



# Constitution and By-laws

Orillia Figure Skating Club (OFSC)

An affiliated member of Skate Canada

Skate Canada Club Number: 1000455  
Corporation Number: 000231302  
Date of Incorporation: April 6, 1970

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# CONSTITUTION AND BY-LAWS OF THE Orillia Figure Skating Club

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The Constitution and By-laws within this document will replace and supersede all pre-existing Constitution and By-laws and synonymous documents approved and/or published by the Orillia Figure Skating Club (OFSC) prior to April 4<sup>th</sup>, 2020.

## Definitions:

The following terms have these meanings in these By-laws:

- a) *Act* – the Ontario Corporations Act or any successor legislation
- b) *Annual General Meeting (AGM)* - is a mandatory yearly gathering of a club's interested members. At an AGM, the directors of the club present an annual report containing information for members about the club's performance and strategy
- c) *Association* – Skate Canada
- d) *Associate Member*: is an individual that pays the annual Skate Canada membership fee through their home Club and automatically becomes a Skate Canada Member by its association.
- e) *Auditor* – an individual appointed by the Board at the Annual Meeting to audit the books, accounts, and records of the Club for a report to the Members at the next Annual Meeting in accordance with the Act.
- f) *Board* – the Board of Directors of the Corporation.
- g) *Days* – days including weekends and holidays.
- h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- i) *Legal age* – a person that is 18 years or older
- j) *Members* – registered Skate Canada Members
- k) *Officer* – an individual elected or appointed to serve as an Officer of the Club pursuant to these By-laws.
- l) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- m) *Proxy*: the authority to represent someone else's' interests
- n) *Quorum* -A quorum is the minimum number of members required to conduct the business of the club during a meeting
- o) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.
- p) *Section*: Skate Ontario

## Article 1. Name of the Club

The Name of the Club shall be the Orillia Figure Skating Club; hereinafter called the "Club". The Club will be located within the City of Orillia, in the County of Simcoe. The Club may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

## Article 2. Skate Canada

- a) The Club shall be a member of Skate Canada.
- b) The Club shall pay such fees and other charges as shall be required of clubs by Skate Canada
- c) The Club is located within the Skate Ontario Section of Skate Canada.
- d) The Club shall abide by all Skate Canada and Skate Ontario By-laws, rules and regulations. If there are inconsistencies between Provincial statues and Skate Canada rules and regulations, the Provincial statues shall take precedence.

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## **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, Policies and Procedures of Skate Canada.
- b) The Club, regarding 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.

## **Article 4. By-laws**

- 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) 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.
- c) In these by-laws and in all other by-laws of the club hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## **1. MEMBERSHIP**

### **1.1. Club Membership**

Membership in the club shall be open to all, irrespective of age, creed, race, orientation or gender.

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

All members shall uphold, observe and conform to the By-laws, Rules and Regulations of Skate Canada, Skate Ontario and the by-laws of the Club and such regulations as set forth from time to time by the Board Directors of the Club, hereinafter called the "Board".

### **1.3. Membership Fees**

Members of the Club shall be registered with Skate Canada and pay the applicable fees as set by Skate Canada.

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

For a member to be considered in good standing with the Club, that member must pay Club fees as are stipulated by the Board. Members will not be permitted to take part in any Club activities if these fees are not paid in accordance with the Club's Payment and Cancellation Policy. Members in arrears shall be considered as having terminated their club membership.

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

Fees, skating rules and skating hours shall be determined by the Board. Club membership shall commence on the first day of the Skate Canada skating 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

The Board may, by written notice, terminate membership of a member of the club for acting contrary to the Rules and Regulations of Skate Canada, Skate Ontario or the Club's code of ethics and in accordance with the club's disciplinary policies. The Board shall give the individual a written explanation for the termination of membership on request.

## 1.7. Classes of Club Membership

Each eligible member that has attained the legal age and is in good standing, shall be entitled to **one (1)** vote per membership which must be cast in person at any AGM and/or Special General Meeting of the Club.

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

### **Voting Class:**

- **Individual membership:**
  - Non-skating members who have paid the fees as set by the club and are Associate Members of Skate Canada.
  - Individual members, which shall include the Club Board, Skate Canada Officials (Judges, Accountants) and other adults serving on Club Committees.
  - All Individual members of the legal age of 18 shall be entitled to **one (1)** vote.
  
- **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 Associate Members of Skate Canada.
  - All Active Members of the legal age of 18 shall be entitled to **one (1)** vote each.  
*\*Underage Active Members have no vote but may be represented by a Special Member*
  
- **Special Membership:**
  - 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.
  - Special Members of the legal age of 18 shall be entitled to **one (1)** vote at each AGM and Special General Meeting of the Club regardless of how many of their children are members of the Club.

