

# Bylaws

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**Skate Canada Club Name: NORALTA SKATING CLUB**

**Skate Canada Club #: 1000136**

**Incorporation Date: 1979/03/02**

**Incorporation Number: 5020351739**

**Bylaw Revision Date: 2023/10/12**

**Approved by Membership:**

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## 1. DEFINITIONS

### 1.1 Definitions

In these Bylaws, unless otherwise indicated, the following words and phrases are defined here.

**a. Annual General Meeting**

The Annual General Meeting of members at which an audited financial statement, setting out the Club's income, disbursement, assets and liabilities and signed by the Club's auditor, will be presented;

**b. Board of Directors**

The Board of Directors of the Noralta Skating Club;

**c. Bylaws**

These Bylaws, as reviewed and approved by the Skate Canada: Alberta – NWT/Nunavut Section, and filed with, and approved by, Alberta Corporate Registry;

**d. Club**

A not-for-profit organization that is operating for the general purpose of providing solely Skate Canada skating programs and is managed by a volunteer Board of Directors;

**e. Days**

Days including weekends and holidays;

**f. Director**

An individual elected or appointed to serve on the Board including the President;

**g. Member**

Each entity or individual that meets the requirements of any of the Member classes as defined;

**h. Registrant**

Includes an individual who is registered by a Club with Skate Canada and who is subject to all rules, regulations and policies of Skate Canada;

**i. Skate Canada**

Skate Canada – Patinage Canada, incorporated or continued under the laws of Canada and recognized as a National Sport Organization;

**j. Skate Canada: Alberta – NWT/Nunavut Section**

Skate Canada: Alberta – NWT/Nunavut, incorporated or continued under the Alberta Societies Act, referred to as Skate AB|NT|NU or the Section and recognized as the Provincial Sport Organization for Skate Canada programming;

**k. Skate Canada Coach**

A skating expert with the required National Coaching Certification Program qualifications to provide a remunerated service at Skate Canada sanctioned Clubs and Skating Schools, both on and off ice. These individuals shall have registered, provided full payment and have met all professional coach registration requirements as set annually by Skate Canada;

**l. Special Meeting**

A meeting of the members which is not the Annual General Meeting;

**m. Special Resolution**

- i. A resolution passed at an Annual General Meeting or Special Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given; and
- ii. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by electronic means; or
- iii. a resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.

**n. Voting Member**

A Board Director or Club Member who is entitled to vote at an Annual General Meeting or Special Meeting as defined under the Classes of Club Membership.

**1.2 Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice versa.

## **2. SKATE CANADA AND SKATE CANADA: ALBERTA – NWT / NUNAVUT**

- 2.1 A The name of the Club shall be NORALTA SKATING CLUB hereinafter called the Club.
- 2.2 The Club shall pay such fees and such other charges as shall be required of Clubs from time to time by Skate Canada.
- 2.3 The Club shall abide by all Skate Canada Bylaws, rules, and regulations as per Skate Canada Bylaws.
- 2.4 The Club is located in the Alberta-NWT/Nunavut Section of Skate Canada.

## **3. PURPOSE OF THE CLUB**

- 3.1 The purpose of the Club shall be to encourage the instruction, practice, enjoyment, and advancement of its members in all aspects of skating in accordance with the rules, policies, and procedures of Skate Canada.
- 3.2 The Club, with regard to any aspect of its operation, is to be managed and operated by a volunteer Board of Directors, who are registrants of Skate Canada.
- 3.3 The Club shall protect the eligibility status of its members. The Club shall not take or omit any action that would knowingly jeopardize the eligible status of its members.
- 3.4 The Club shall operate only Skate Canada figure skating and skating programs.
- 3.5 Only Skate Canada Coaches are permitted to teach figure skating and skating in the Club.

## **4. BYLAWS OF THE CLUB**

- 4.1 Bylaws shall describe the functions of the Club, and the means by which members of the Club may elect the Club Board of Directors and control the property and activities of the Club.
- 4.2 Any Club Bylaw contrary to the Bylaws, Rules, and Regulations of Skate Canada and those of the Skate AB I N T I N U Section shall be invalid. It is acknowledged that any provincial statute governing a Club has precedence over any inconsistent Skate Canada Bylaw relating to that Club.

## **5. MEMBERSHIP**

- 5.1 Club Membership  
Membership of the Club shall be open to all.

