

# **Cochrane Skating Club Constitution and By-laws**

(Revised August 23, 2020)

## **General Information**

PO Box 723, Cochrane Alberta T4C 1A8

**Incorporation Date: January 21<sup>st</sup>, 1998**

### **ARTICLE 1: NAME OF CLUB**

The Name of the Club shall be the Cochrane Skating Club hereinafter called the Club.

### **ARTICLE 2: SKATE CANADA**

- a) A not-for-profit figure skating or skating club, or the figure skating or skating section of a not-for-profit club, that is a member of Skate Canada and is managed by a volunteer board of directors for the general purpose of providing Skate Canada figure skating or skating programs for Skate Canada members
- b) The Club shall pay such fees and such other charges as shall be required of clubs from time to time by Skate Canada or by the Alberta/NWT/Nunavut Section of Skate Canada. The Club shall abide by all Skate Canada By-laws, rules and regulations.
- c) 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 promote and to encourage the instruction, practice, enjoyment and advancement of its members in all aspects of skating in accordance with the Rules, 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 figure skating and skating programs.
- e) Only Skate Canada Professional Coaches are permitted to teach figure skating and 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 Club Board of Directors 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.) 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 COCHRANE SKATING CLUB**

### **1. MEMBERSHIP**

#### **1.1. Club Membership**

- a) Membership in the Club shall be open to all, irrespective of sex, gender-identity, gender-expression, age, creed or colour.

#### **1.2. Skate Canada and Club By-laws, Rules and Regulations**

- a) 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 made by the Board of Directors of the Club.

#### **1.3. Membership Fees**

- a) Members of the Club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as set from time to time by Skate Canada or the Section to which the Club belongs.

#### **1.4. Member in Good Standing**

- a) For a member of the Club to be considered in good standing with the Club, that member must pay Club fees as are stipulated by the Club Board of Directors in advance of the membership year in question.
- b) Members will not be permitted to take part in any Club activities if these fees are not paid within 30 days of the date set for payment. Members in arrears shall be considered as having terminated their club membership.

#### **1.5. Setting of Club Fees, Rules and Skating Hours**

- a) Fees, skating rules and skating hours of the Club shall be as the Board of Directors decides from time to time.
- b) Club membership shall commence on the first day of the Skate Canada membership year, 1 September, or the date that fees are paid (whichever is the latter) and terminate on the last day of the Skate Canada membership year, 31 August.

#### **1.6. Suspension and Expulsion from the Club**

- a) The Board of Directors may suspend or expel a member of the club for acting contrary to the Bylaws, Rules and Regulations of Skate Canada or of the Club by a 2/3 vote of the Executive Committee.
- b) The Club Board shall develop a suspension and expulsion policy in accordance with the Skate Canada Complaint, Suspension and Expulsion Policy and Procedure that contains a provision for suspending or expelling of any member of the Club from such membership on terms and conditions that are deemed appropriate and necessary by the Club Board of Directors. This policy shall be approved by the Club Board of Directors from time to time and it shall be in writing and made available to all members in advance of its implementation. This policy must include an appropriate hearing and appeal process, which

includes principles of due process, an appropriate reinstatement application process and an appropriate graduated series of disciplinary measures.

## **1.7. Classes of Club Membership**

The classes of membership, eligibility and privileges shall be as follows:

- a) **Individual membership:** Non-skating members who have paid the fees as set by the club and registered with Skate Canada (i.e. registered members of the Board). Individual members of legal age of 18 shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club.
- b) **Active Membership:** All eligible skaters who participate in a Club Skating Program and who have paid the fees as set by the club and are members of Skate Canada. All Active Members of the legal age of 18 or older shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club. (Underage Active Members have no vote but may be represented by Special Members)
- c) **Special Membership:** Parent or guardian of legally underage Active Members who have paid the fees as set by the Club and are registered with Skate Canada. All Special Members who are legal age of 18 or older, shall be entitled to one vote at each Annual General meeting and Special Meeting of the Club.
- d) **Partial Membership:** All eligible skaters who are registered with Skate Canada through another HOME club are not entitled to vote at the Annual General Meeting or any Special Meeting of the Club.
- e) **Restricted Membership:** A restricted member is an individual who is a paid employee (of the club, Section or Association), a non-active coach, a performing professional skater or a professional dance partner. A restricted member is not permitted to hold elected office, may not vote at meetings, is not permitted to compete in competitions, and is not permitted to officiate at tests or competitions.

