

# Constitution & By-Laws of Skate Canada – Saskatchewan Inc.

## 1. Definitions

- a) For the purpose of these By-laws, the definitions contained in the Skate Canada Constitution will apply.
- b) The name of the organization shall be “Skate Canada – Saskatchewan Inc.” hereinafter called the Section as defined by Skate Canada from time to time.
- c) The name and logos used by the Section shall be as defined by Skate Canada.

## 2. Membership Complaints Policy

For the purpose of these By-laws, the policy outlined in Skate Canada’s constitution will apply.

*Policy #0024 Discipline & Complaints*  
*Policy #0025 Alternate Dispute Resolution*  
*Policy #0026 Appeals*  
*Policy #0027 Conflict of Interest*  
*Skate Canada Membership Complaint Policy*

## 3. Membership Harassment, Bullying & Discrimination Policy

For the purpose of these By-laws, the policy outlined in Skate Canada’s constitution *Bylaws* will apply.

## 4. Management of the Section

- a) The affairs of the Section shall be managed by a Board of Directors elected at the Annual General Meeting of the clubs / skating schools within the Section. This meeting shall be held ~~prior to the Annual General Meeting of Skate Canada~~ *within four (4) months from the fiscal year end date.*

## 5. By-laws of the Section

- a) Except in the case of a conflict with the Non-Profit Corporations Act – Saskatchewan (the Act), the By-laws of Skate Canada ~~and in particular By-law 1503 Section Committees~~ apply to and govern the activities of the Section.
- b) When Skate Canada's By-laws are amended in accordance with Skate Canada ~~By-law 1600~~ *Article 12*, the Section, subject to the Act will propose at the next Annual General Meeting to bring the Section By-Laws in line with those of Skate Canada.

## **6. Role of the Section**

- a) The objectives of the Section are:
  - i. To improve, encourage and advance the instruction, practice and enjoyment of its members in all aspects of the sport of ice skating.
  - ii. Generally, to take all steps necessary or desirable to improve, encourage and advance ice skating throughout the Province of Saskatchewan.
- b) The promotion of the objectives shall be through the following but are not limited to:
  - i. Facilitating and promoting Skate Canada programs, policies and procedures;
  - ii. Ensuring effective communication between all of the Skate Canada stakeholders;
  - iii. Effective information management;
  - iv. Educating and training officials, coaches and volunteers;
  - v. Liaison with member clubs / skating schools and members located within the geographical boundaries of the Section;
  - vi. Developing partner relationships and alliances with organizations to assist in funding and delivery;
  - vii. Provision of conflict resolution among the Skate Canada stakeholders;
  - viii. Holding competitions;
  - ix. Insuring effective governance procedures and systems are in place including the submission or provision of an annual report and audited financial statements to Skate Canada.

## **7. Membership in the Section**

- a) All clubs / skating schools of Skate Canada within the designated area of the Section shall be members of the Section unless otherwise authorized by Skate Canada.
- b) Professional Coaching members in good standing who are listed on the Official Skate Canada List as a resident within designated area of the Section shall be ~~accorded the privileges listed in Skate Canada Rule 1202 (3) and each be~~ entitled to one (1) vote, for the purpose of electing the Section Coaching Representative. This is the only membership voting privilege given.
- c) For the purpose of these By-Laws, the definitions outlined in the Skate Canada constitution on membership, organization membership, individual membership and registration, will apply to all categories of membership within the Section.

## **8. Section Members' Meetings**

- a) The Board of Directors shall determine the place and time of the Annual General Meeting of the Section. Each Member Club / Skating School, Regional

Coordinator, Regional Coaching Representative and members of the Board of Directors shall be notified in writing at least twenty-eight (28) days prior to the actual date of the meeting.

