

## **BY-LAW NO. 1**

**A by-law relating generally to the  
conduct of the business and affairs of**

**THE MISSISSAUGA FIGURE SKATING CLUB INC.**

**(hereinafter called the "Corporation")**

## **BY-LAW NO. 1**

### **ARTICLE ONE INTERPRETATION**

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:
  - (a) "Act" means the Corporations Act, R.S.O. 1990, Chapter C.38, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
  - (b) "Regulations" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
  - (c) "by-law" means any by-law of the Corporation from time to time in force and effect;
  - (d) "all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations; and
  - (e) words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons; and
  - (f) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
  - (g) "Association" means **SKATE CANADA**, or successor.

- (h) "An eligible person" in figure skating is a person who participates in this sport for pleasure without receiving or seeking material gain;
- (i) the "Rules and Policies" of the Association shall be as set out in the Official Rulebook of the Association as published from time to time;
- (j) "Membership Year" shall be September 1<sup>st</sup> to August 31<sup>st</sup> of each calendar year.
- (k) "Corporation" shall mean THE MISSISSAUGA FIGURE SKATING CLUB INC.

## **ARTICLE TWO MEMBERSHIP IN SKATE CANADA**

- (a) The Corporation shall be a member in good standing of Skate Canada - Skate Ontario;
- (b) The Corporation shall pay such fees and such other charges as shall be required of clubs by the Association, in order to maintain its membership;
- (c) The Corporation shall encourage the instruction, practice, enjoyment and advancement of its members in all aspects of skating in accordance with the Rules and Policies of the Association as set out in its Official Rulebook;
- (d) The Corporation, with respect to any aspect of skating, is to be managed and operated by amateurs who are duly registered as Associate Members of the Association;
- (e) The Corporation shall protect the eligible status of its members. The Corporation shall not knowingly take or omit any action that would jeopardize the eligible status of its members.

## **ARTICLE THREE AFFAIRS OF THE CORPORATION**

3.01 Registered Office The registered office of the Corporation shall be at the place within the Province of Ontario specified in the Letters Patent, subject to change by Special Resolution and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

3.02 Corporate Seal The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

## **ARTICLE FOUR DIRECTORS**

4.01 Duties and Numbers The affairs of the Corporation shall be managed by a board of directors who exercise all such powers and do all such act and things as may be exercised or done by the Corporation that are not provided for by the by-laws, or any special resolution of the Corporation or by any statute expressly directed or required to be done in some other manner.

The board of directors shall consist of up to seventeen (17) directors or such number of directors as may be determined from time to time by special resolution of the members, but, in accordance with the provisions of the Act, shall not be fewer than three (3) directors. Such number of directors shall include the appointment of the Past-President and a Coaching Representative as ex-officio directors as set out in paragraph 4.06 herein.

4.02 Qualifications Every director shall be eighteen (18) or more years of age and subject to section 286 of the Act, shall be a member in good standing of the Corporation. No paid employee of the Corporation shall hold office as director or officer or chairperson of the Corporation.

4.03 Term of Office and Vacancies The directors' term of office shall be from the date of the meeting at which they are elected or appointed until the next meeting where their successors are elected or appointed. So long as there is a quorum of directors in office, any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so; otherwise such vacancy shall be filled at the next meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.04 Vacation of Office The office of a director shall *ipso facto* be vacated:

- (a) if he ceases to be a member of the Corporation;
- (b) if he becomes bankrupt or suspends payment of his debts generally or compounds with his creditors or makes an authorize assignment or is declared insolvent; or
- (c) if he is found to be a mentally incompetent person or becomes of unsound mind;  
or
- (d) if by notice in writing to the Corporation he resigns his office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or
- (e) if he is removed from office by the members in accordance with the provisions of Article Eight; or
- (f) if he dies.