## **2. LIABILITY**

### **2.1. Liability**

- a) 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.
- b) 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.

## **3. CLUB MANAGEMENT**

### **3.1. Officers**

- a) The Officers of this Association shall be the President, Vice President, Secretary and Treasurer who shall be elected at the Annual General Meeting in accordance with these Bylaws.
- b) The Officers will comprise the Executive of the Association.

### **3.2. Board of Directors**

- a) There shall be a Board of Directors which shall consist of:
  - i. President
  - ii. Vice-President
  - iii. Secretary
  - iv. Treasurer
  - v. Immediate Past President
  - vi. Assessment Director
  - vii. Ice Director
  - viii. Membership Director
  - ix. Public Relations Director
  - x. Fundraising Director
  - xi. Coach Rep

### **3.3. Election of Officers and Directors**

- a) The President, Vice-President, Secretary, Treasurer shall be elected at the Annual General Meeting by a simple majority of the membership present and they shall hold office for a period of two (2) years or until a successor is duly elected or appointed, as provided for in these Bylaws. They will each carry one (1) vote only on the Board of Directors with the exception of the President who is can only vote in the event of a tie. Unless it is authorized by the Board, no remuneration shall be paid to the Officer.
- b) The Assessment Director, Ice Director, Membership Director, Public Relations Director and Fundraising Director shall be elected at the Annual General meeting by a simple majority of the membership present or will be appointed by the Board of Directors, by simple majority vote of the Executive, at the first Board of Directors meeting immediately following the Annual General Meeting. Each Director will hold office for a two (2) year term or until a successor is duly elected or appointed, as provided for in these Bylaws. Each Director will carry one (1) vote on the Board of Directors. Unless it is authorized by the Board, no remuneration shall be paid to these Directors.
- c) The Coach Representative shall be elected on an annual basis by a simple majority of the Coaches. This representative shall be ratified by the membership at the Annual General Meeting as provided for in these Bylaws and will carry one (1) vote only on the Board of Directors.
- d) The Immediate Past President will carry one (1) vote only on the Board of Directors and will only reside on the Board of the Directors for one (1) year immediately following their final term as President.

### **3.4. Consecutive Terms**

- a) All Officers and Directors of the Board of Directors must be members in good standing and are subject to these Bylaws.
- b) Officers and Directors can only serve in one specific office for three (3) consecutive terms.

### **3.5. Intensive Role Incentive**

- a) Board members who serve two consecutive terms (4 years) in the volunteer intensive roles of President, Treasurer or Membership Director will be exempt from Club volunteer commitments and fundraising activities for lifetime.
- b) Board members who serve 6 consecutive years in the role of Vice President, Secretary, Ice Director, Assessment Director, Public Relations or Fundraising Director will also be exempt after the completion of the 6th consecutive year.
- c) The Board may also vote to include other intensive volunteer roles into the Intensive Role Incentive inclusion at a meeting of the Board of Directors from time to time (e.g. Health and Safety Coordination role). The inclusion must be voted on annually at a regular meeting of the Board of Directors.

### **3.6. Control and Management**

- a) The Board of Directors of the Club shall, subject to the Bylaws or directions given it by a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Club.

### **3.7. Meetings of the Board of Directors**

- a) Meetings of the Board of Directors shall be held as often as may be required, but at least every two (2) months, and shall be called by the President.
- b) A special meeting may be called on the request of any five (5) members thereof provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.
- c) Meetings of the Board of Directors shall be called with no less than ten (10) days' notice to each Director.
- d) Meetings may be held without notice if a quorum of the Board of Directors is present, provided however, that the business transactions at such meetings shall be ratified at the next regularly called meeting of the Board of Directors; otherwise they shall be null and void.
- e) Meetings may be held in person or by electronic means that permits each Director to communicate adequately with each other.
- f) Meeting minutes shall be taken by the Secretary, or designate, and kept online in the club's document management system. A paper copy of the minutes are to be maintained by the Secretary and maintained at the Club's office or storage room.