5.2 Skate Canada and Club Bylaws, Rules, and Regulations

All members shall uphold, observe, and conform to the Bylaws, Rules and Regulations of Skate Canada, the Bylaws of the Club and such regulations as made by the Board of Directors of the Club.

5.3 Membership Fees

Members of the Club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as set from time to time by Skate Canada.

5.4 Member in Good Standing

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

5.5 Setting of Club Fees, Rules, and Skating Hours

Fees, skating rules, and skating hours of the Club shall be as the Board of Directors decides from time to time.

5.6 Membership Year

Club membership shall commence on the first day of the Skate Canada membership year, 1 September, or the date that fees are paid (whichever is the latter) and terminate on the last day of the Skate Canada membership year, 31 August.

5.7 Safe Sport Reporting and Resolution Framework

The Club Board shall develop a policy and procedure to handle general disputes within the club which contains a provision for suspending or expelling of any member of the Club in accordance with the Skate Canada Safe Sport Reporting and Resolution Framework.

This policy and procedure shall be approved by the Club Board of Directors from time to time and it shall be in writing and made available to all members in advance of its implementation.

The Board of Directors may suspend or expel a member of the Club for acting contrary to the Bylaws, Rules and Regulations of Skate Canada or of the Club.

5.8 Classes of Club Membership

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

**Individual Membership:** Non-skating members who have paid the fees as set by the Club and are Registrants of Skate Canada. Individual members of the legal age of 18 shall be entitled to one vote at each Annual General Meeting and Special Meetings of the Club. Examples of Individual Membership includes Board of Directors, Sakte Canada Officials, and Regional Representatives.

**Active Membership:** All eligible skaters who participate in a Club Skating Program and who have paid the full fees as set by the Club and are Registrants of Skate Canada. All Active Members of the legal age of 18 shall be entitled to one vote at each Annual General Meeting and Special Meetings of the Club. (Underage Active Members have no vote but may be represented by Special Members)

**Special Membership:** Parent or guardian of legally underage Active Members who have paid the full fees as set by the Club and are Registrants of Skate Canada. Special Members shall be restricted to one vote per family regardless of how many children are in the family.

**Partial Membership:** All eligible skaters who are Registrants of Skate Canada through another HOME Club and have paid a reduced fee as set by the Club. Partial members do not have a vote at an Annual General Meeting or Special Meetings of the Club and cannot be a member of the Board of Directors.

**Honorary Membership:** The Annual Meeting of members may elect any person an Honorary Member of the Club. An Honorary Member shall be exempt from Club fees (but not Skate Canada fees), shall not have interests in the assets of the Club and shall not vote at meetings of the Club unless otherwise qualified. In the event the Honorary Member of the Club is also a registrant of Skate Canada, they are then eligible to vote at an Annual General Meeting and Special Meetings of the Club.

**Non-voting Member** – Is an individual who receives remuneration by the Club for a service and is not eligible to vote and cannot be a member of the Board of Directors.

#### 5.9 Termination of Club Membership

A Member may terminate their Club Membership in accordance with the policy as set forth by the Club. Termination of Club Membership does not mean termination of Skate Canada registrant status.

## 6. LIABILITY

### 6.1 Liability

The Club shall not be responsible for any damages, injury, illness, or loss of property to any member, guest, or visitor to the Club regardless of the reason or nature of such damage, loss, illness, or injury. Every member, guest or visitor shall use the Club facilities at his or her own risk. The Club shall participate in the Skate Canada Club Liability and Member Accident Insurance programs.

## 7 CLUB MANAGEMENT

### 7.1 Eligibility to Serve: Members of Board of Directors, Committees

The members of the Board of Directors, and members and Chairs of committees, must be members in good standing of the Club, be registrants in good standing of Skate Canada, and be

of legal age. No member of the Board of Directors and Committees shall receive compensation for their role(s) or service(s) to the Club.

#### 7.2 General Management of the Club

The Board of Directors as a whole has the authority to control the operations and affairs of the Club. The general management of the Club shall be vested in a Board of Directors consisting of President, Vice-President, Secretary, Treasurer, a minimum of 2 Directors at Large and a Coaching Representative. The above, except the Coaching Representative, shall be elected for two-year terms at the Annual General Meeting. The President and two Directors at Large shall be elected in odd numbered years and the remaining three Directors at Large shall be elected in even numbered years. The Board of Directors shall appoint the VicePresident, Secretary, and Treasurer from the elected Directors at Large. The officers so elected shall form the Board of Directors and shall serve until their successors are elected and installed. The Coaching Representative shall be elected annually, by and from within, the Skate Canada Coaches of the Club.