4.05 Election of Directors Directors shall be elected yearly by the members in a general meeting by a majority show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Directors shall be elected to hold office for a term of **1 year** from the date of their election or until the next general meeting for members held for the purpose of electing directors, at which time the entire board of directors shall retire. Subject to the provisions of this by-law, each director shall be eligible for re-election.

4.06 Removal of Directors The members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of the director's term of office and may, by majority of the votes cast at such meeting, elect any person in the director's stead for the remainder of the director's term.

4.07 Ex-Officio Directors The Past President shall be an ex-officio director of the Corporation. A Coaching Representative, such individual to be a Coach who, at the time of his directorship, is under contract with the Corporation, and appointed by those Coaches employed by the Corporation, shall be an ex-officio director of the Corporation. The board in its discretion may from time to time appoint ex-officio directors from within or outside the Corporation's membership. Ex-officio directors shall be voting members of the Corporation. Immediately upon the expiration of the term of office of an ex officio director, the ex officio membership conferred upon such ex officio director shall become null and void.

## **ARTICLE FIVE MEETINGS OF DIRECTORS**

5.01 Place of Meetings Meetings of the board of directors and of the executive committee (if any) may be held either at the head office or at any place within or outside of Ontario such place to be determined by resolution of the directors.

5.02 Notice Notice of the time and place of each meeting of the board shall be given in writing in the manner provided in Article Ten to each director not less than two business days (2) or forty-eight (48) hours before the time when the meeting is to be held, provided that a meeting of the board may be held at any time on shorter notice or without notice to any or all directors and proceedings thereat shall not be invalidated thereby if all the directors are present or if those absent have signified their consent in any manner and at any time to the holding of such meeting (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called). No notice of a meeting need be given to a director in respect of the meeting at which he was elected or appointed to the board to fill a vacancy thereon. A notice of a meeting of directors need not specify the purpose of or the business to be transacted thereat.

5.03 First Meeting of New Board If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed director or directors in order to legally constitute the meeting, provided that a quorum of the directors is present.

5.04 Omission of Notice The accidental omission to give notice of any- meeting of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

5.05 Adjournment Any meeting of directors may be adjourned from time to time by the chairman of the meeting, with the consent of the meeting, to a fixed time and place. Notice of the adjourned meeting of directors is not required to be given if the time and place of the

adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.06 Others Present Such others as the board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and to speak at, meetings of the board, but shall not be entitled to vote thereat, or be present during any vote.

5.07 Regular Meetings The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meetings. The meetings may be held in person, virtual or as a hybrid of both.

5.08 Quorum Unless the Letters Patent, Supplementary Letters Patent or a special resolution otherwise provides, a majority of the current number of elected and appointed members of the board of directors constitutes a quorum, but in no case shall a quorum be less than two-fifths of the current number of elected and appointed members of the board of directors and at all times a quorum shall not be less than three (3) directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

5.09 Voting Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting in addition to his original vote shall have a second or casting vote. At all meetings of the board, every question shall be decided by a show of hands unless a poll on the question is required by the chairman or requested by any director. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. Online voting may be permitted for time-sensitive decisions and emails must contain a Yes, No or Abstain and must be filed in a retrievable manner. Online votes must be documented in the subsequent meeting of the Board.

5.10 Remuneration of Directors The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be reimbursed for reasonable expenses incurred by him in the performance of his duties. With the prior approval of the board, and subject to the provisions of the Act, the board may negotiate a reasonable remuneration for services rendered, and compensation for expenses incurred, by a Coaching Representative acting in his/her capacity as an ex-officio director of the Corporation.

5.11 Responsibility for Acts The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board.

5.12 Duty of Directors and Officers Every director and officer of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **ARTICLE SIX OFFICERS**

6.01 Election Officers of the Corporation shall be elected yearly by the members in a general meeting, in which the directors have been elected, by a majority show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Officers shall be elected to hold office for a term of 1 year from the date of their election or until the next general meeting for members held for the purpose of electing officers, at which time all of the officers shall retire. Subject to the provisions of this by-law, each officer shall be eligible for re-election. Two or more of the below mentioned offices may be held by the same person. The board may specify the duties of an officer, in accordance with this by-law and subject to the Act delegate to such offices powers to manage the business and affairs of the Corporation. An officer must be a director of the Corporation. No paid employee of the Corporation shall hold office as director or officer or chairperson of the Corporation.