### **3.8. Members of Board of Directors, Committees and Club Delegate to Skate Canada**

- a) The members of the Board of Directors, members and Chairs of committees, and the Club 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.

### **3.9. Holding of Board of Directors Office**

- a) The Board of Directors shall hold office until the close of the meeting at which their successors have been duly elected.
- b) Any Officer or Director may be removed by a special majority vote of three-quarters (75%) of the Board of Directors, provided the Director/Officer has been provided notice of and the opportunity to be present and to be heard at the meeting where such resolution is put to a vote.

### **3.10. Voting at Board of Directors Meetings**

- a) A quorum of the Board of Directors shall consist of 50% plus 1 members of the Board of Directors, including the President (“Chair” of the Board of Directors).
- b) Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes.
- c) The 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.
- d) Voting shall be by a show of hands, orally, or can be by electronic means (e.g. polls or chats etc.) at the discretion of the President. Votes can be cast by secret ballot if a majority of Directors present at the meeting so request.
- e) From time to time email votes may be required, the president would call for a vote via email which would then require a motion and seconder and a vote of 50% +1 of the filled are required to vote for a matter to be settled via email. These motions will then be attached to the next scheduled Board meeting minutes.

### **3.11. Board of Directors Vacancies**

- a) Casual vacancy occurring between any Annual General Meeting of the Club, may be filled, until the next annual General Meeting by a majority vote of the remaining members of the Board of Directors or in the case of the Coaching Representative, by the coaching staff.

### **3.12. Board of Directors Member Absenteeism**

- a) If a Board of Directors Member is absent for more than 3 consecutive scheduled Board of Directors meetings, without good cause and/or without prior notification to the President or Secretary, then that office may be declared vacant by a majority vote of the Board of Directors.

### **3.13. Duties of Directors**

#### **a) Role of President**

- i. The President shall preside at all Personnel, Board of Directors and General Meetings of the Association.
- ii. He/she shall be an ex-officio member of all committees and represent the Association from time to time as required.
- iii. He/she shall assume duties he/she feels will subscribe to the goals and objectives of the Association and shall perform other duties as usually pertain to the office of the President.
- iv. He/she shall be responsible for signing off on any club documents or submissions on behalf of the club.

#### **b) Role of Treasurer**

- i. The Treasurer shall be responsible for the safe control of all club funds, for preparing and submitting to the Board of Directors on a regular basis an annual budget and keeping such records as are required for financial review.
- ii. The Treasurer is also responsible for arranging for an unaudited annual financial statement.
- iii. Any two of the President, the Vice-president and the Treasurer shall sign all cheques and legal documents. Note: It is recommended that the Treasurer be at least one of the signatories on all checks, except in special circumstances such as vacation or a similar temporary absence.

#### **c) Role of Secretary**

- i. The Secretary shall deal with all correspondence subject to the approval of the President or his/her delegate, shall issue all notices for Board of Directors and 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 and other regulations.
- ii. The Secretary shall attend all meetings of the Board of Directors and shall keep accurate minutes of the business of the Association and be responsible for the correspondence of the Association and preparation and custody of other books and records as necessary.
- iii. He/she shall assume duties as assigned by the President and Board of Directors.

d) Vice President

- i. Shall assume the role of the President in their absence and shall assume duties as assigned by the President and Board of Directors.

e) Past President

- i. The Past President shall assume duties as assigned by the President and Board of Directors.

**3.14. Suspension of a Director**

- a) All Officers and Directors of the Board of Directors shall be responsible for the adherence to these Bylaws, goals and objects, to their policies and procedures and are to adhere to all policies as set out by Skate Canada or the Section the Club operates under.

**3.15. Indemnity and Liability**

- a) Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- b) No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgement or by an act in their role for the Association, unless the act is fraud, dishonesty or bad faith.
- c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

**3.16. Committees – Appointment**

- a) The President shall appoint standing committee Chairs whom shall look after duties assigned to them.
- b) All Committee Chairs must submit the names of their committee members to the President for approval by the board.