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## Non-Voting Class:

- **Partial Membership:**
  - All eligible skaters who are Associate Members or Restricted Members of Skate Canada through another HOME club and have paid a reduced fee as set by the Club.
  - Partial Members are not entitled to a vote at any AGM and/or Special General Meeting of the Club.
  - Parents and legal guardians of Partial Members do not qualify as Special Members and may not vote at any AGM and/or Special General Meeting of the Club.
  
- **Honorary Life-time Membership:**
  - The Board may grant an annual honorary membership to any person who rendered outstanding services to the Club or to a skater for their achievements.
  - Skaters receiving this annual honorary membership must remit to Skate Canada their own registration fees.
  - Honorary members shall carry all the privileges of a membership without the payment of Club fees.
  - Honorary members shall be considered active members.
  - Life memberships previously in place will be honored.
  - The board may grant a Life Membership to an individual upon resolution passed by the Board and with a majority approval of the membership in attendance at the AGM.
  
- **Professional Skaters:** Are not eligible to vote.
  
- **Guests:**
  - Members, with the permission of the head coach, have the right to bring a guest, if the guest skater is a current Skate Canada member and follows OFSC ice rules.
  - Any person whose membership has been terminated by resolution of the Directors shall be ineligible as a guest at the Club.

## Other Restrictions:

### **Coaches:**

- If a professional coach is a parent, he/she may attend the AGM and may cast **one (1)** vote.
- Coaches are not permitted unless by special invitation to attend Board meetings unless they are the Coaches Representative or a duly elected member of the Board.
- A professional coach may run as a board member and hold **one (1)** voting position.

## **2. LIABILITY**

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. Every member, guest or visitor shall use the Club facilities at their own risk. The Club shall participate in the Skate Canada Club Liability and Member Accident Insurance programs.

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## 3. GENERAL CLUB MANAGEMENT

The members of the Board, 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.

### **Club affairs:**

The affairs of the Club shall be managed and operated by members duly elected to the Board who are registered with Skate Canada and are members in good standing with the OFSC. Newly elected board members must become Skate Canada members once elected to the Board. Skate Canada fees for Board members are paid on their behalf by the Club.

### **General Management:**

The general management of the club shall be vested in a Board consisting of: President, Vice-President, Secretary, Treasurer, seven (7) Directors at large and one (1) Coaching Representative. All of the above, with the exception of one (1) Coaching Representative, shall be elected at the Annual General Meeting. No more than two (2) coaches can serve on the Board at any given time.

The Coaching Representative shall be elected annually by and from within the coaches of the club by a method determined by the Head Coach.

The Board has the authority to create Officer positions as they determine necessary.

Each retiring Officer or Director must surrender immediately all books and records electronic or otherwise in their possession pertaining to their office to their successor or the OFSC Secretary.

### **Service Ontario Updates:**

After the 1st Board meeting with the newly elected Board members and once all Board roles have been elected, the Ministry of Government and Consumer Services at Service Ontario must be provided with the list of Directors. This list must include the President, Vice President, Treasurer and Secretary and may or may not include all the other Directors. When there is a change with any of the individuals on record, Service Ontario must be advised within 15 days of the change.

### **Special Meetings:**

A special meeting of the Club can be called at the request of 10% of the membership and the purpose of the special meeting must be stated in the notice. The quorum for such meetings must be 10% of the membership.

### **Coaching Staff Meetings:**

The Coaching staff shall meet with one (1) or two (2) delegates from the Board at a minimum of once a year, but meetings may be called more frequently if deemed necessary by either party. Delegates shall be appointed by the President or Vice-President in the absence of the President.

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## **Suggestions/Complaints:**

Any suggestion or complaint shall be sent in writing to [info@orilliafigureskatingclub.com](mailto:info@orilliafigureskatingclub.com) and the Secretary will table this at the next meeting of the Board.

## **4. Holding of the Board of Directors Office**

The Board shall hold office until the close of the meeting at which their successors have been duly elected.

## **Board Meetings:**

- Quorum at Board meetings shall consist of 50% plus one of the current serving Directors upon commencement of the meeting.
- The Board shall meet once a month, but meetings may be called more frequently if deemed necessary.
- A Special Board Meeting may be called at the request of at least three (3) Directors and seven (7) days notice of the meeting must be given to all Directors
- If Members would like to address the board, they may make a written request to the President no less than seven (7) days prior to the meeting so that they may be included in the Meeting Agenda.
- The order of business of all Board meetings of the Club shall be as follows:
  - Calling the meeting to order
  - Quorum
  - Reading the Minutes
  - Reading Club correspondence
  - Treasurer's Report
  - Report of Committees
  - Corrections in Committee Reports
  - Special Committees
  - Unfinished business
  - New business
  - Adjournment

## **Conflicts of interest:**

Each Board Member should avoid conflicts of interest between their position as Board Member and their personal life. If such a conflict does arise, whether real or perceived, the Board Member must declare that conflict before the Board and refrain from voting on such matters.