6.02 Removal of Officers Members of the board of directors may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the board of directors of which notice specifying the intention to pass such resolution has been given, remove any officer before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

6.03 Past-President The Past-President shall be appointed by the newly elected board of directors of the Corporation. The Past-President shall, pursuant to the provisions of paragraph 4.06 herein, be an ex-officio director of the Corporation.

6.04 President The President shall be elected by the members of the Corporation and shall be the chief executive officer of the Corporation unless otherwise determined by special resolution of the Corporation or resolution of the board of directors. He shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the board of directors, the executive committee, if any, and members of the Corporation.

6.05 Vice-President The Vice-President shall be elected by the members of the Corporation. During the absence or inability to act of the President or President-Elect, his or their duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability of the President or President-Elect shall not impugn the acts of the Vice-President. The Vice-President shall also perform the other duties from time to time prescribed by the board.

6.06 Secretary The Secretary of the Corporation shall be elected by the members of the Corporation. Unless otherwise determined by, the board, the Secretary, shall be the secretary of all meetings of the board, members and committees or the board that he attends. The Secretary shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the board, members and committees of the board, whether or not he attends such meetings; he shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the board; he shall be the custodian of the corporate seal, stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records, papers, correspondence and documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and shall perform the other duties from time to time prescribed by the board or Executive Committee (if any) or incidental to his office. Subject to the Act, the Secretary shall keep all minutes of proceedings, documents and registers, books of account and accounting records at the head office of the Corporation. If the office of Secretary is vacant, or if for any reason the secretary is unable to act, anything required or authorized to be done by the Secretary may be done by an Assistant Secretary or, if there is no Assistant Secretary able to act, by any other officer of the Corporation authorized generally or specifically in that behalf by the directors.

6.07 Treasurer The Treasurer shall be elected by the members of the Corporation and shall keep full, accurate and proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks or institution or institutions from time to time designated by the board or Executive Committee (if any). He shall disburse the funds of the Corporation under the direction of the board or the Executive Committee (if any), taking proper vouchers therefore and shall render to the board or Executive Committee (if any), whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall co-operate with the accountants or auditors of the Corporation during any review or audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the board or Officers of the Corporation.

6.08 Powers and Duties of Officers The powers and duties of all officers shall be such as the terms of their engagement call for or as the board or (except for those whose powers and duties are to be specified only by the board) the Chairman of the board may specify. The board and (except as aforesaid) the President may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.

## **ARTICLE SEVEN PROTECTION OF DIRECTORS AND OFFICERS**

7.01 Declaration of Interest A director or officer who is directly or indirectly interested in a proposed contract or a contract with the Corporation shall declare his interest at a meeting of the directors of the Corporation at which meeting the question of entering into the contract is first taken into consideration, or, if the director or officer is not at the date of that meeting interested in the proposed contract, at the next meeting of the directors held after he becomes so interested, and the director or officer shall in any event refrain from voting in respect of the contract or

proposed contract. For greater certainty, a director or officer who is also an elected public official shall follow the foregoing procedure for the declaration of interest as required as statute, in addition to any other procedure for the declaration as provided herein.

7.02 Limitation of Liability Subject to the by-laws of the Corporation, no director or officer, his heirs, executors and administrators, and estate and effects, respectively, shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, with whom any of the moneys, securities or effects of the Corporation shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto; unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.

7.03 Indemnity Every director and officer of the Corporation, former director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a member or creditor, his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless from and against all costs, charges and expenses, including an amount paid to settle an action or proceeding or satisfy a judgment, that he sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

7.04 Insurance Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in section 8.04 hereof as the board may from time to time determine. The Club also shall maintain annual liability insurance coverage as required and designated by the Association.

