

CONSTITUTION AND BY-LAWS OF THE FOOTHILLS FIGURE SKATING CLUB #769

(Revised May 27, 2017)

Article 1 **The name of the Club shall be the Foothills Figure Skating Club also known as Foothills Skating Club hereinafter called the Club.**

Article 2 **SKATE CANADA**

- a) A not-for-profit skating club, or skating section of a not-for-profit club that is a member of Skate Canada and is managed by a volunteer elected board for the general purpose of providing Skate Canada skating programs for Skate Canada members.
- b) The Club shall abide by all Skate Canada by-laws, rules and regulations.
- c) The Club shall pay such fees and such other charges as shall be required of clubs by Skate Canada.
- d) The Club is located in the Alberta/NWT/Nunavut Section of Skate Canada.

Article 3 **PURPOSE OF THE CLUB**

- a) The purpose of the Club shall be to encourage the instruction, practice, enjoyment and advancement of its members in all aspects of skating in accordance with the Rules and Policies and Procedures of Skate Canada.
- b) The Club, with regard to any aspect of its operation is to be managed and operated by eligible persons who are duly registered as Associate Members of Skate Canada.
- c) The Club shall protect the eligibility status of its members. The Club shall not take or omit any action that would knowingly jeopardize the eligible status of its members.
- d) The Club shall operate only Skate Canada skating programs.
- e) Only Skate Canada Professional Coaches are permitted to teach skating in the Club.

Article 4 **BY-LAWS OF THE CLUB**

- a) The By-Laws, ~~appended to this Constitution,~~ shall describe the organization and functions of the Club, and the means by which members of the Club may elect the Elected Board and control the property and activities of the Club.
- b) The By-Laws, Rules and Regulations of Skate Canada and those of the Section in which the Club operates shall take precedence over any Club By-Laws.
- c) Any Club By-Law contrary to the By-Laws, Rules and Regulations of Skate Canada and those of the Section shall be invalid. It is acknowledged that any provincial statute governing a club has precedence over any inconsistent Skate Canada By-Law relating to that club.

BY-LAWS OF THE FOOTHILLS FIGURE SKATING CLUB

MEMBERSHIP

- By-Law 1** Membership in the Club shall be open to all, irrespective of sex, age, creed or colour.
- By-Law 2** All members shall uphold, observe and conform to the By-Laws, Rules and Regulations of Skate Canada, the By-Laws of the Club and such regulations as set forth from time to time by the Elected Board of the Club.
- By-Law 3** Members of the Club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as set forth from time to time by Skate Canada.
- By-Law 4** To be considered in good standing, all members of the Club must pay, within the time limits shown in By-Law 5, such Club fees as are stipulated by the Elected Board of the Club.
- By-Law 5** Members in arrears will not be permitted to take part in any club activity. If any arrears are not paid within 30 days of the date set for payment, such members shall be considered as having terminated their Club membership.
- By-Law 6** Fees, skating rules and skating hours of the Club shall be as the Elected Board decides from time to time. Club membership shall commence on the first day of the Skate Canada skating year, 1 September or on the date that fees are paid (whichever is the latter) and terminate on the last day of the Skate Canada year, 31 August.
- By-Law 7** The Elected Board may, by written notice, terminate membership of a member for acting contrary to the By-Laws, Rules and Regulations of Skate Canada or the Club by a 2/3 vote of the Elected Board. The Elected Board shall give to the individual a written explanation for the termination of membership on request by the terminated member. The individual, if he/she so desires, shall have the right to appeal to the Elected Board and to a General Meeting of members.
- By-Law 8** The Classes of membership, eligibility and privileges shall be as follows (regarding voting privileges, a member may hold only one class of membership as below):
- a) Individual Membership (Elected Board, Officials and Club Coaches who are of legal voting age):
Non-skating members who have paid the fees set by the Club and are Associate Members of Skate Canada. Individual members of legal age shall be entitled to one vote at each AGM and Special Meeting of the Club. If an individual holds more than one position with the Club on the Elected Board they hold one vote only as an Individual Member at the AGM and Special Meeting of the Club.
 - b) Active Membership (CanSkate, StarSkate, Competitive, AdultSkate, CanPower and SynchronSkate):
All eligible skaters who have paid the fees as set forth by the Club and are Associate Members of Skate Canada. All Active Members of the legal age of 18 have one vote each at each AGM and Special Meeting of the Club. Underage Active Members have no vote but are represented by Special Members as in c).
 - c) Special Membership (Parents/Guardians of skaters under the voting age):
Parent or Guardian of legally underage Active Members who have paid the fees as set by the Club and are Associate Members of Skate Canada. Each family will have 1 vote per underage child registered in a Club Program at each AGM and Special Meeting of the Club. Also if an individual holds an Individual Membership (see above) as well as a Special Membership, that individual will hold one vote only at each AGM and Special Meeting of the Club.

d) Partial Membership (Skating Members of another Club):

Eligible skater who is an Associate Member of Skate Canada and has paid a reduced fee as set by the Club. Ice time is for practice ~~only, no~~ with or without lessons, no vote, may not hold an office.

e) Honorary Membership (Members who deserve recognition):

The Annual Meeting of Members may ~~elect~~ approve any person an Honorary Member of the Club. An Honorary Member shall be exempt from dues and shall not have interests in the assets of the Club. Honorary members shall be entitled to one vote.

f) Restricted Membership (paid employee of the club):

A Restricted Member is not permitted to hold elected office and may not vote at meetings.

