


KATHLEEN ASSAF

**BYLAWS
OF THE
SKATE CANADA-BRITISH COLUMBIA/YUKON SECTION**

TABLE OF CONTENTS

1	INTERPRETATION	1
1.1	Definitions	1
1.2	Societies Act Definitions.....	4
1.3	Plural and Singular Forms and Gender Neutral Pronouns	4
2	RELATIONSHIP WITH SKATE CANADA.....	4
2.1	Relationship	4
2.2	Role of Section.....	4
2.3	Annual Reporting	4
3	MEMBERSHIP	4
3.1	Admission to Membership.....	4
3.2	Classes of Membership.....	5
3.3	Transition of Membership.....	5
3.4	Organizational Members	5
3.5	Governing Members.....	5
3.6	Membership not Transferable	6
3.7	Cessation of Membership	6
4	MEMBERSHIP RIGHTS AND OBLIGATIONS	6
4.1	Rights of Membership	6
4.2	Member not in Good Standing	7
4.3	Dues	7
4.4	Standing of Members	7
4.5	Compliance with Constitution, Bylaws and Policies.....	7
4.6	Expulsion of Members.....	7
4.7	No Distribution of Income to Members.....	8
5	MEETINGS OF MEMBERS	8
5.1	Timing of General Meetings.....	8
5.2	Annual General Meetings.....	8
5.3	Extraordinary General Meetings	8
5.4	Calling of Extraordinary General Meetings	8
5.5	Notice of General Meeting	8
5.6	Contents of Notice.....	8
5.7	Omission of Notice	9
6	PROCEEDINGS AT GENERAL MEETINGS.....	9
6.1	Business Required at Annual General Meeting.....	9
6.2	Appointment of Delegates.....	9
6.3	Eligibility for Delegates.....	9
6.4	Attendance at General Meetings	10
6.5	Electronic Participation in General Meetings	10
6.6	Quorum	10
6.7	Lack of Quorum.....	10
6.8	Chairperson at General Meetings	11
6.9	Alternate Chairperson	11
6.10	Chairperson to Determine Procedure	11
6.11	Adjournment.....	11
6.12	Notice of Adjournment.....	11

7	VOTING BY MEMBERS	11
7.1	Ordinary Resolution Sufficient	11
7.2	Entitlement to Vote	11
7.3	Voting Other than at General Meeting	12
7.4	Voting Methods	12
7.5	Voting by Chairperson.....	12
7.6	Voting by Proxy	12
8	DIRECTORS	13
8.1	Management of Property and Affairs	13
8.2	Qualifications of Directors	13
8.3	Composition of Board.....	13
8.4	Invalidation of Acts	14
8.5	Appointment of Directors.....	14
8.6	Duties of Appointed Directors	14
8.7	Past Chair	14
8.8	Election of Directors	14
8.9	Transition of Directors' Terms	15
8.10	Term of Directors	15
8.11	Consecutive Terms and Term Limits	15
8.12	Extension of Term to Maintain Minimum Number of Directors	15
8.13	Appointment to fill Vacancy.....	15
8.14	Removal of Director	15
8.15	Ceasing to be a Director	16
9	NOMINATION AND ELECTION OF DIRECTORS	16
9.1	Nomination of Directors.....	16
9.2	Elections Generally	17
9.3	Election at Annual General Meeting	17
9.4	Election by Acclamation	17
9.5	Election by Secret Ballot	17
9.6	Nomination and Election Policies.....	17
10	POWERS AND RESPONSIBILITIES OF THE BOARD	18
10.1	Powers of Directors.....	18
10.2	Duties of Directors.....	18
10.3	Policies and Procedures	18
10.4	Remuneration of Directors and Officers and Reimbursement of Expenses	18
10.5	Investment of Property and Standard of Care	18
10.6	Investment Advice.....	19
10.7	Delegation of Investment Authority to Agent	19
11	PROCEEDINGS OF THE BOARD.....	19
11.1	Board Meetings	19
11.2	Regular Meetings	19
11.3	Ad Hoc Meetings.....	19
11.4	Notice of Board Meetings.....	19
11.5	Attendance at Board Meetings.....	20
11.6	Participation by Electronic Means	20
11.7	Quorum	20
11.8	Director Conflict of Interest	20
11.9	Chairperson at Board Meetings	21
11.10	Alternate Chairperson	21
11.11	Chairperson to Determine Procedure	21
12	DECISION MAKING AT BOARD MEETINGS	21
12.1	Passing Resolutions and Motions.....	21
12.2	Resolutions in Writing	21
12.3	Entitlement to Vote	21
12.4	Procedure for Voting	21
13	OFFICERS	22