**3.17. Committees: Eligibility to Serve**

- a) All Club Board of Directors and members of Committees shall be eligible persons and shall be of legal age (18 years). They must be members in good standing of the club.

**3.18. Rules of Order**

- a) Rules of order for all meetings, General and Board of Directors, shall be as outlined in Roberts Rules of Order in all cases in which they are applicable and consistent with the by-laws or special rules of the Association.

## **4. SKATE CANADA CLUB DELEGATE AND REGION REPRESENTATIVE**

### **4.1. Skate Canada Club Delegate and Region Representative**

- a) The Club Delegate to Skate Canada and/or the Section shall be appointed annually by the Board of Directors.
- b) The Delegate need not be a member of the Board of Directors.
- c) The Section and/or Skate Canada National Office shall be advised of the appointed delegate's name.
- d) The Club shall appoint a Representative and an alternate to serve on the Region Council as required by the By-laws of the Region Council.
- e) The Representative or Alternate shall report on activities at these meetings and shall be entitled to receive compensation for pre-approved expenses related to attendance at required meetings.

## **5. ANNUAL AND SPECIAL GENERAL MEETINGS**

### **5.1. Timing of Annual General Meeting,**

- a) An Annual General Meeting shall be held within 60 days of the end of the current season.

### **5.2. Special General Meeting**

- a) Special General Meetings may be called at the discretion of the Board of Directors or when ten (10) members submit a written request to the President at least six (6) weeks prior to the proposed meeting date; with notice to all members thirty (30) days prior to the date of such a meeting; via notices, newsletters, announcements, etc. with notices delivered to the members last known address.

### **5.3. Quorum at General and Special General Meetings**

- a) Ten (10) members in good standing shall constitute a quorum at General and Special Meetings.
- b) In the event quorum is not present, the meeting will be rescheduled within thirty-days of the originally scheduled Annual General Meeting or Special General Meeting date.
- c) If quorum is not present within one half hour (1/2 hour) after the set time of the rescheduled meeting then those eligible voting members will constitute quorum.

### **5.4. Written Notice**

- a) Written notice of all Annual General Meeting and Special Meetings shall be provided 15 days in advance to each eligible voting member.
- b) The notice shall include the time and place of the meeting, the agenda, full details of any proposed amendments to these By-laws.

## **5.5. Nominations and Club Elections**

- a) Any nomination to fill a vacancy on the Board, submitted, with the written consent of the nominee is to be submitted in writing or via electronic transmission ten (10) days prior to the next scheduled Annual General Meeting, to the President or the President's designate.
- b) Names of nominees will be circulated to all Members seven (7) days prior to the next scheduled Annual General Meeting.
- c) In the event nominees are not received prior to the notice of the Annual General Meeting nominations from the floor will be accepted during the meeting. The nominee must accept the nomination from the floor before the vote proceeds.
- f) Voting for the Board of Directors positions will be by a simple majority of the members in attendance at the meeting.
- g) Voting shall be by a show of hands, orally, or can be by electronic means (polls or chats etc.) at the discretion of the Board.
- d) Election voting procedures as approved by the Board shall be used to break an election tie.

## **5.6. Eligibility to Vote**

- a) 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 are 18 years of age, to the club Coaching representative(s) and to Special Members of the club voting on behalf of their underage children (who are members of the club and registered as an Associate Member of Skate Canada).

## **5.7. AGM Business Items**

- a) The items of business at an Annual General Meeting of the Club shall be as follows:
  - i. Reading of the Notice of Meeting
  - ii. Quorum
  - iii. Approval of Agenda
  - iv. Minutes of the preceding General/Special meeting
  - v. Confirmation of the actions taken by the Board of Directors
  - vi. Secretary or Membership Director Report
  - vii. Treasurer's Report (Annual Financial Statement)
  - viii. Other Reports
  - ix. Election of Board of Directors
  - x. Amendments to the Constitution and By-laws
  - xi. Appointment of Auditors (as applicable)
  - xii. New Business

# **6. AMENDMENTS**

## **6.1. Right to Submit, Process for Submitting**

- a) Any member of the Club, in good standing, may propose an amendment to the Constitution or bylaws of the club.
- b) This proposal must be submitted in writing to the Club Board of Directors. The proposed amendment will be presented to the Annual General Meeting or Special Meetings.