- b) General meetings shall be open to all Skate Canada Registrants and Coaching Members in the Section. All delegates, Regional Coordinators, and Board Members shall have a voice in the proceedings. All others present shall be considered observers and may speak only with the approval of the meeting.
- c) Delegates
  - i. Each Member Club / Skating School shall be entitled to send one (1) delegate to the Annual General or Special General Meeting. Current members of the Board of Directors and Regional Coordinators shall also be considered delegates to the Annual General or Special General Meeting.
  - ii. The name and registration number of the Member Club / Skating School delegates must be filed with the Section and be in such form as prescribed by the Board of Directors and signed by one (1) Officer of the Member Club / Skating School appointing the delegate.
  - iii. All delegates must be eligible persons and members in good standing of a Member Club / Skating School, of legal age of majority, and Registrant of the Association and shall be a delegate from only one (1) Member Club / Skating School.
  - iv. Delegates shall provide satisfactory evidence that they are currently registered as a member of the Association.
- d) A quorum for the transaction of business at the Annual General or Special General Meetings shall be representation by delegates and proxies from twenty-five (25) percent of the Member Clubs / Skating Schools in the Section.
- e) Order of Business
  - i. The following shall be the order of business:
    1. Reading of notices and report as to quorum
    2. Minutes of the previous meeting
    3. Business Arising from the Minutes
    3. Treasurer's Report and Budget
    4. Committee Reports
    5. Chairperson's Report
    6. Amendments to the Constitution
    7. Election of Section Board Members
    8. Appointment of Auditors
    9. Other Business
    10. Introduction of New Board of Directors and appointees
    11. Adjournment

- ii. The Chairperson, subject to the approval of the majority vote of those present, may amend the order of business as necessary.
- iii. The Executive Director or designate shall record a complete record of proceedings at the Annual General and Special General Meetings.

f) Voting

- i. All Permanent Member Clubs / Skating Schools in the Section, Regional Coordinators and all current members of the Board of Directors shall each have one (1) vote.
- ii. Voting shall be by a show of hands or a ballot at the discretion of the Chairperson.
- iii. A vote by ballot shall be taken if demanded by any delegate. Voting for elected Board of Directors positions shall be by ballot.
- iv. A resolution shall be carried by a simple majority of the votes cast at the properly constituted meeting. Abstaining voters are not counted when determining a majority. A tie vote is considered a defeated vote.

g) Proxies

- i. Voting by proxy at any Annual General or Special General Meeting shall be permitted. Delegates may carry a maximum of six (6) votes (their own vote as a delegate plus five (5) proxy votes).
- ii. Proxies shall be in such form as the Board of Directors prescribe, and shall be handed to the Section prior to the start of the meeting.

## 9. Special Meetings

- a) The Board of Directors, may, as they see fit, convene a Special General meeting. Such requisition shall express the object of the meeting and the Section Chairperson shall be advised accordingly. The only items to be discussed at the meeting shall be those specified in the requisition.
- b) A Special General Meeting of the members shall be called at any time upon requisition made in writing by fifteen percent (15%) of the Member Clubs / Skating Schools in good standing. Such requisition shall express the object of the meeting and shall be mailed to the Section Chairperson. The only items to be discussed at the meeting shall be those specified in the requisition.
- c) The Board of Directors shall issue a notice of meeting for a Special General Meeting within seven (7) days of receipt of a valid requisition, and shall schedule the meeting within twenty-eight (28) days following the date of notice of meeting.