13.1	Officers	22
13.2	Election of Officers	22
13.3	Term of Office	22
13.4	Removal of Officers.....	22
13.5	Replacement	22
13.6	Duties of Chair	22
13.7	Duties of Vice-Chair	22
13.8	Duties of Past-Chair	22
13.9	Duties of Director of Finance	23
13.10	Absence of Director of Finance at Meeting.....	23
14	EXECUTIVE DIRECTOR	23
14.1	Appointment of Executive Director.....	23
14.2	Executive Director.....	23
14.3	Removal of Executive Director.....	23
15	INDEMNIFICATION	24
15.1	Indemnification of Directors and Eligible Parties	24
15.2	Purchase of Insurance	24
16	COMMITTEES	24
16.1	Creation and Delegation to Committees	24
16.2	Standing and Special Committees	24
16.3	Terms of Reference	24
16.4	Meetings.....	25
16.5	Dissolution.....	25
17	WORKING GROUP	25
17.1	Working Group Established	25
17.2	Composition	25
17.3	Terms of Reference	25
18	REGIONS.....	25
18.1	Creation of Regions	25
18.2	Regions May Incorporate	25
18.3	Relationship with Section	26
18.4	Management of Regions	26
18.5	Duties of Regions.....	26
18.6	Reports from Regions	26
19	EXECUTION OF INSTRUMENTS	26
19.1	Seal.....	26
19.2	Execution of Instruments.....	26
19.3	Signing of Financial Instruments.....	27
20	FINANCIAL MATTERS AND REPORTING	27
20.1	Accounting Records.....	27
20.2	Borrowing Powers	27
20.3	Restrictions on Borrowing Powers	27
20.4	When Audit Required	27
20.5	Appointment of Auditor at Annual General Meeting	27
20.6	Vacancy in Auditor	28
20.7	Removal of Auditor.....	28
20.8	Notice of Appointment.....	28
20.9	Auditor's Report	28
20.10	Participation in General Meetings	28
21	NOTICES GENERALLY.....	28
21.1	Method of Giving Notice.....	28
21.2	When Notice is Deemed to have been Received	28
21.3	Days to be Counted in Notice	29

22	MISCELLANEOUS.....	29
22.1	Location.....	29
22.2	Dissolution.....	29
22.3	Inspection of Documents and Records.....	29
22.4	Right to become Member of other Society.....	30
23	BYLAWS	30
23.1	Entitlement of Members to copy of the Constitution and Bylaws.....	30
23.2	Special Resolution required to Alter Bylaws	30
23.3	Effective Date of Alteration	30

**BYLAWS
OF THE
SKATE CANADA-BRITISH COLUMBIA/YUKON SECTION**

1 INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Section, unless the context otherwise requires:

- (a) **“Act”** means the Societies Act, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Section”** means the registered office address of the Section on record from time to time with the Registrar;
- (c) **“Board”** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Section and exercising the powers of the Section;
- (d) **“Board Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (e) **“Bylaws”** means the bylaws of the Section as filed with the Registrar;
- (f) **“Chair”** means the Person serving in the office of chair of the Board in accordance with these Bylaws;
- (g) **“Club”** means an Organization that is not a Skating School and that operates to promote figure skating within a community in British Columbia or the Yukon;
- (h) **“Constitution”** means the constitution of the Section as filed with the Registrar;
- (i) **“Directors”** means those Persons who are, or who subsequently become, directors of the Section in accordance with these Bylaws and have not ceased to be directors;
- (j) **“Director of Finance”** means the Person serving in the office of director of finance of the Section in accordance with these Bylaws;

- (k) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (l) **“Executive Director”** means the Senior Manager appointed by the Board in accordance with Bylaw 14.1 with the duties set out in Bylaw 14.2;
- (m) **“General Meeting”** means each annual general meeting and any extraordinary general meetings of the Section, but does not include any gatherings of Members for purposes other than the conduct of official business of the Section;
- (n) **“Governing Members”** means those Persons who become governing members in accordance with these Bylaws and who have not ceased to be governing members;
- (o) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (p) **“Members”** means those Persons and Organizations that are, or that subsequently become, members of the Section in accordance with these Bylaws and, in either case, have not ceased to be members;
- (q) **“Ordinary Resolution”** means:
- (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
- and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Section;
- (r) **“Organization”** means an association, corporation, partnership or society;
- (s) **“Organizational Members”** means those Clubs and Skating Schools that have been admitted as Organizational Members in accordance with these Bylaws and that have not ceased to be Organizational Members;
- (t) **“Past-Chair”** means the Person described in Bylaw 8.7;