- c) All amendments must be submitted at least 21 days before the respective meeting.
- d) No amendment to the Constitution or By-laws of the Club shall be accepted from the floor at any meeting.
- e) At no time shall any amendment to the Constitution and Bylaws of the Association conflict with, nor place the Association 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.

## **6.2. Interim Amendments**

- a) By-laws may be enacted or amended by a majority vote (50% plus 1) of the Board of Directors whenever required.
- b) Such by-laws or amendments must be presented at the next General Meeting for ratification by the members.
- c) If they fail to be ratified, they will cease to be effective and may not be re-enacted by the Board of Directors for one calendar year.

## **6.3. Voting of Amendments**

- a) Any amendment, to be accepted or ratified, must pass by a vote of 2/3 of those eligible to vote and present at an Annual General Meeting of the Club.
- b) These Bylaws may be rescinded, altered or added to by a Special Resolution passed by a 75% majority of such members entitled to vote as are present in person at a General Meeting of which one (1) month's written notice specifying the intention to propose the resolution as a special resolution has been duly given.

## **6.4. Effective Force of Amendments to By-laws**

- a) All amendments to the by-laws upon receiving approval of any general or special meeting of members and upon approval of the provincial government (if applicable) shall come into force immediately or on a date specified for same.
- b) All such amendments shall be submitted to Skate Canada. 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.

# **7. FINANCIAL**

## **7.1. Signing Authorities**

- a) Signing Authorities shall be any two of the President, the Vice-president and the Treasurer who shall sign all cheques and legal documents.
- b) The Treasurer must be one of the signatories on all cheques unless under certain circumstances.
- c) If required an additional signing authority may be approved by the Board.

## **7.2. Disbursements**

- a) All disbursements of club funds shall be by cheque or other auditable document.

## **7.3. Auditor**

- a) A person designated by the Board of Directors shall make a review of the financial transactions of the Club each year and the financial statements shall be made available to the membership of the Club.

## **7.4. Raising Funds**

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

## **7.5. Payments**

- a) Board or Directors are able to request reimbursement for reasonable expenses incurred while carrying out the duties of the Association may be reimbursed upon Board of Directors approval.

## **7.6. Dissolution**

- a) In the event that the club ceases to exist, the net assets from liquidation shall go to the ALBERTA/NWT/NUNAVUT SKATE CANADA SECTION.

# **8. COMMITTEES**

The committees listed below are the most likely 'standing' Committees that the Board may choose to have in place. Terms of reference for each committee used shall be approved by the Board of Directors. A Director or Chair may be used in place of a Committee at the Board's discretion. (

## **8.1. Budget Committee**

- a) This committee shall be responsible for preparing the Club's annual budget. The Chair of this committee shall be the Treasurer.

## **8.2. Membership and Public Relations Committee**

- a) This committee is responsible for promoting and developing membership in the club.
- b) The Membership Director is responsible for ensuring submission of club and member registrations to Skate Canada.
- c) The Chair of this committee shall be the PR Director or Membership Director as approved by the Board.

### 8.3. Programs Committee

- a) In consultation with the club coaching staff the committee shall coordinate and oversee implementation and delivery of all Skate Canada skating programs including but not limited to CanSkate, CanPowerSkate, Synchronized Skating, STARSkate, and Competitive Skate. The Chair of this committee is the President or designate.

### 8.4. Personnel Committee

- a) There shall be a Personnel Committee consisting of the President, Vice-President (or another officer) and one Director appointed through majority vote of the Board of Directors.
- b) The Personnel Committee shall be responsible for the ongoing supervision, evaluation and personnel administration of all paid staff and coaches of the club.
- c) The Personnel Committee shall report all decisions and actions it has taken to the Board of Directors, excluding confidential personal matters.

**Adopted by:**

Cochrane Skating Club on the 16<sup>th</sup> day of September, 2020.

\_\_\_\_\_  
(President) \_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Secretary) \_\_\_\_\_  
(Date)