#### 7.3 Holding of Board of Directors Office

The Board of Directors shall hold office until the close of the meeting at which their successors have been duly elected. Any member of the Board of Directors may be removed by the members of the Club by a 2/3 majority vote at a Special Meeting duly called for that purpose.

#### 7.4 Conflict of Interest

Board Members shall avoid conflicts of interest or perceived conflicts of interests. The Board Member must disclose fully and promptly such interest, the nature and extent of such interest to the Board or Committee.

#### 7.5 Voting at Board of Directors Meetings

A quorum of the Board of Directors shall consist of 50% plus 1 member of the Board of Directors, including the President. The President, Board of Directors shall only vote when that vote would change the result of the motion.

#### 7.6 Board of Director Meetings

Board of Director Meetings shall be held as often as required, but at least once a quarter, and shall be called by the President. A special Board of Directors Meeting may be called on the instructions of any three members thereof provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting. Meetings of the Board of Directors shall be called by email with three (3) days' notice given. Meetings may be held if a quorum is not present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board, otherwise they shall be null and void. All meetings of the Board of Directors shall be open to the general club membership. The Board of Directors shall close the meeting to the general membership when discussing personnel or disciplinary issues. Where it is anticipated that a decision will need to be made during times where it is difficult for the Board of Directors to physically meet, the Board may grant the Officers of the Board decision making power. Alternately the President may request the secretary to notify the Board of Directors of the need for a decision, providing at least twenty-four (24) hours for a response either by telephone, e-mail or text messages.

7.7 Board of Directors Vacancies

Board positions not filled at an Annual General Meeting of the Club or a vacancy occurring between Annual General Meetings of the Club, may be appointed, until the next Annual General Meeting by a majority vote of the remaining members of the Board of Directors or in the case of the Coaching Representative, by the coaching staff. This process shall be outlined and approved by the Board of Directors.

7.8 Board of Directors Member Absenteeism

If a Board of Directors Member is absent for more than 2 consecutive scheduled Board of Directors meetings, without good cause and/or without prior written notification to the President or Secretary, then that office may be declared vacant by a majority vote of the Board of Directors.

7.9 Role of President

The President shall act as Chair of all Board of Directors and general meetings. In the absence of the President, the Vice-president will fill this duty. The President shall set the agenda and when present, preside at all meetings of the Club and Board of Directors. The President provides Club leadership and represents the Club at official functions when required.

7.10 Role of Vice President

The Vice President is responsible to assist the President in his/her duties, if required, and to preside over meetings in the absence of the President. The Vice-President shall support the work of the Club Administrator as required.

7.11 Role of Treasurer

The Treasurer shall be responsible for the safe control of all Club funds, for preparing and submitting to the Board of Directors on a regular basis an annual budget and keeping such records as are required for financial review. The Treasurer is also responsible for arranging for an audited annual financial statement.

7.12 Role of Secretary

The Secretary shall deal with all correspondence subject to the approval of the President or their delegate, shall issue all notices for Board of Directors and general meetings, shall take minutes at all meetings, and shall be responsible for submitting to Skate Canada and the Skate AB I N T I N U Section such reports as are required by Skate Canada rules and other regulations.

7.13 Committees – President as ex-officio member

The President shall be an ex-officio member of all committees.

7.14 Committees - Appointment

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

7.15 Rules of Order

In the absence of Club Meeting Procedures, rules of order for all meetings, General and Board of Directors, shall be as outlined in Roberts Rules of Order.



## 8. ANNUAL GENERAL MEETING AND SPECIAL MEETINGS

### 8.1 Timing, Quorum, and Meeting Requests

An Annual General Meeting shall be held within 180 days of the close of the financial year. Special Meetings may be held from time to time upon the request of the Board of Directors, or upon written request of 15 of eligible-voting Club Members, stating the reason for calling such a meeting. A quorum for an Annual General Meeting or Special Meeting shall be 15 eligible-voting Club members and must be present at the opening of the meeting.

### 8.2 Nomination Process

Nominations may be made by any member in good standing by a written submission to the nominating committee at least 21 days before the Annual Meeting. Each nominee must indicate acceptance in writing at the time of nomination.