- (u) **“Person”** means a natural person;
- (v) **“Proxy Holder”** means a Person designated in accordance with these Bylaws to attend a General Meeting and to exercise voting rights on behalf of an Organizational Member;
- (w) **“Regions”** means the following geographic divisions of British Columbia and the Yukon and the branch organization for each such division:
 - (i) BC Coast;
 - (ii) Cariboo North Central;
 - (iii) Kootenay;
 - (iv) Okanagan;
 - (v) Vancouver Island; and
 - (vi) such other geographic divisions within British Columbia and the Yukon as the Board may establish;
- (x) **“Registered Address”** of a Member or Director means the address of that Person or Organization as recorded in the register of Members or the register of Directors;
- (y) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (z) **“Section”** means “Skate Canada-British Columbia/Yukon Section”;
- (aa) **“Senior Manager”** means a Person appointed by the Board under Bylaw 14.1, if any, to exercise the Board’s delegated authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (bb) **“Skate Canada”** means *Skate Canada – Patinage Canada*, a corporation incorporated or continued under the laws of Canada under corporation number 34644-6, and the legal successor thereto;
- (cc) **“Skating School”** means an Organization that is not a Club, and that operates for the general purpose of providing Skate Canada skating programs in a community in British Columbia or the Yukon;
- (dd) **“Special Resolution”** means:
 - (i) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or

- (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting; and

- (ee) “**Vice-Chair**” means a Person serving in the office of vice-chair of the Board in accordance with these Bylaws.

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms and Gender Neutral Pronouns

In these Bylaws:

- (a) a word defined in the plural form includes the singular and vice-versa; and
- (b) the pronouns “they”, “them” and “their” are used throughout as gender-neutral pronouns and refer to a Person of any gender.

2 RELATIONSHIP WITH SKATE CANADA

2.1 Relationship

The Section is affiliated with Skate Canada as one of its provincial/territorial sections. Except where required to comply with the Act, the Section will strive to comply with Skate Canada’s bylaws and policies in effect from time to time.

2.2 Role of Section

As a section of Skate Canada, the role of the Section is to advance the objectives of Skate Canada in British Columbia and the Yukon by:

- (a) facilitating and promoting Skate Canada programs, policies and procedures;
- (b) facilitating effective communication between Skate Canada stakeholders within the Section’s geographic boundaries; and
- (c) educating and training officials, coaches and volunteers.

2.3 Annual Reporting

The Section will annually provide a report on its activities and copy of its financial statements, accompanied by the report of the auditor thereon, if any, to Skate Canada.

3 MEMBERSHIP

3.1 Admission to Membership

Membership in the Section is restricted to:

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2026 Bylaws – Skate Canada-British Columbia/Yukon Section

- (a) those Persons or Organizations that transition as Members in accordance with Bylaw 3.3(a); and
- (b) those Persons or Organizations that subsequently become Members in accordance with these Bylaws.

3.2 **Classes of Membership**

There will be two classes of voting membership, called:

- (a) Organizational Members; and
- (b) Governing Members.

3.3 **Transition of Membership**

On the date these Bylaws come into force:

- (a) each Person or Organization that is a member of the Section in good standing and that is eligible for membership under these Bylaws will continue as a Member in the appropriate class as determined by the Board until the Person or Organization ceases to be a Member in accordance with these Bylaws; and
- (b) each Person or Organization that is:
 - (i) a member of the Section not in good standing; or
 - (ii) ineligible for membership under these Bylaws,
 will be deemed to have resigned from membership effective that date.

3.4 **Organizational Members**

Each Club or Skating School that is a member in good standing of Skate Canada in accordance with its bylaws, as amended from time to time, is automatically and without further action an Organizational Member, and will continue as an Organizational Member for so long as that Club or Skating School, as the case may be, continues to be a member in good standing of Skate Canada.

An Organizational Member must appoint, by notice in writing delivered to the Section, a Person to be such Organizational Member's designated representative who will be the contact person for such Organizational Member.

An Organizational Member may alter its designated representative at any time by providing notice in writing to the Section with the name and contact information for the new representative. The appointment of a new representative is deemed to revoke the appointment of the previous representative.

If an Organizational Member has not appointed a designated representative in accordance with these Bylaws, the Person who holds the office of president, chair, or equivalent senior officer of the Organizational Member will be deemed to be its designated representative for all purposes under these bylaws.

3.5 **Governing Members**

Governing Members are restricted to those Persons who are currently serving as Directors.

A Person who is elected or appointed as a Director is, automatically and without further action, a Governing Member, and will continue as a Governing Member until the Person ceases to be a Director, or until otherwise ceasing in accordance with Bylaw 3.7.

3.6 **Membership not Transferable**

Membership is not transferable.