## 10. Officers and Directors of the Section

- a) The Board of Directors shall include the elected Chairperson, Past Chairperson, elected Treasurer, an elected Coaching Representative by the Coaching Membership, ~~an appointed Athlete Representative~~, and eight (8) elected Directors. Of the eight (8) elected Directors, two (2) will be appointed as First and Second Vice-Chairpersons by the majority of the Board. In the event that one (1) of the above listed positions is vacant, an individual may be appointed by the majority of the Board.
- b) The Section Officers shall be the Chairperson, Past Chairperson, Treasurer and two (2) Vice-Chairpersons, who shall form the Executive Committee of the Section.
- c) The term of office for the Past Chairperson shall exist until the current Chairperson retires having completed at least one (1) full term of office and assumes the position of Past Chairperson. If the Past Chairperson position becomes vacant, the Board of Directors may appoint a previous Past Chairperson to the position to fill the vacancy.
- d) Qualifications
  - i. With the exception of the Coaching Representative or designate, a member of the Board of Directors shall be an eligible person, of legal age of majority, a member of a Member Club / Skating School in the Section and an registrant of Skate Canada, in good standing.
  - ii. The Coaching Representative or designate shall be legal age of majority, a Professional Coaching Member of the Skate Canada and a member of the Saskatchewan Coaches Association in good standing
  - iii. With the exception of the Coaching Representative or designate, as per By-law 10 (d) (iv), no member of the Board of Directors shall hold office, except as a Past Chairperson, on a Board of Directors of a Member Club / Skating School.
  - iv. The Coaching Representative or designate may serve on a Board of Directors of the Member Club / Skating School within the Section.
  - v. Board Members of the Section must not be a member of the immediate family of a Section employee and / or Section independent contractor. For the purpose of this by-law immediate family is defined as spouse, children, parent, brother, sister, grandparent or spouses of the same.
- e) The Board of Directors and Committee members shall serve without remuneration.
- f) Terms of Board of Directors
  - i. The Chairperson shall be elected for a two (2) year term by ballot at the Annual General Meeting of the Section.

- ii. The Treasurer shall be elected for a two (2) year term by ballot at the Annual General Meeting of the Section.
  - iii. The eight (8) Directors-at-Large shall be elected for a two (2) year term at the Annual General Meeting of the Section. Four (4) shall be elected in even numbered years and four (4) in odd numbered years.
  - iv. The Chairperson of the Section Coaching Committee shall be elected for a two (2) year term by ballot at the Section Coaches Annual General Meeting. The Chairperson of the Section Coaching Committee shall serve as the Coaching Representative on the Board of Directors.
  - v. ~~The Section Chairperson with the approval of the Board of Directors shall appoint the Athlete Representative for a two (2) year term. Proposed individuals shall be of legal age of majority, eligible competitors within the Section and shall be recommended by Board of Directors.~~
- g) Nominations to the Board of Directors
- i. Nominations for vacancies for the Board of Directors shall be in writing, by clubs / skating schools, Regional Coordinators and members of the Board of Directors to the Section Office by Noon on April 1<sup>st</sup> preceding the Annual General Meeting.
  - ii. Nominations shall only be valid if a letter of acceptance is received by the Section Office from the nominee prior to the closing date for nominations.
  - iii. A list of all nominations shall be posted on the Section website within seven (7) days after the closing date. No reference shall be made to the list as to the nominators.
- h) The new Board of Directors shall take office immediately following the Annual General Meeting.

## **11. Board of Directors or Executive Meetings**

- a) Meetings of the Board of Directors will be held at the call of the Section Chairperson at such place, as the Board of Directors shall decide. A minimum of four (4) meetings shall be convened annually.
- b) Meetings of the Executive Committee shall be held at the call of the Chairperson. Recommendation from these meetings shall be brought forward to the next Board of Directors meeting for ratification.
- c) Telephone conference calls, *web* and email meetings may be used in lieu of a Board of Directors, Executive or Committee meeting conditional on the agenda

being circulated at least forty-eight (48) hours in advance. Only agenda items and business arising may be considered at these meetings.

- d) A quorum of the Board of Directors meetings shall consist of either the Chairperson or a Vice-Chairperson and five (5) other voting members.
- e) Voting
  - i. The Chairperson may vote only when the vote would change the result. Therefore the Chairperson may vote to break a tie.
  - ii. A majority vote of those present shall be sufficient to decide any question.
  - iii. A resolution, duly moved and seconded, may be voted by mail, e-mail, fax or telephone ballot at the discretion of the Chairperson.
  - iv. There shall not be proxy voting at a Board, Executive or Committee meeting.
  - v. No member of the Board of Directors shall have more than one (1) vote.

