:** Membership categories are as follows:
- a) **Active members:** This membership category includes eligible skaters who participate in a Club skating program, who have paid the Club fees and who are associate members of Skate Canada. Every member in this category aged 18 and over has the right to vote on the affairs of the Club.
 - b) **Non-skating active members:** This membership category includes non-skating members (officers, committee members and Club officials), but who have paid the fees and who are associate members of Skate Canada. Every member in this category aged 18 and over has the right to vote on the affairs of the Club.
 - c) **Special members:** This membership category includes the parents or guardians of active Club members who are not of legal age (18 years). Only one parent or guardian may act as the child's spokesperson and have the right to vote on the affairs of the Club.
 - d) **Partial members:** This membership category includes eligible skaters who are associate members of Skate Canada in another home club, and who have paid Club fees at a reduced rate. Members in this category do not have the right to vote on the affairs of the Club.
 - e) **Honorary members:** This membership category includes members who have been nominated and granted honorary member status by the Board of Directors. Honorary members are exempted from Club fees. Members in this category do not have the right to vote on the affairs of the Club, and may not sit on the Board of Directors.
- 2.4 **Membership registration and formalities:** In order to be recognized as a member in good standing and be entitled to all vested privileges, each member must pay annual Club fees, as determined periodically by the Board of Directors. Members who have not paid Club fees by the

deadline set by the Board shall no longer be recognized as members of the Club and shall forfeit all membership rights and privileges.

- 2.5 **Remittance of fees:** From the annual fees received from its members, the Club shall remit all fees required by Skate Canada, as determined periodically by Skate Canada, as well as those required by the Fédération de patinage artistique du Québec.
- 2.6 **Membership year:** Membership is in effect as of the first day of the Skate Canada season, that is, September 1 of each year, or as of the date of payment of Club fees, whichever comes later, and ends on the last day of Skate Canada membership, which is on August 31.
- 2.7 **Membership withdrawal:** Voluntary membership withdrawal from the Club by a member does not release said member from any annual fees owed, including Club fees covering the current membership year.
- 2.8 **Suspension or expulsion of a member:** The Board of Directors may, by way of a resolution, suspend or expel any member for failure to pay annual Club fees, violation of applicable by-laws or for engaging in harmful or unacceptable behaviour.

Before suspending a member, the Board of Directors is required to send the member in question, by registered mail, a summary notice of the alleged violation, including the date, time and location of the hearing and provide said member with an opportunity to submit explanations either in writing or verbally, depending on the case, in a manner and form to be agreed upon between the Board of Directors and the member in question.

In the event that a suspension or expulsion is rendered, the Board of Directors is under no obligation to reimburse Club fees for the current year.

3 – GENERAL MEETING

3.1 **Composition:** The General Meeting is composed of all Club members in good standing, as stated in By-Law 2.3.

3.2 **Annual General Meeting:** The Annual General Meeting of the members shall be held within 90 days following the end of the Club's fiscal year, at a date and location determined by the Board of Directors.

3.3 **Special Meeting:** A Special Meeting of the members may be called by the Club Secretary or upon request by the Board of Directors.

A Special Meeting of the members shall be called by the Board of Directors upon requisition, in writing, signed by at least 10% of members. Such a requisition shall express the purpose and object of the meeting. If the Board of Directors has not called a Special Meeting within 21 days of the requisition, all members, whether signatory to the requisition or not, representing at least 10% of voting rights may then call and hold the Special Meeting. In such cases, any resolution duly adopted during this Special Meeting shall be in effect upon approval, or at any other date as determined by resolution, and is binding to the Club's Board of Directors.

3.4 **Notice of meeting:** A notice of meeting for all meetings shall be sent by email or mail addressed to all eligible members, at the last known address, at least 10 days before the date of the meeting. It must also be posted publicly at a highly visible location in the arena. A notice of nominations is enclosed in the notice for the Annual General Meeting.

3.5 **Quorum:** The members present in person shall constitute a quorum for all meetings of the members.

3.6 **Voting rights of members:** Voting rights at all Annual or Special Meetings are exclusive to active members and non-skating active members aged 18 and over who are present at the meeting. Voting rights are also extended to the coaches' representative and special members with voting rights for a child of minor age. In the case of special members, voting rights are limited to one vote per family.

Voting is counted by a show of hands, unless two or more members request a secret vote. Officers are elected by secret ballot. All matters submitted at a meeting of the members shall be decided on the basis of a simple majority (50% + 1) of votes.