3.7 **Cessation of Membership**

A Person or an Organization will immediately cease to be a Member:

- (a) in the case of Organizational Members only, on the date such Organizational Member ceases to be a member of Skate Canada;
- (b) in the case of Governing Members only, on the date such Person ceases to be a Director;
- (c) in the case of any Member:
 - (i) upon the date which is the later of:
 - (A) the date of delivering their resignation in writing to the Secretary or to the Address of the Section; and
 - (B) the effective date of the resignation stated thereon;
 - (ii) upon such Member's expulsion; or
 - (iii) upon such Person's death or, in the case of an Organization, dissolution or disbandment.

4 MEMBERSHIP RIGHTS AND OBLIGATIONS

4.1 **Rights of Membership**

In addition to any rights conferred by the Act, a Member in good standing, of either class of membership, has the following rights and privileges of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination by the Members;
- (d) may serve on committees of the Section, as invited; and
- (e) may participate in the programs and initiatives of the Section, in accordance with such criteria as may be determined by the Board from time to time.

4.2 **Member not in Good Standing**

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and may participate in programs or initiatives of the Section (subject to eligibility) but is suspended from all of the other rights and privileges described in Bylaw 4.1 for so long as such Member remains not in good standing.

4.3 **Dues**

Members will not pay dues to the Section but will pay to Skate Canada such dues, fees and assessments, if any, as may be determined by Skate Canada in accordance with its bylaws and policies in effect from time to time.

4.4 **Standing of Members**

All Members are deemed to be in good standing except an Organizational Member that is not in good standing with Skate Canada and such Organizational Member will remain a Member that is not in good standing so long as it is not in good standing with Skate Canada.

4.5 **Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the policies of the Section in effect from time to time;
- (b) uphold the purposes and comply with the bylaws and policies of Skate Canada; and
- (c) further and not hinder the purposes, aims and objects of the Section and Skate Canada.

4.6 **Expulsion of Members**

Following a review of a Member's conduct or actions, the Board may, by Board Resolution, expel a Member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a Member;
- (b) is contrary to Bylaw 4.5; or
- (c) is likely to endanger the reputation or hinder the interests of the Section or Skate Canada.

At least fourteen (14) days prior to passing a Board Resolution under this Bylaw 4.6, the Board must provide notice of the proposed expulsion to the Member in question, accompanied by a brief statement of the reasons for the proposed disciplinary action and the date, time and location, if any, at which the Board proposes to consider the Board Resolution in question.

At any time prior to the date and time set out in the notice provided above, a Member who is the subject of proposed expulsion may provide an oral or written response to the Board, and the Board must consider any such response that is received.

4.7 **No Distribution of Income to Members**

No part of the income of the Section will be payable to, or otherwise available for the personal benefit of, any Member and any income, profits or other accretions to the Section will be used in promoting the purposes of the Section.

5 MEETINGS OF MEMBERS

5.1 **Timing of General Meetings**

The General Meetings of the Section will be held at such date, time and, if applicable, location, in accordance with the Act, as the Board decides.

5.2 **Annual General Meetings**

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

5.3 **Extraordinary General Meetings**

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

5.4 **Calling of Extraordinary General Meetings**

The Section will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

5.5 **Notice of General Meeting**

The Section will, in accordance with Bylaw 21.1, send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor of the Section, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

5.6 **Contents of Notice**

Notice of a General Meeting will specify the date, time and, if applicable, location of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must contain instructions for attending and participating in the meeting by Electronic Means, including instructions for voting.

5.7 **Omission of Notice**

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

6 **PROCEEDINGS AT GENERAL MEETINGS**

6.1 **Business Required at Annual General Meeting**

The following business is required to be conducted at each annual general meeting of the Section:

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;
- (d) consideration of any Members' proposals submitted in accordance with the Act;
- (e) the election of Directors, as needed; and
- (f) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

6.2 **Appointment of Delegates**

Each Organizational Member may appoint an eligible Person as its delegate to attend a General Meeting and exercise the rights of membership on behalf of the Organizational Member.

To appoint a delegate for a General Meeting, an Organizational Member must present a notice of delegate in the form approved by the Section to the Director of Finance at, or prior to, the General Meeting. A notice of delegate is only effective for the General Meeting at which it is presented, or the next following General Meeting.

A Person may only serve as delegate for one (1) Organizational Member at any particular General Meeting and a Person who presents a notice of delegate for more than one (1) Organizational Member in relation to a given meeting shall be prohibited from acting as delegate for any Organizational Member at that meeting.

6.3 **Eligibility for Delegates**

To be eligible to be appointed as delegate for an Organizational Member, a Person must:

- (a) be 18 years of age or older;
- (b) be a member in good standing of Skate Canada; and
- (c) be affiliated with a Club or Skating School.