## **ARTICLE EIGHT MEMBERSHIP**

8.01 Entitlement The members of the Corporation shall be the applicants for the incorporation of the Corporation and those persons as may' from time to time be admitted to membership by the Secretary in accordance with rules for membership in the Corporation which have been approved by resolution of the directors and those persons as may from time to time be admitted to membership in the Corporation by resolution of the board of directors or by resolution of the members. Each member shall be promptly informed by the Secretary of his admission as a member.



8.02 Applications Application for membership shall be submitted electronically using the Corporation's Internet Website, or in writing to the Secretary on an application form containing a statement regarding the basis upon which annual dues are to be paid and a statement to be signed by the applicant indicating its agreement to comply with the Letters Patent, objects, By-laws and Resolutions, Rules and Regulations of the Corporation and the Rules and Regulations of the Association. On written application, an eligible candidate may be elected to membership by a majority vote of the board of directors.

8.03 Classes of Membership There shall be eight classes of membership in the Corporation:

1. ORDINARY MEMBER (VOTING)

An Ordinary Member of the Corporation is an individual who has successfully applied for admission to the membership of the Corporation, has paid all membership dues as required by the Corporation, and actively participates in the amateur skating programmes offered by the Corporation and is 18 years of age and, if 18 or older, the individual must consent in writing to the parent or legal guardian becoming a parent member. Upon acceptance as a member to the Corporation, the Ordinary Member becomes an Associate Member of Skate Canada pursuant to section 1201(ii) of the By-laws of the Association. An Ordinary Member is entitled to one vote at all meetings of the members.

2. PARENT MEMBER (VOTING)

A Parent Member of the Corporation is a parent or legal guardian of an individual who has successfully applied for admission to the membership of the Corporation, has paid all membership dues as required by the Corporation, and actively participates in the amateur skating programmes offered by the Corporation and is under 18 years of age and, if 18 or older, the individual must consent in writing to the parent or legal guardian becoming a parent member. Upon acceptance as a member to the Corporation, the Parent Member becomes an Associate Member of Skate Canada pursuant to section 1201(ii) of the By-laws of the Association. A Parent Member is entitled to one vote only with respect to any and all under age active participant(s) he/she represents as parent or guardian, at all meetings of the members.

3. INDIVIDUAL MEMBERS (NON-VOTING)

An Individual Member of the Corporation is an individual who has successfully applied for admission to the membership of the Corporation, has paid all membership dues as required by the Corporation, does not actively participate in the amateur skating programmes offered by the Corporation and is over 18 years of age. Upon acceptance as a member to the Corporation, the Individual Member becomes an Associate Member of Skate Canada pursuant to section 1201 (ii) of the By-laws of the Association. An Individual Member is not entitled to vote at any meetings of the members.

4. PARTIAL MEMBERS (NON-VOTING)

Partial Member of the Corporation is an individual who has successfully applied for admission to the membership of the Corporation, which admission has attached to it

special privileges as determined from time to time by the board of directors, has paid all membership dues as required by the Corporation, actively participates in the amateur skating programmes offered by the Corporation and is over 18 years of age. Upon acceptance as a member to the Corporation, the Partial Member becomes an Associate Member of Skate Canada pursuant to section 1201(ii) of the By-laws of the Association. A Partial Member is not entitled to vote at any meetings of the members. Particulars of the special privileges attached to the membership of the Partial Member shall be disclosed to the members at the Annual General Meeting of the Corporation.