## **Board of Directors Vacancies:**

Casual vacancy occurring between any AGM, may be filled by the Board, until the next AGM by a majority vote of the remaining members of the Board or in the case of the Coaching Representative, by the coaching staff.

Directors voted into their position by the Board cannot exceed more than 25% of the duly elected members of the Board.

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## **Director Attendance:**

An office may be declared vacant by a majority vote of the Board for the following reasons:

- i) If a Board Member is absent for more than 2 consecutive scheduled Board meetings, without good cause and/or without prior notification to the President or Secretary.
- ii) If a Board Member does not perform the expected tasks associated with the office.
- iii) If a Board Member breaks their fiduciary responsibility to the club.

A Board member that is removed from the Board of Directors, cannot run again for a period of 2 terms (4 years); otherwise they require unanimous consent from the Board.

## **Rules of Order:**

Rules of order for all meetings, General and Board, will follow Roberts Rules of Order in all cases in which they are applicable and consistent with the by-laws or special rules of Skate Canada.

## **Director Roles and Responsibilities:**

President:

- Acts as the Chair of the Board. In their absence, the Vice President will fill this duty.
- Shall be charged with the general management and supervision of the affairs and operations of the Club.
- The President with the Vice President or other officers appointed by the Board for the purpose shall sign all membership certificates.
- The President, with the Secretary, shall sign all by-laws and legal documents.
- The President, Vice President or the Treasurer shall sign all cheques.
- The President shall be an ex-officio member of all committees.

Vice President:

- Is an automatic member of the Ice & Professional Committee with the President and the Ice and Professional Chairperson.
- Carries out any duties of the President that are assigned to them.
- The Vice President will ensure that all policies and procedures and By-laws are followed and maintained.

Treasurer:

- Responsible for the safe control of all club funds
- Prepares and submits an annual budget to the Board
- Maintains all Club records as are required for review
- Drafts an annual financial statement
- The Treasurer, President or Vice President shall sign all cheques.

Secretary:

- Deals with all correspondence subject to the approval of the President or their delegate
- Issues all notices for Board, general and special meetings
- Takes minutes at all meetings
- Responsible for submitting to Skate Canada and the Section such reports as are required by Skate



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Canada rules and other regulations.

- Along with the President, shall sign all by-laws and legal documents

## 5. ANNUAL GENERAL MEETING

The annual meeting of the Club shall be held within 6 months of the fiscal year end and no later than 15 months after the previous AGM. This meeting shall be held at the Club's head office or elsewhere within the city of Orillia and on such day as determined by the Board.

At the Annual General Meeting, the President shall present a full report of the activities of the Club for the previous fiscal year. In addition to any other business that may be transacted, the report of the Directors and a draft financial statement shall be presented.

### **Meeting notice to Members:**

Written notice of all Annual General Meeting and Special Meetings shall be provided twenty-one (21) days in advance 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.

### **AGM Quorum:**

In order to properly constitute an AGM, no less than 10% of the voting membership must be present at the commencement of the meeting.

### **Board Election:**

- At the annual general meeting, one-half of the Board of Directors shall be elected for a two (2) year term and shall take office immediately.
- A vacancy on the Board, occurring before the conclusion of its first year of a two-year term can be filled by the Board and resolved by a member vote at the AGM to carry that term to its natural conclusion of two years. This is done to maintain the balance in board elections.
- Voting on Club elections shall be by secret ballot and a simple majority shall elect a candidate unless the position is otherwise acclaimed.
- Individual roles of the members of the Board are determined by the current and newly elected board members.
- The positions of President, Vice-President, Secretary and Treasurer are voted for by the Directors. These positions serve at the will of the Board and for a two (2) year term, unless otherwise revoked by majority vote of the Board OR a resignation from that position is delivered in writing to the Board.

### **First Board Meeting with new Directors:**

The first meeting with the newly elected Directors must be held within one week after the AGM in order to elect each role within the Board and to select committee Chairs.

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## **Voting and Eligibility to Vote:**

- Voting on Club matters may be by a show of hands.
- Voting for club elections or on any matters pertaining to skating shall be restricted to:
  - o Eligible club members who are registered as Associate Members of Skate Canada and are 18 years of age
  - o Club Coaching representative
  - o 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).
- Regardless of how many times eligible Club Members may qualify to vote, they only get **one (1)** vote. This includes families that have more than one child registered as a member of the Club.
- Members not in attendance at an AGM or special meeting may vote by appointing, in writing, a proxyholder, to attend and act on their behalf in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following requirements:
  - A proxy is valid only at the meeting in respect of which it is given
  - A Member may revoke a proxy in writing delivered to the Board, no later than the last business day preceding the day of the meeting
  - A proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter and to vote by way of ballot at the meeting,
  - The proxy holder will represent a maximum of two (2) members

## **Order of business:**

The order of business at an Annual General Meeting of the Club shall be as follows:

- Called to Order
- Confirmation of Quorum
- Minutes of the preceding General/Special meeting
- President's Report
- Secretary's Report
- Treasurer's Report
- Other Reports
- Election of Board Members
- Amendments to the Constitution and By-laws
- Other business

## **6. AMENDMENTS**

### **Submissions and Process:**

Any member of the Club, in good standing, may propose an amendment to the By-laws.