6.4 **Attendance at General Meetings**

The following Persons are entitled to attend every General Meeting:

- (a) each appointed delegate of an Organizational Member;
- (b) each Director;
- (c) the Section's auditor, if any; and
- (d) other Persons who, in the sole determination of the Board, are affiliated with Clubs, Skating Schools, Regions or Skate Canada.

In addition, the Board may invite any other Person or Persons to attend a General Meeting as observers and guests.

All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

6.5 **Electronic Participation in General Meetings**

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

6.6 **Quorum**

A quorum at a General Meeting is:

- (a) one-quarter ($\frac{1}{4}$) of the current number of Organizational Members in good standing, represented by delegate or proxy in accordance with these Bylaws; and
- (b) one-half ($\frac{1}{2}$) of the current number of Governing Members.

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

6.7 **Lack of Quorum**

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and, if applicable, location, and if at the

adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

6.8 Chairperson at General Meetings

The Chair (or in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the Chair, Vice-Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of themselves to preside as chairperson at that meeting.

6.9 Alternate Chairperson

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, the chairperson may designate an alternate Person to chair that meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at that meeting, the designated alternate may preside as chairperson at that meeting or portion.

6.10 Chairperson to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

6.11 Adjournment

A General Meeting may be adjourned from time to time and from a given location, if applicable, to another, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

6.12 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

7 VOTING BY MEMBERS

7.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

7.2 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

7.3 **Voting Other than at General Meeting**

The Board may, in its sole discretion, conduct a vote of the Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Section provides each Member in good standing with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a Member may cast a vote.

7.4 **Voting Methods**

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

7.5 **Voting by Chairperson**

If the Person presiding as chairperson of a General Meeting is a Member, then such Person may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chairperson who is not a Member has no vote.

The Person presiding as chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

7.6 **Voting by Proxy**

Proxy voting is permitted at General Meetings, subject to these Bylaws and in accordance with the following rules:

- (a) An Organizational Member may, by form of proxy, appoint another Organizational Member's duly appointed delegate as its Proxy Holder and to attend and act at a specified General Meeting on its behalf;
- (b) a form of proxy appointing a Proxy Holder must:
 - (i) be in a form approved by the Board; and
 - (ii) be signed and dated by an authorized representative of the Organizational Member,

or it is void and of no effect;

- (c) a form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the Organizational Member, provided that if a form of proxy does not state the General Meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next General Meeting held on or after the date indicated on the form of proxy;
- (d) a form of proxy must be submitted to the Section prior to the call to order at the General Meeting at which it is applicable; and
- (e) a delegate may not be Proxy Holder for more than five (5) other Organizational Members at any given General Meeting. In the event that a situation arises where a Person is appointed as Proxy Holder for more than five (5) Organizational Members at a General Meeting, all forms of proxy held by that Person are deemed to be void and of no effect.

8 DIRECTORS

8.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Section.

8.2 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if such Person:

- (a) is less than nineteen (19) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs and has not since been found by a court to be capable again;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if such Person is not:

- (e) a member in good standing of Skate Canada; and
- (f) affiliated with a Club or Skating School.

8.3 Composition of Board

The Board will be composed of a minimum of six (6) and a maximum of nine (9) Directors, as follows:

- (a) no less than three (3) and no more than six (6) Persons, as set by Board Resolution, elected by the Members in good standing as Directors in accordance with Part 9;
- (b) the immediate Past-Chair, if any;

- (c) one (1) Person appointed as a Director by the Board in accordance with Bylaw 8.5 representing the coaches of the Section; and
- (d) one (1) Person appointed as a Director by the Board in accordance with Bylaw 8.5 representing the Section's Athlete Support Fund.

8.4 **Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

8.5 **Appointment of Directors**

The Board may, from time to time by Board Resolution, appoint as a Director up to two (2) qualified Persons to represent the Section's coaches and Athlete Support Fund, respectively.

For each such position, the Board will appoint the Person who is qualified in accordance with Bylaw 8.2 and who is nominated, approved or recommended by the appropriate committee or body in accordance with the policies established by the Board.

These two (2) appointed Directors will normally be appointed prior to, and announced at, the Section's annual general meeting at which an appointment is necessary to fill a vacancy in one or more of these positions and Directors thus appointed will take office commencing at the close of the annual general meeting or such later date as may be determined in accordance with the policies adopted by the Board.