5. SUSTAINING MEMBER (NON-VOTING)

A Sustaining Member of the Corporation is an individual who has successfully applied for admission to the membership of the Corporation, has paid all membership dues as required by the Corporation, does not actively participate in the amateur skating programmes offered by the Corporation, is a previous full-time skater and is over 18 years of age. Upon acceptance as a member to the Corporation, the Sustaining Member becomes an Associate Member of Skate Canada pursuant to section 1201(ii) of the By-laws of the Association. A Sustaining Member is not entitled to vote at any meetings of the members, may not hold office, and may not participate in any Corporation activities. The membership of a Sustaining Member must be approved on an annual basis and is granted solely at the discretion of the board of directors. Subject to the Rules and Regulations of the Corporation, the board of directors shall determine the fee to be paid by the Sustaining Member in each year and shall be entitled to establish a schedule of ice time available to the Sustaining Member. Particulars of the conditions attached to the membership of the Sustaining Member shall be disclosed to the members at the Annual General Meeting of the Corporation.

6. PROFESSIONAL MEMBER (NON-VOTING)

A Professional Member of the Corporation is an individual who has successfully applied for admission to the membership of the Corporation, has paid all membership dues as required by the Corporation, does not actively participate in the amateur skating programmes offered by the Corporation and is over 18 years of age. Upon acceptance as a member to the Corporation, the Professional Member becomes an Associate Member of Skate Canada pursuant to section 1201 (ii) of the By-laws of the Association. A Professional Member is not entitled to vote at any meetings of the members, may not hold office, and may not participate in any Corporation activities. The membership of a Professional Member must be approved on an annual basis and is granted solely at the discretion of the board of directors. Subject to the Rules and Regulations of the Corporation, the board of directors shall determine the fee to be paid by the Professional Member in each year and shall, be entitled to establish a schedule of ice time available to the Professional Member. Particulars of the conditions attached to the membership of the Professional Member shall be disclosed to the members at the Annual General Meeting of the Corporation.

7. HONOURARY MEMBER (VOTING)

An Honorary Member of the Corporation is an individual who has rendered long, meritorious and valuable service to the Corporation and whose advice and experience would be of value to the Corporation. An Honorary Member must be nominated by the board of directors for honorary membership in the Corporation and any person so nominated shall be voted by ballot on an annual basis by the members at the meeting at which the Directors of the Corporation are elected. Such Honorary Members shall be exempt from payment of dues. Upon acceptance as an Honorary Member of the Corporation, the Honorary Member becomes an Associate Member of Skate Canada pursuant to section 120l(ii) of the By-laws of the Association. An Honorary Member is entitled to vote at any meetings of the members.

## 8. EX-OFFICIO MEMBER (VOTING)

An ex-officio member is an individual who has been appointed an ex-officio director of the Corporation and, by virtue of such appointment, became a non-voting ex-officio member of the Corporation. The ex-officio member shall be restricted to the appointment of the Past President and the Coaching representative as set out in paragraph 4.06 herein. Such ex-officio members shall be exempt from payment of dues. An ex-officio member is entitled to vote at any meetings of the members. The membership of the ex-officio member must be approved on an annual basis at the meeting at which the Directors of the Corporation are elected.

8.04 Holding Office No person who is not an Ordinary Member, a Parent Member, and Honorary Member or an Ex-Officio Member shall be qualified to hold office in the Corporation as a director or officer.

8.05 Suspension for Non-Payment of Membership Fees Any Member failing to pay dues, assessments or fees within a period of ten (10) business days after such dues or assessments shall have become due or payable shall be suspended from all rights and privileges of membership. If such arrears are not paid within ten (10) business days of such suspension, the Member shall, unless an arrangement for payment of such arrears is approved by the board, be deprived of membership. The board of directors shall refuse to recognize any further application from such Member unless and until all such arrears are paid in full. Upon payment of all unpaid dues, fees or assessments, Members in arrears may be reinstated at the discretion of the board.

8.06 Suspension for Other Reasons Any Member failing to abide by the terms of the Letters Patent, the By-laws, the Resolution, Rules and Regulations of the Corporation, and/or the Association and any amendments thereto, may, after reasonable notice and an opportunity to be heard, be suspended from all rights and privileges of membership at the discretion of the board of the Corporation. This member shall have the right of appeal of his suspension to a General Meeting of members. If such suspension shall continue for a period of one hundred and twenty (120) calendar days and if during that time the Member shall not satisfy the board of his willingness to abide by the said terms, the Member shall be deprived of membership.