## **12. Removal of Officers and Directors**

- a) Subject to the Act, a Special General Meeting of the members, by resolution, of which notice has been given in the calling of the meeting, may remove before the expiration of their term of office, and may, by resolution, appoint another member in their stead any member of the Board of Directors with a vote of 2/3 of those eligible to vote and attending the meeting. The person so appointed shall hold office until the next Annual General Meeting.
- b) Any member of the Section Board of Directors absent without cause acceptable to the Board of Directors, from two (2) consecutive meetings of the Board of Directors during his / her term shall be deemed to have resigned from office. The vacancy on the Board of Directors may be filled by the method described in by-law 13 below.
- c) Pursuant to the Skate Canada Membership Complaints Policy adopted herein Directors and Officers of the Section are subject to such policies and the sanctions that may apply.

## **13. Officer and Director Vacancies**

- a) **Casual Vacancies:** Casual vacancies occurring between any Annual General Meeting of the Section may be filled, until the next Annual General Meeting, by a majority vote of the remaining members of the Board of Directors. Only a Vice-Chairperson may be appointed to the position of Chairperson and only another member from the Coaching Core Committee shall replace the Coaching Representative.
- b) **Other Vacancies:** All other vacancies on the Board of Directors shall be elected from the nominees by secret ballot at the Annual General Meeting of the Section.

Where the vacancy to be filled has been held for a period of less than the full term of two (2) years specified, the elected nominee shall serve the balance of such term of office only.

#### **14. Committees**

- a) The Section Committees may include but are not limited to:

Awards, Audio / Electronics, Coaching, Governance, Finance, Marketing / Sponsorship, Membership / Rules, Skater Development, Nominating, Officials, Competitions, Regional Coordinators and Skating Programs.

- b) The responsibilities of each Committee shall be as defined in the committee's terms of reference. The Board of Directors shall approve the terms of reference for each committee and distribute each terms of reference to all Board of Directors within twenty-eight (28) days following approval.
- c) The Section Chairperson, with the approval of the Board of Directors, shall annually approve Chairpersons for all Section Committees and Sub-Committees, except as noted in By-law 10 (f) (iv).
- d) Attendance at a Board of Directors' meeting by a Committee member who is not a Board Member shall be at the request of the Section Chairperson.
- e) The Chairperson of each Committee or Sub-Committee shall report to a Vice-Chairperson or staff position.
- f) The Board of Directors may, from time to time, delegate such powers of the Board, as it deems fit, to the standing committees of the Section. Financial obligations may only be delegated to the Executive Committee.
- g) Other Committees of the Section
- i. Other committees, by whatever name, may be struck from time to time at the discretion of the Chairperson to accommodate short-term projects, events, studies, etc. The terms of reference and limitations of authority of these committees will vary and will be determined by the Chairperson.
  - ii. The Chairperson shall have the power to establish or dissolve such other committees as may appear necessary in carrying out the objectives of the Section.

#### **15. Section By-Law Amendments**

- a) Any by-law may be amended at any Annual General or Special Meeting provided that such amendments have been specified in the notice of meeting. The Board of Directors shall review all proposed amendments before presenting them to the membership. To enact any amendment, a two-thirds (2/3) majority of votes cast shall be required.

- b) Any by-law may be amended, or new section or articles may be enacted, by consent of two-thirds (2/3) majority of the complete Board of Directors. Any such change shall be in effect only until the next Annual General or Special General Meeting at which time such actions shall be presented for ratification. Any amendment not ratified may not be re-enacted by the Board of Directors during the next fiscal year.
- c) An amendment shall be effective immediately upon approval unless otherwise stated. All amendments shall be presented 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, a Skate Canada rule and / or by-law. Skate Canada revisions to the by-laws require only that the Board of Directors shall act to revise the by-laws and advise the membership of such revisions.
- d) An updated copy of the Section Constitution & By-Laws shall be distributed to all Member Clubs / Skating Schools, Board, Regional Coordinators and Regional Coaching Representatives within twenty-eight (28) days following receipt of approval by Skate Canada.