8.6 **Duties of Appointed Directors**

The Persons appointed as Directors in accordance with Bylaw 8.5 to represent the Section's coaches and the Athlete Support Fund, respectively, will have the following duties and responsibilities:

- (a) to act as liaison between the Board and the coaches or Athlete Support Fund committee or body, as the case may be;
- (b) facilitating and promulgating the policies, procedures, initiatives, and directives of the Section and the Board within the coaches or Athlete Support Fund committee or body, as the case may be;
- (c) providing information and advice to the Board on issues within the coaches or Athlete Support Fund committee or body, as the case may be; and
- (d) providing such reports as may be requested by the Board.

8.7 **Past Chair**

The Person who was the Chair immediately prior to the current Chair shall, if they consent to continue as a Director, be the Past Chair and the term of office as Director for a Past chair is deemed to be extended until a new Past Chair arises, to a maximum of four (4) years.

8.8 **Election of Directors**

A Director is elected if an Ordinary Resolution electing the Person as a Director is approved in accordance with these Bylaws.

Directors will normally be elected at the annual general meeting of the Section and will take office commencing at the close of the annual general meeting.

8.9 **Transition of Directors' Terms**

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which such Director was elected, unless they otherwise cease to be a Director in accordance with these Bylaws.

8.10 **Term of Directors**

The term of office of all Directors (save and except the Past Chair and any Board-appointed Directors) will normally be two (2) years. The term of office of Directors appointed in accordance with Bylaw 8.5 will be one (1) year.

Notwithstanding the foregoing, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting their term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

8.11 **Consecutive Terms and Term Limits**

Directors may be elected for consecutive terms, without limit.

8.12 **Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below six (6), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

8.13 **Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Person qualified in accordance with Bylaw 8.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless they otherwise cease to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

8.14 **Removal of Director**

A Director may be removed before the expiration of their term of office by either of the following methods:

- (a) by Special Resolution; or

(b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

8.15 **Ceasing to be a Director**

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (i) the date of delivering their resignation in writing to the Chair or to the Address of the Section; and
 - (ii) the effective date of the resignation stated therein;
- (b) upon the expiry of such Person's term;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 8.2;
- (d) upon the removal of such Person pursuant to Bylaw 8.14; or
- (e) upon such Person's death.

9 NOMINATION AND ELECTION OF DIRECTORS

9.1 **Nomination of Directors**

Nominations for election as a Director must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

- (a) a nomination must be made in writing, in a form established by the Section;
- (b) a nominee must be is qualified in accordance with Bylaw 8.2 to be nominated and to stand for election;
- (c) a Member may nominate themselves, and the nomination must be signed by the Member nominated and one (1) other Member in good standing;
- (d) a Member may not nominate more nominees than the number of Director positions available for election;
- (e) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board; and
- (f) nominations will not be permitted from the floor at a General Meeting.

9.2 **Elections Generally**

Directors, other than the Past Chair and those appointed in accordance with Bylaw 8.5, will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

9.3 **Election at Annual General Meeting**

The election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

9.4 **Election by Acclamation**

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

9.5 **Election by Secret Ballot**

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules apply:

- (a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;
- (b) ballots will be sent or otherwise made accessible to all Members in good standing;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the Chair will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

9.6 **Nomination and Election Policies**

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines necessary or

prudent for the Section, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

10 POWERS AND RESPONSIBILITIES OF THE BOARD

10.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Section may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meetings, but nevertheless subject to the provisions of:

- (a) all laws affecting the Section; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Section. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Section in furtherance of the purposes of the Section.

10.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Section;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to Bylaws 10.2(a) to 10.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 10.2(a) to 10.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Section.

10.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Section as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

10.4 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses that the Director has necessarily and reasonably incurred while engaged in the affairs of the Section, provided that all claims for reimbursement are in accordance with established policies.

10.5 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Section, the Board may invest the property of the Section in any form of property or security in which a prudent investor might invest. The

standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Section. The Board may establish further policies related to the investment of the Section's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

10.6 **Investment Advice**

The Directors may obtain advice with respect to the investment of the property of the Section and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

10.7 **Delegation of Investment Authority to Agent**

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Section's property that a prudent investor might delegate in accordance with ordinary business practice.

11 **PROCEEDINGS OF THE BOARD**

11.1 **Board Meetings**

Meetings of the Board may be held at any such date, time and location, if any, as determined by the Board.

11.2 **Regular Meetings**

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or location, if any of a regular meeting has been altered.

11.3 **Ad Hoc Meetings**

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) by request of any two (2) or more Directors.

11.4 **Notice of Board Meetings**

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the date, time and location, if any, of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of

the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

11.5 **Attendance at Board Meetings**

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board by Board Resolution may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

11.6 **Participation by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Section must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

11.7 **Quorum**

Quorum for meetings of the Board will be a majority of the Directors currently in office.