LIABILITY

By-Law 9: The Club shall not be responsible for any damages, injury or loss of property to any member, guest or visitor to the Club regardless of the reason or nature of such damage, loss or injury; and further, every member, guest or visitor shall use the Club facilities at his or her own risk. The Club shall participate in the Skate Canada Club Liability and Member Accident Insurance Programs.

CLUB MANAGEMENT

By-Law 10: The general management of the Club shall be vested in an Elected Board consisting of: Immediate Past President, President, Vice President, Secretary, Treasurer, 4 Directors and a Coaching Representative. The Coaching Representative shall be elected annually by and from within the coaches of the Club. This representative shall be ratified by the Membership at the AGM as provided for in these By-laws and will carry 1 vote only on the Elected Board.

By-Law 11: The Elected Board shall hold office until the close of the meeting at which their successors have been duly elected, with the exception of the Treasurer, who will remain until the end of the Club's fiscal year (July 31).

By-Law 12: Casual vacancies occurring in the Elected Board may be filled by members appointed through a majority vote of the Elected Board, or in the case of the coaching representative, by a majority vote of the coaching team.

By-Law 13: The President shall act as chair of all Board, Special and general meetings. In his/her absence, his/her duty will be filled by the Vice-President. The President holds their position on the Elected Board for 2 years, and is elected in odd numbered years.

By-Law 14: The Treasurer or designate person(s) shall be responsible for the safe control of all Club funds, for preparing and submitting to the Elected Board an annual budget and keeping such records as are required for audit. All cheques and legal documents shall be signed by any two of the President, the Treasurer and one other Executive. The Treasurer is elected annually.

By-Law 15: The Secretary shall deal with all correspondence subject to the approval of the President or his/her delegate, shall issue all notices for Board meetings, Special Meetings or general meetings, shall take minutes at all meetings, and shall be responsible for submitting to Skate Canada and the Section, such reports as are required by Skate Canada Rules or other Regulations. The Secretary is elected annually.

By-Law 16: The President shall be an ex-officio member of all committees.

By-Law 17: A quorum of the Elected Board shall consist of 50% plus one members of the Elected Board, including the chair. Note: Questions arising at any meeting of the Elected Board shall be decided by a majority of the votes. The

meeting chair may vote only when the vote would change the result. Therefore the chair may vote to break a tie, and thus pass the motion, or to create a tie and thus defeat a motion. From time to time email votes may be required. The president would call for a vote via e-mail. A motion and a second to the motion would be required. A vote of 50% plus 1 of the filled Elected Board positions is required for a matter to be settled via email. These motions will then be attached to the next scheduled Board meeting minutes.

By-Law 18: The President shall appoint standing committee chair (s) that shall look after duties assigned to them. All Committee Chair (s) must submit the names of their committee members to the President for approval.

By-Law 19: The Delegate to Skate Canada or alternate shall be appointed annually by the Elected Board. The Delegate need not be a member of the Elected Board. The Skate Canada National Office shall be advised of the appointed delegate's name.

By-Law 20: The Vice President shall assume the role of the President in their absence and shall assume their duties as assigned by the President and Elected Board. The Vice President holds their position on the Board for 2 years, **and is elected in odd numbered years.**

By-Law 21: The Past President shall assume duties as assigned by the President and Elected Board. The Past President holds their position on the Elected Board for 1 year.

By-Law 22: The members of the Elected Board, members and chair (s) of committees and the Delegate to Skate Canada must be members in good standing of the Club, be registered as Associate Members of Skate Canada, be of legal age and be eligible persons with the exception of the Coaching Representative as defined by Skate Canada Rules.

By-Law 23: A majority of the Elected Board shall be Canadian citizens within the meaning of the Canadian Citizenship Act

INDEMNITY AND LIABILITY

By-Law 24: 1. Each Elected Board Member holds office with protection from the Club. The Club indemnifies each Elected Board Member against all costs or charges that result from any act done in their role for the Club. The Club does not protect any Elected Board Member for acts of fraud, dishonesty or bad faith.

2. No Elected Board Member is liable for the acts of any other Elected Board Member or employee. No Elected Board Member is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Club. No Elected Board Member is liable for any loss due to oversight or error in judgement or by an act in their role for the Club, unless the act is fraud, dishonesty or bad faith.