3.7 **Order of business at Annual General Meetings:** The order of business at Annual General Meetings shall include the following:

- Opening of the meeting
- Adoption of the order of business
- Adoption of the minutes of the previous general meeting
- Presentation of the financial statements
- Presentation of reports
- Ratification of additions or amendments to by-laws
- Nomination of an external auditor (if required by members)
- Election of officers
- New business
- Adjournment.

3.8 **Order of business at Special Meetings:** Only the business that was requisitioned and published in the notice of meeting shall be considered at the Special Meeting.

4 – BOARD OF DIRECTORS

- 4.1 **Powers:** The Board manages the affairs of the Club and shall exercise all of the powers thereof. Officers shall, in the exercise of their duties, abide by obligations pursuant to statutes, letters patent and by-laws, and act within the limitations of the powers conferred to them. They must exercise caution, diligence, care, honesty and loyalty, and act in the best interest of the Club. In addition, they must refrain from entering into situations of conflict between their own personal interests and those of the Club.
- 4.2 **Eligibility:** With the exception of the coaches' representative, only members in good standing of the Club registered as associate members of Skate Canada are eligible to be officers of the Club. To be eligible, a member must be of legal age, not be placed under tutorship or curatorship, and may not be insolvent or bankrupt.
- 4.3 **Composition of the Board:** The Board of Directors is composed of maximum 14 members: a President, three Vice presidents, a Secretary, a Treasurer, maximum of 8 Director(s) and one Coaches' Representative.
- 4.4 **Term of office:** The term of office for an officer is two years, except for the coaches' representative, who shall serve a one-year term.

All officers shall remain in office until a successor is elected at the Annual General Meeting.

- 4.5 **Elections:** With the exception of the coaches' representative, who is elected by peers, members of the Board of Directors shall be elected alternately by members each year at the Annual General Meeting, from the submitted list of candidates.

In the event that there should be no more candidates than positions to elect, submitted candidates shall be elected by acclamation.

- 4.6 **Remuneration:** Members of the Board of Directors shall receive no remuneration. However, they are entitled to reimbursement of reasonable and justified expenses incurred in the exercise of their duties, subject to approval by the Board of Directors.

- 4.7 **Vacant positions:** A position is said to be vacant where an officer, in the course of his or her mandate:

4.7.1 has indicated, in writing, his or her intention to resign from the Board of Directors;

4.7.2 has lost his or her eligibility status or is no longer eligible to exercise the duties of an officer pursuant to By-Law 4.2; or

4.7.3 has failed to attend two consecutive and duly called meetings of the Board of Directors.

All officers whose positions have been deemed vacant may be replaced by resolution from the Board of Directors. The replacement only remains in office for the remaining duration of his or her predecessor's term.

In the event of a vacancy, officers may exercise their duties on the condition that there be a quorum.

4.8 **Dismissal of an officer:** Only members, with a 2/3 majority vote, shall dismiss an officer at a Special Meeting duly called for that purpose.

4.9 **Frequency of meetings:** The Board of Directors shall meet as often as deemed necessary, upon request by the President or two members of the Board of Directors.

4.10 **Notice of meeting, location and time frame:** A notice of meeting shall be sent by regular mail, telephone, fax or email, at least 7 days before the meeting. The notice shall also specify the time and location of the meeting. In the event that all officers are present, or with the consent of absent officers, the meeting may be held without a prior notice of meeting.

4.11 **Quorum:** The quorum for each meeting is set at a simple majority (50% + 1) of the officers. A quorum is required for the entire duration of the meetings.

4.12 **Votes:** All matters raised at a meeting of the Board of Directors shall be decided upon with a simple majority (50% + 1) of votes.

4.13 **Duties:** Job descriptions for positions on the Board of Directors are as follows:

4.13.1 **President:** The President is the first Director of the Club, and exercises his or her authority under the governance of the Board of Directors. The President is the Club's official spokesperson; presides over meetings of the members and of the Board of Directors; oversees the achievement of Club goals; ensures execution of decisions made by the Board of Directors; signs all documents that require the President's signature; fulfills any duty determined by the Board of Directors and is an ex-officio member of all committees created by the Board of Directors.

4.13.2 **Vice president:** The Vice President supports the President in the exercise of his or her duties, and shall replace the President in the event of absence or inability to fulfill the duties of President. The Vice President may fulfill any other duty determined by the Board of Directors.