## **16. Finance**

- a) The fiscal year shall begin on April 1<sup>st</sup> of each year.
- b) Audited financial statements shall be prepared for the Section Annual General Meeting and be submitted annually to the Association in accordance with Skate Canada regulations.
- c) The appointment of auditors shall be presented as a motion from the Board of Directors and will require approval at the Annual General Meeting.
- d) Procedures
  - i. Section funds shall be kept in chartered banks or approved trust companies or credit unions as may be determined by the Board of Directors. All monies shall be deposited in these accounts and cheques, electronic transfer payments or bank drafts shall be used to make any payment from these accounts.
  - ii. The signing officers shall be as determined by the Board of Directors. All cheques issued against general accounts shall require two (2) signatures.
- e) The budget for each fiscal year shall be prepared and submitted in detail for consideration by the Board of Directors prior to the February 15<sup>th</sup> submission date for Sask Sport Inc. The budget, as approved by the Board of Directors, will be presented to the membership at the Annual General Meeting.
- f) A current financial statement reflecting actual to budget shall be presented to all Board of Directors meetings.

- g) Any person having charge or control of funds of the Section shall furnish such bond as the Board of Directors may require. The cost of the bond shall be borne by the Section.

## 17. Dispute Resolution

~~In accordance with Skate Canada's Membership Complaint Policy (Bylaw 1204)-~~

*Policy #0024 Discipline & Complaints*  
*Policy #0025 Alternate Dispute Resolution*  
*Policy #0026 Appeals*  
*Skate Canada Membership Complaint Policy*

## 18. Official Rules

Subject to the Act, the rules *Bylaws* of Skate Canada carry precedence over any by-law made by the Section.

## 19. Rules of Order

The rules contained in "Robert Rules of Order" shall govern Skate Canada in all cases to which they are applicable and to which they are not inconsistent with the By-Laws or the Rules of Skate Canada *Bylaws*.

## 20. Protection and Indemnity

- a) No director, officer, member, employee or agent of the Section is liable for the acts, receipts, neglect or defaults of any other director, officer, member, employee or agent, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Section through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Section or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Section are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Section are deposited, or for any loss occasioned by an error of judgment or oversight on his / her part, or for any other loss, damage or misfortune whatsoever, which happens in the execution of the duties of his / her office or in relation thereto, providing:
- i. He / she acted honestly and in good faith with a view to the best interests of the Section; and
  - ii. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he / she had reasonable grounds for believing that his / her conduct was lawful.
- b) Every director, officer, employee or agent of the Section and his / her heirs, executors and administrators, and estate and effects respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Section from and against:

- i. All costs and expenses whatsoever which such director, officer, employee or agent sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him / her or in any respect of any act, deed, matter or thing whatsoever, made, done or permitted by him / her, in or about the execution of the duties of his / her office;
- ii. All other costs, charges and expenses which he / she sustains or incurs in or about or in relation to the affairs of the Section, except such costs, charges or expenses as are occasioned by his / her own willful neglect or default or charges for his / her own account.

## **21. Regions**

- a) The Board of Directors shall divide the geographical area of the Section into Regions so that each Member Club / Skating School shall be a member of one (1) Region.
- b) The affairs of each Region shall be overseen by a Regional Coordinator elected at the Regional Spring Meeting of the clubs / skating schools within each Region, which meetings shall be held prior to the Annual General Meeting of Section. The Regional Coordinator is the delegate / proxy for the Region.
- c) Role of the Region shall be to promote the objectives of the Section through the following:
  - i. Facilitating and promoting Skate Canada programs, policies and procedures;
  - ii. Ensuring effective communication between all of the Association stakeholders;
  - iii. Effective information management;
  - iv. Educating and training volunteers;
  - v. Liaison with member clubs / skating schools and members located within the geographical boundaries of the Region;
  - vi. Provision of conflict resolution among the Association stakeholders;
  - vii. Hosting competitions;

## **22. Dissolution of the Section**

Subject to the Act, on dissolution of the Section, its properties and assets shall, after the payment of all liabilities, be donated to one or more of Skate Canada, a successor non-profit corporation dedicated to skating, or such charitable, benevolent or educational purposes as may be decided by the Section membership at the General Meeting at which dissolution is determined.

Note: Skate Canada Constitution & By-Laws (Appendix A)  
 Membership Harassment, Bullying & Discrimination Policy (Appendix B)  
 Skate Canada Membership Complaints Policy (Appendix C)