8.07 Revocation of Membership Any member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an

annual or other general meeting of members. Every member so charged shall be entitled to reasonable notice and an opportunity to be heard by the board.

8.08 Termination of Membership The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or when his period of membership expires or when he ceases to be a member by resignation or otherwise in accordance with the by-laws; provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any member of the Corporation.

8.09 Liability of Members Subject to the Act, Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

8.10 Residency Skaters in the amateur skating programs offered by the Corporation shall only include residents of the City of Mississauga. Any exceptions to the approved criteria as set out by the City must be approved in advance by the City of Mississauga.

## **ARTICLE NINE MEETINGS OF MEMBERS**

9.01 Annual General Meeting The Corporation shall hold an annual meeting of its members within six months of its fiscal year end, the date and time of which shall be determined by resolution of the board of directors in each year. The Annual General Meeting of the members shall be held in Ontario at such place as is determined by resolution of the board of directors in each year and may be held in person, virtual or as a hybrid of both.

9.02 General Meeting The board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. The meeting may take place at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. A general meeting of members may also be called by the written requisition of 20 members of the Corporation in such manner as is provided for in the Act. The only items to be discussed at a general meeting of the members shall be those specified in the notice of the general meeting.

9.03 Notice A printed, written, typewritten or electronically communicated notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting and to the accountant of the Corporation in the manner specified in paragraph 10.04 of this by-law not less than ten (10) calendar days (exclusive of the day of mailing or electronic transmission and of the day for which notice is given) before the date of the meeting.

9.04 Omission of Notice The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate the meeting, any resolution passed or any proceedings taken at any meeting of members.

9.05 Votes Every question submitted to any meeting of members shall be decided in the first instance by a show of hands unless a poll is demanded, and in the case of an equality of votes the Chairman of the meeting shall not have a second or casting vote in addition to the vote or votes to which he may be otherwise entitled.

At any meeting unless a poll is demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

9.06 Proxies Votes at meetings of members may be given either personally or by proxy. Subject to the requirements of the Corporations Act, proxies shall be in such form as the board of directors may prescribe, and shall be handed to the Chairperson. Every member entitled to vote at a meeting of members may by means of a proxy appoint a person, who is a member in good standing, of the Corporation, as his nominee to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the member or his attorney, and ceases to be valid six (6) months from its date.

No persons carrying proxies may exercise more than two votes in all.

9.07 Time for Deposit of Proxies The board may fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of members before which time proxies to be used at the meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or if, no such time having been specified in such notice, it has been received by the secretary of the Corporation or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

9.08 Adjournment The Chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling same.

9.09 Quorum The quorum at any meeting of the members of Corporation shall be ten (10%) percent of members entitled to vote at a meeting of the members.

## **ARTICLE TEN NOTICE**

10.01 Service Any notice or other document required by the Act, the Regulations, the Letters Patent, Supplementary Letters Patent (if any) or the by-laws to be sent to any member or director or to the auditor shall be delivered personally, sent by prepaid mail or sent by electronic mail to any such member or director at his latest address as shown in the records of the Corporation and to the auditor at his business address, or if no address by given therein then to the last address of such member or director known to the Secretary provided always that notice may be waived or

the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Signature to Notices The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation maybe written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

10.03 Computation of Time Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, Letters Patent or Supplementary Letters Patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.

10.04 Proof of Service With respect to every notice or other document Sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 10.01 of this By-law and put into a Post Office or into a letter box, or sent by electronic mail. A certificate of an officer of the Corporation in office at the time of the making of the Certificate as to the facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, office or auditor of the Corporation as the case may be.