- The proposal must be submitted in writing to the Board.
- The proposed amendment will be presented at the AGM or Special Meeting.
- All proposed amendments must be submitted at least 90 days before the respective meeting.
- No amendment to the Constitution or By-laws of the Club shall be accepted from the floor at any meeting.

### **Interim Amendments:**

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

## **Voting on Amendments:**

Any amendment, to be accepted or ratified, must pass by a vote of 2/3 of those eligible to vote and present at an AGM of the Club.

## **Implementation of Amendments:**

All amendments become effective immediately following the AGM if they are passed unless the motion of amendment specifies otherwise.

## **7. COMMITTEES**

The Board shall appoint standing Committee Chairs whom shall look after duties assigned to them. All Committee Chairs must submit the names of their committee members to the President for approval.

All members-at-large of the Board of Directors shall be eligible to Chair a committee. Committee Chair positions shall be decided by a Board member's desire to hold the position. Should more than one person desire to Chair a committee, the position shall be decided by a majority vote of the Board.

All 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 and be Associate Members of Skate Canada.

The Board of Directors shall appoint from among their members any of the following positions as required:

- |                                    |                                  |
|------------------------------------|----------------------------------|
| A) Ice & Pro Committee Chairperson | B) Public Relations Chairperson  |
| C) Assessment Coordinator          | D) Fundraising Chairperson       |
| E) Newsletter Chairperson          | F) Program Assistant Coordinator |
| G) Social Media Chairperson        | H) Properties Chairperson        |
| I) Music Chairperson               |                                  |

Other Committees and their respective Chairs may be created and appointed based on necessity as determined by the Board.

Each committee shall submit their program, budget and Committee Rules to the Board no later than July 31.

No committee shall have the power to incur any expenditure on behalf of the Club until such expenditure has been approved by the Board.

Each committee chairperson shall file with the secretary a prepared set of minutes covering each

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committee meeting at the next meeting of the Board.

The Chairperson of each committee shall present a final report to the board concerning the activities of their committee as determined by the Board.

**Special Committees.** The Board may appoint a special committee from time to time whose duty shall be to carry out its special appointment and report back to the Board at the next and following regular meeting of the Board until such time as the duty is complete to the satisfaction of the Board, at which time the appointment ceases and the committee is dissolved.

## 8. CLUB FUNDS

Upon the Board of Director's request, any member of the Club, in good standing, can be asked to sell Club event or draw tickets, programs or any other Club related items that the Board deems appropriate. This request would be made due to a lack of Board member availability. The individual must be a minimum of 18 years old.

The Treasurer shall deposit all funds in such banks or other institutions as may be designated by the Board. The Treasurer shall see that all necessary books and records of the Club required by the by-laws of the Club or by any applicable statute or law are regularly and properly kept.

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

### **Finances:**

An individual designated by the Board shall make a review of the financial transactions of the Club each year and the reviewed statement shall be made available to the membership of the Club. Unless otherwise ordered by the Board of Directors, the fiscal year of the Club shall terminate on the 31st day of March in each year.

### **Banking:**

- A bank account shall be kept in the name of the club with any one of the local branches of the Chartered Banks of Canada or Trust Companies.
- Cheques on the Club's Bank Account, drafts drawn or accepted by the club and promissory notes given by it may be signed, drawn or accepted as the case may be, by any officers named by resolution of the Board.
- Bills of exchange, promissory notes, cheques or orders for money may be endorsed for deposit to the Club's Bank account by any officers named by resolution of the Board.
- All contracts, deeds, grants, assurances and documents reasonably required by such Bank, or its counsel, in connection with the operation of said Bank account shall be executed and carried into effect by the proper officers of the Club.

### **Securities:**

The securities of the Club shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the club signed by such

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officer or officers, agent or agent of the Club and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. Any Director, in selecting the institutions, shall be fully protected in acting in accordance with the Directions of the Board of Directors and shall in no event be held liable for the due applications of the securities so withdrawn from the deposit or the proceeds thereof.

**Dissolution:**

In the event that the club ceases to exist, the net assets from liquidation shall go to the newly formed Skating Club for Orillia and Area. In the event that no new Club is being formed, the net assets will be forwarded to the Community Foundation of Orillia and Area to be used for the betterment of Youth Skating Organizations.