11.8 **Director Conflict of Interest**

A Director who knows or reasonably ought to know that they have a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Section, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent themselves from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board (by consensus or majority vote) to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

11.9 **Chairperson at Board Meetings**

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the Chair, Vice-Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that they not chair that meeting, the Directors present may choose one of themselves to preside as chairperson at that meeting.

11.10 **Alternate Chairperson**

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, they may designate an alternate Person to chair that meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at that meeting, such alternate Person may preside as chairperson, at that meeting or portion.

11.11 **Chairperson to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

12 **DECISION MAKING AT BOARD MEETINGS**

12.1 **Passing Resolutions and Motions**

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

12.2 **Resolutions in Writing**

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

12.3 **Entitlement to Vote**

Subject to Bylaw 11.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

12.4 **Procedure for Voting**

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Person presiding as chairperson:

- (a) by show of hands;
- (b) by written ballot;

- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

13 OFFICERS

13.1 Officers

The officers of the Section are the Chair, Vice-Chair, Past Chair, and Director of Finance, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Section as it deems necessary and determine the duties and responsibilities of all officers.

13.2 Election of Officers

The Members will elect the Chair, Vice-Chair and Director of Finance at the Section's annual general meeting held during 2026. Thereafter, at each meeting of the Board immediately following the 2027 and subsequent annual general meetings, the Board will elect the Chair, Vice-Chair, Director of Finance and such other officers established in accordance with these Bylaws.

13.3 Term of Office

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 13.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

13.4 Removal of Officers

A Person may be removed as an officer by Board Resolution.

13.5 Replacement

Should the Chair or any other officer for any reason be unable to complete their term, the Board will remove such officer from their office and will elect a replacement without delay.

13.6 Duties of Chair

The Chair will supervise all Directors and the other officers in the execution of their duties and will normally preside at all General Meetings and meetings of the Board.

13.7 Duties of Vice-Chair

The Vice-Chair will assist the Chair in the performance of their duties and will, in the absence of the Chair, perform those duties. The Vice-Chair will also perform such additional duties as may be assigned by the Board.

13.8 Duties of Past-Chair

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2026 Bylaws – Skate Canada-British Columbia/Yukon Section

The Past Chair will assist the Chair in the performance of their duties and will, in the absence of the Chair and Vice-Chair, perform those duties. The Past Chair will also perform such additional duties as may be assigned by the Board or the Chair.

13.9 **Duties of Director of Finance**

The Director of Finance will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required;

13.10 **Absence of Director of Finance at Meeting**

If the Director of Finance is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to take minutes at that meeting.

14 **EXECUTIVE DIRECTOR**

14.1 **Appointment of Executive Director**

An Executive Director must be appointed by Board Resolution.

The Board is responsible to supervise the Executive Director in the performance of their duties.

14.2 **Executive Director**

The Executive Director will manage the day-to-day affairs of the Section and will be responsible for the administration of the Section. The Executive Director will supervise and manage all other personnel (whether employees or contract staff) of the Section and may delegate their responsibilities to other personnel as necessary.

The Executive Director will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Section and the Board;
- (b) the keeping of minutes of all meetings of the Section and the Board;
- (c) the maintenance of the register of Members; and
- (d) the conduct of the correspondence of the Section.

The Executive Director will have such other duties and responsibilities as determined by the Board.

The Executive Director will regularly report to and advise the Board on all matters relevant to the affairs of the Section.

14.3 **Removal of Executive Director**

A Person may be removed as a Executive Director by Board Resolution.

15 INDEMNIFICATION

15.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Section against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of their holding or having held authority within the Section:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

15.2 Purchase of Insurance

The Section may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

16 COMMITTEES

16.1 Creation and Delegation to Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

16.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

16.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

16.4 **Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed by the rules set out in these Bylaws governing proceedings of the Board, with the necessary changes having been made to ensure that the language makes sense in the context.

16.5 **Dissolution**

The Board may dissolve a committee by Board Resolutions.

17 **WORKING GROUP**

17.1 **Working Group Established**

The Board will establish a standing committee to be known as the Working Group, the role of which is to provide information and assistance to the Board in carrying out its activities within the Regions.

The Working Group will meet three (3) times per year, or more frequently as the Board may require.

17.2 **Composition**

The Working Group will be composed as follows:

- (a) the Chair; and
- (b) each of the chairpersons elected from within each Region.

The executive director, if any, engaged by the Board is a non-voting, advisory member of the Working Group.

17.3 **Terms of Reference**

The Working Group will be governed by, and operate in compliance with, such terms of reference as the Board may adopt by from time to time. The Working Group, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine

18 **REGIONS**

18.1 **Creation of Regions**

The Board may, by Board Resolution, establish, merge or divide a Region within any specified geographical area of British Columbia or the Yukon to promote the purposes and facilitate the activities of the Section within such areas. The Board may, by Board Resolution, dissolve or disaffiliate with an existing Region.