## **ARTICLE ELEVEN ACCOUNTANTS**

11.01 Appointment and Remuneration The members shall at each Annual General Meeting, appoint an Accountant to review the accounts of the Corporation, such Accountant to hold office until the next Annual General Meeting provided that the directors may fill any casual vacancy in the office of Accountant. Notice of the appointment of an Accountant shall be given in writing to him forthwith after the appointment is made. The remuneration of Accountants shall be fixed by the Members or by the board, if so authorized by the Members.

11.02 Entitlement to Notice The Accountant is entitled to attend any meeting of members of the Corporation and to receive all notices and other communications relating to any such meeting that member is entitled to receive and to be heard at any such meeting that he attends on any part of the business of the meeting that 'concerns him as Accountant.

11.03 Right of Access The Accountant has right of access at all times to all records, documents, books, accounts and vouchers of the Corporation and is entitled to require from the directors and officers of the company such information and explanations as in his opinion are necessary to enable him to report as required by law.

11.04 Appointment of Auditor A majority of the members of a general meeting may resolve to appoint an auditor for the corporation and require an audit on the accounts and records of the Corporation.

A majority of the board of Directors may appoint an auditor to meet reporting requirements or for any other reason and may require an audit of the accounts and records of the Corporation at any time.

The auditor will have the same rights and privileges as the Accountant named above.

## **ARTICLE TWELVE GENERAL**

12.01 Restrictions on Directors, Officers and Members Directors, officers and members of the Corporation shall comply with all of the By-laws, Resolutions, Rules and Regulations of the Corporation and the Association. Members shall take no action in the name of the Corporation not specifically provided for by the By-laws, Resolutions, Rules and Regulations of the Corporation, either individually or together with other members of the Corporation, without the prior written approval of the board of directors.

12.02 Use of the Corporation's Logo Members are encouraged to use and to display the logo of the Corporation but upon the termination of membership in the Corporation for any reason, the retiring Members shall return to the president's office, any and all facsimiles of the logo of the Corporation, together with any means of reproduction thereof and shall cease to use or display the logo in any manner whatsoever. The use of the logo is intended to affirm membership in the Corporation and at all times shall be used in a manner which protects the good reputation of the Corporation. It is not intended and may not be used in any sense as a trademark for the member or as a guarantee or as an identification of the Members' products, and may not be used in conjunction with or in any design combination with any trademark, nor stamped nor imprinted on any article of Commerce.

## **ARTICLE THIRTEEN EXECUTION OF DOCUMENTS**

13.01 Signing Officers Deeds, transfers, assignments, contracts, and obligations of the Corporation may be signed by the president or a vice-president, together with the secretary or treasurer or an assistant secretary or assistant treasurer or another director. Notwithstanding this, the board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.

## **ARTICLE FOURTEEN BY -LAWS, AMENDMENTS AND RULES AND REGULATIONS**

14.01 Enactment By-laws of the Corporation may be repealed or amended by a majority of the directors at a meeting of the board approved by a vote of at least two thirds (2/3) of the Members attending at a meeting duly called for the purpose of considering the said By-law.

14.02 Repeal By-law No. 1 of the Corporation, being a "By-law generally relating to the transaction of the business and affairs of the Corporation" is hereby repealed as of the coming

into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contractor agreement made pursuant to, or the validity of any letters patent (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or the board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

14.03 Exception The provisions of section 14.02 above shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the board the power or authority to borrow.

14.04 Rules and Regulations The board may prescribe such Rules and Regulations not inconsistent with the Letters Patent, this By-law, the By-laws of the Corporation or with any applicable statute or laws relating to the management and operation of the Corporation as they deem expedient.

14.05 Effective Date This by-law shall come into force without further formality upon its enactment in accordance with the Act.

14.06 Dissolution Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed and/or disposed of to one or more of the existing Figure Skating Clubs in Mississauga.

**AMENDED** this 13th day of June, 2022.



---

PRESIDENT



---

SECRETARY