3. Elected Board Members can rely on the accuracy of any statement or report prepared by the Club's auditor. Elected Board Members are not held liable for any loss or damage as a result of acting on that statement or report.

ANNUAL GENERAL MEETING

By-Law 25: An Annual General Meeting shall be held within 60 days of the close of the **winter** skating season. Special meetings may be held from time to time upon the request of the Elected Board or upon written request to the President of 7 members of the Club at least 3 weeks prior to the proposed meeting date. The Elected Board will give

notice to all members 10 days prior to the date of such a meeting via a suitable contact method. A quorum for an Annual General Meeting or Special Meeting shall be 15% of the eligible voting members of the Club.

By-Law 26: Notice of the Annual General Meeting and Special Meetings shall be given 10 days in advance of the proposed meeting date to each eligible voting member. The notice shall include the time and place of the meeting, the agenda and full details of any proposed amendments to these By-Laws.

By-Law 27: Voting for Club elections or on any matters pertaining to skating shall be restricted to eligible Club members who are registered as Associate Members of Skate Canada and of legal age, to the Coaching Representative, and to Special Members of the Club voting on behalf of their children, who are members of the Club and registered as an Associate Member of Skate Canada. Special Members shall be restricted to one vote per child registered through the Club.

By-Law 28: Voting on Club elections shall be by secret ballot and a simple majority shall elect a candidate. Voting on other matters may be by a show of hands.

FUNDS

By-Law 29: All funds shall be deposited by the Treasurer or designated person in such banks or other institutions as may be designated by the Elected Board.

By-Law 30: All disbursements of Club funds shall be by cheque or other auditable document.

By-Law 31: An audit of the financial transactions of the Club shall be made each year by an Auditor designated by the Elected Board and the Audited Statement shall be made available to the membership of the Club.

By-Law 32: For the purpose of carrying out its objectives, the Club may raise or borrow or secure the payment of money in such a manner as it thinks fit; and in particular by the issue of debentures, but this power shall only be exercised under the authority of the Club and in no case shall debentures be issued without sanction of a special resolution of the Club.

By-Law 33: Elected Board members are able to request reimbursement for reasonable expenses incurred while carrying out the duties of the Club.

By-Law 34: In the event that the club ceases to exist, the net assets from liquidation shall go to the ALBERTA/NWT SKATE CANADA DIVISION.

AMENDMENTS

By-Law 35: Any member of the Club, in good standing, may propose an amendment to the ~~Constitution or~~ By-Laws of the Club. This proposal must be submitted in writing to the Elected Board of the Club. The proposed amendment will be presented to the Annual General Meeting or Special Meetings falling 21 days or more after the date of submission. No amendment to the ~~Constitution or~~ By-Laws of the Club shall be accepted from the floor at any meeting. Note: At no time shall any amendment to the ~~Constitution and~~ By-Laws of the Club conflict with, nor place the Club in a position to violate, the terms provided under the Societies Act of the Province of Alberta. Where there appears to be a contradiction to the Societies Act, the terms under the Societies Act shall prevail.

By-Law 36: By-Laws may be enacted or amended by a majority vote (50% plus 1) of the Elected Board whenever required. Such By-Laws or amendments must be presented at the next general meeting for ratification by the eligible voting members; if they fail to be ratified, they will cease to be effective and may not be re-enacted by the Elected Board for one calendar year.

By-Law 37: Any amendment, to be accepted or ratified, must pass by a vote of 2/3 of those present and eligible to vote at an annual general meeting or Special Meeting of the Club. All amendments to the By-Laws become effective immediately if they are passed unless the motion of amendment specifies otherwise. All such amendments shall be submitted to the ~~National Office of Skate Canada~~ **AB/NWT/NUNAVUT Office of Skate Canada**. Amendments do not come into effect until they are registered at Corporate Registry, dated and verified by a person authorized by the Society. Skate Canada reserves the right of refusal of any amendment. Such refusal shall only be made if the intent of such amendment is to violate in principle, or spirit, any Skate Canada rule, and or By-Law.

ORDER OF BUSINESS

By-Law 38: The order of business at the Annual General Meeting or Special Meetings of the Club shall be as follows:

- Reading of the Notice of Meeting
- Quorum
- Approval of the Agenda
- Minutes of the preceding general meeting/special meeting
- Confirmation of the actions taken by the Elected Board
- Secretary’s Report
- Treasurer’s Report
- Other Reports
- Election of Elected Board
- Amendments to ~~the Constitution and~~ By-Laws
- Appointment of Auditors
- New Business

Adopted By: _____

(Club Name)

On the _____ of _____ 20 _____
(Day) (Month) (Year)

Signed: _____
President Date

Signed: _____
Secretary Date