18.2 **Regions May Incorporate**

A Region may incorporate as a society under the Act, but remains subject to the policies and directives of the Section and of Skate Canada.

18.3 **Relationship with Section**

Each Region, whether incorporated or otherwise, will operate as a standing committee of the Section and will operate and administer its internal affairs in accordance with the provisions of these Bylaws determined by the Board to be applicable from time to time and all such policies governing the operation and management of Regions as may be established from time to time by the Board and by Skate Canada

18.4 **Management of Regions**

The affairs of each Region, whether incorporated or otherwise, will be managed by a governing body or board.

18.5 **Duties of Regions**

Each Region will promote the purposes and facilitate the activities of the Section and Skate Canada within its geographic boundaries by:

- (a) promoting and facilitating Skate Canada programs;
- (b) organizing competitions as directed by the Section;
- (c) complying with and promoting the policies and procedures established by the Section;
- (d) educating and training officials, coaches and volunteers as directed by the Board;
- (e) providing such reports and information as may be required by the Board;
- (f) liaising with, and facilitating effective communication between the Section, as represented by the Board, and stakeholders (including Clubs, Skating Schools, athletes, coaches, volunteers and others) within the Region; and
- (g) facilitating conflict resolutions among Skate Canada stakeholders within the Region.

18.6 **Reports from Regions**

The governing body of a Region will, on request by the Board and in any event not less than annually, provide a report on the activities and finances of the Region to the Board.

19 **EXECUTION OF INSTRUMENTS**

19.1 **Seal**

The Section will not have a corporate seal.

19.2 **Execution of Instruments**

Contracts, documents or instruments in writing requiring execution by the Section may be signed as follows:

- (a) by the Chair, Vice-Chair or Director of Finance, together with one (1) other Director, or
- (b) in the event the Chair, Vice-Chair or Director of Finance are unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Section without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Section to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

19.3 **Signing of Financial Instruments**

Notwithstanding Bylaw 19.2 above, any two (2) of the Chair, Vice-Chair, Director of Finance, executive director (if any) or such other Persons as may be determined by Board Resolution may sign cheques and all banking documents or financial instruments on behalf of the Section.

20 **FINANCIAL MATTERS AND REPORTING**

20.1 **Accounting Records**

The Section will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

20.2 **Borrowing Powers**

In order to carry out the purposes of the Section, the Board may, on behalf of and in the name of the Section, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

20.3 **Restrictions on Borrowing Powers**

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

20.4 **When Audit Required**

The Section is not required by the Act to be audited. However, the Section will conduct an audit or review of its annual financial statements if:

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Section will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

20.5 **Appointment of Auditor at Annual General Meeting**

If the Section determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Section no longer wishes to appoint an auditor.

20.6 Vacancy in Auditor

Except as provided in Bylaw 20.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

20.7 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

20.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

20.9 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Section in accordance with the requirements of the Act and applicable law.

20.10 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

21 NOTICES GENERALLY**21.1 Method of Giving Notice**

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to their Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

21.2 When Notice is Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

21.3 **Days to be Counted in Notice**

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

22 **MISCELLANEOUS**

22.1 **Location**

The operations of the Section are to be carried on throughout the Province of British Columbia and the Yukon Territory with a head office in the City of Burnaby, in the Province of British Columbia.

22.2 **Dissolution**

Upon the winding-up or dissolution of the Section, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Section of any arrears of salaries or wages, and after payment of any debts of the Section, will be distributed, to Skate Canada or, if Skate Canada either no longer exists or ceases to be a qualified donee as such term is defined in the *Income Tax Act* then, subject to the Act, to such other qualified recipient as determined by Ordinary Resolution.

22.3 **Inspection of Documents and Records**

The documents and records of the Section, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Section, to inspect any of the following documents and records of the Section at the Address of the Section during the Section's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Section;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Section's certificate of incorporation, and any other certificates, confirmations or records furnished to the Section by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Section;

- (j) the written consents of Directors to act as such and the written resignations of Directors;
and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Section. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Section, to inspect any other document or record of the Section and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

22.4 **Right to become Member of other Society**

The Section will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Section's purposes.

23 **BYLAWS**

23.1 **Entitlement of Members to copy of the Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Section will provide such Member with, access to a copy of the Constitution and these Bylaws.

23.2 **Special Resolution required to Alter Bylaws**

These Bylaws will not be altered except by Special Resolution.

23.3 **Effective Date of Alteration**

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED:

May 9, 2026.