4.13.3 **Secretary:** The Secretary attends meetings of the members and of the Board of Directors, and drafts the minutes of the proceedings. The registers, by-laws and minutes are under

his or her supervision and kept at the head office at all times. The Secretary shall provide excerpts from these documents as required.

- 4.13.4 **Treasurer:** The Treasurer oversees the Club's financial management, and keeps detailed statements of the Club's accounting. The Treasurer, along with the President, or in his or her absence the Vice President, signs cheques and other commercial bills, and makes deposits at a financial institution determined by the Board of Directors.
- 4.13.5 **Director:** Each Director shall fulfill the duties and powers conferred upon him or her by the Board of Directors.
- 4.14 **Committees:** The Board of Directors shall create various committees to ensure proper functioning of the Club's activities. To become a member of a committee, all persons must meet the eligibility criteria set forth in By-Law 4.2. These committees act in an advisory capacity and have no decision-making powers.
- 4.14.1 **Nominating Committee for candidacies:** The Board of Directors shall create a Nominating Committee for candidacies. This Committee is composed of a minimum of 3 members elected by the Board of Directors. The President of this Committee shall act as Election President at the Annual General Meeting, after his or her nomination has been endorsed by the members at the Meeting. He or she shall subsequently see to the nomination of two Election Officers and a Secretary.
- 4.15 **Club representative:** The Board of Directors shall nominate, on an annual basis, a representative to Skate Canada and inform Skate Canada of this nomination. Similarly, the Board of Directors shall nominate a regional representative. The regional representative shall attend meetings of the Lac St. Louis Regional Skating Association, as determined under the rules of the regional association, and shall report to the Club's Board of Directors.

5 – CLUB LIABILITY

- 5.1 **Exoneration of liability:** The Club shall not be held liable for any damage, injury or material loss sustained by any of its members, guests or visitors, regardless of the nature or cause of such damage, injury or loss. Each member, guest or visitor shall make use of the Club's facilities at their own risk.
- 5.2 **Liability insurance:** The Club shall participate in the Skate Canada members' liability and accident insurance plan.

6 – FINANCIAL PROVISIONS

- 6.1 **Fiscal year:** The Club's fiscal year shall end on March 31 of each year, or at any other date determined by resolution from the Board of Directors.
- 6.2 **External auditor or public accountant:** If required by the members, a financial statement auditor shall be nominated each year at the Annual General Meeting of members.
- 6.3 **Chartered bank instruments:** All cheques, bills or other bank instruments of the Club shall be signed by the Treasurer and either the President or Vice President.

7 – FINAL PROVISIONS

- 7.1 **Amendments to by-laws:** The Board of Directors may, within the limits set forth by the Act, amend or repeal by-laws or adopt new ones. These amendments, repeals or new by-laws shall enter into effect upon adoption by the Board of Directors and shall remain in effect until the following Annual General Meeting of the Club, where they must be endorsed by members to remain in effect, unless they have been previously endorsed at a Special Meeting called for that purpose.
- 7.2 **Amendments to the letters patent:** Any change, amendment or addition to the letters patent shall be made by resolution from Club members at a Special Meeting called for that purpose, subject to a 2/3 majority vote by the members in attendance.
- 7.3 **Conflict of interest:** No officer with interests, either personal or as a member of an association or corporation, in a contract with the Club, is under any obligation to resign. However, the officer shall disclose such interests to the Board of Directors at such time as the contract is discussed, have this disclosure recorded in the minutes, and abstain from deliberating and voting on this issue. At the request of the President or any other officer, the officer in question shall leave the meeting for the period of time during which the Board of Directors deliberates and votes on the procurement of the contract in question.
- Any officer with a child who skates or coaches at the Club must abstain from voting and deliberating on any issue that creates a conflict of interest. He or she shall report the situation to the Board of Directors when the subject is discussed and have this information recorded in the minutes. At the request of the President or any other officer, the officer in question shall leave the meeting for the period of time during which the Board of Directors deliberates and votes.
- 7.4 **Dissolution:** In the event that the Club is dissolved and its assets are distributed, the said assets shall be vested in an organization which conducts similar activities, and that is located in an area that is as close as possible to the Club's head office.

Adopted on the _____ of _____, 20____
(day) (month) (year)

Ratified on the _____ of _____, 20____
(day) (month) (year)

Signature _____
(President)

Signature _____
(Secretary)