### 8.3 Written Notice

Written notice of all Annual General Meeting and Special Meetings shall be provided 14 days in advance to each eligible voting member. The notice shall include the time and place of the meeting, the agenda, full details of any proposed amendments to these Bylaws, and a complete list of the candidates nominated for elections. Notice is provided to the last known email provided by each eligible voting member.

### 8.4 Voting on Club Elections

Voting on Club elections shall be by secret ballot and a simple majority shall elect a candidate. Voting on other matters may be by a show of hands. Voting by proxy is not permitted.

### 8.5 Eligibility to Vote

Voting at any Annual General Meeting or Special Meeting shall be restricted to eligible voting members of the Club as defined in the Classes of Club Membership. Eligible voting members must be In Good Standing as defined by the Club dispute policy and procedures and/or the Skate Canada Safe Sport and Resolution Framework. Each eligible voter is restricted to carry one vote.

### 8.6 Order of Business

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

- Reading of the Notice of Meeting
- Quorum
- Approval of Agenda
- Minutes of the preceding General/Special Meeting
- Confirmation of the actions (motions) made by the Board of Directors for the respective season
- Treasurer's Report (annual audited financial statement)
- Other Reports
- Proposed Amendments to the Club Bylaws
- Appointment of Auditors
- Election of Board of Directors
- New Business

## 9. AMENDMENTS

### 9.1 Right to Submit, Process for Submitting

Any eligible voting member of the Club, in good standing, may propose an amendment to the Bylaws of the Club. This proposal must be submitted in writing to the Club Board of Directors. The proposed amendment will be presented at the Annual General Meeting or Special Meeting. All amendments must be submitted at least 21 days before the respective meeting. No amendment to the Bylaws of the Club shall be accepted from the floor at any meeting.

### 9.2 Interim Amendments

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

### 9.3 Voting of Amendments

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

### 9.4 Effective Force of Amendments to Bylaws

All amendments to the Bylaws upon receiving approval of any general or special meeting of members and upon approval of the provincial government shall come into force immediately or on a date specified for same. All such amendments shall be signed by two members of the Club Board of Directors and submitted to Skate AB I N T I N U Section Office within 30 days of Member approval at a General or Special Meeting. Skate Canada and the Skate AB I N T I N U Section reserve the right of refusal of any amendment. Such refusal shall only be made if the intent of such amendment is to violate, in principle or spirit, any Skate Canada rule and/or Bylaw.

## 10. FUNDS

### 10.1 Financial Year

The Financial year of the Club shall be May 1<sup>st</sup> to April 30<sup>th</sup>.

### 10.2 Contracts of the Society

The President shall be responsible for the oversight of all Contracts as necessary for Club operations. Contracts who's funding is not included in the annually approved budget must be approved by the Board of Directors.

### 10.3 Deposit & Borrowing

The Treasurer shall be responsible for the oversight of all financial transactions of the Club in such banks or other institutions as may be designated by the Board of Directors. For the purpose of carrying out its objectives, the Club may borrow, raise or secure the payment of money in such manner as it thinks fit, and in particular, issue debentures, but this power shall be exercised only under the authority of the Club, and in no case shall debentures be issued without a special

resolution of the members. Such a special resolution can only be done at a General Meeting where 21 days or more notice of the meeting has been given to the membership. A minimum of 75% of the members in attendance must vote in favour of this Special Resolution.

#### 10.4 Disbursement of Club Funds and Executed Club Contracts

All disbursements of Club funds and execution of Club Contracts must have the approval of two signing authorities. Any two of the President, the Vice-president and the Treasurer shall sign all legal documents. Any two of the President, the Vice-president, the Treasurer, the Secretary, and Director of Operations shall sign all cheques.

#### 10.5 Review of Financial Statements

A person designated by the Board of Directors shall make a review of the financial transactions of the Club each year and the financial statements shall be made available to the membership of the Club. Any member may request to view the financials upon written request including a specific reason and specific timeframe of the request.

#### 10.6 Corporate Seal

The Noralta Skating Club does not utilize a Seal of the Society.

#### 10.7 Dissolution of the Club

In the event that the Club ceases to exist, the net assets from liquidation shall go to the Alberta Figure Skating Foundation Organization.

#### 10.8 Appeals

Club members in good standing with the Club may appeal decisions of the Board of Directors. Notice of appeal must be received by the President within one month of the decision being made. Appeals will be addressed at the next board meeting and may be presented either in written or presentation format. All decisions for the Board regarding the appeal will be final.

### **11. COMMITTEES**

#### 11.1 Creation of Committees

The Board of Directors may form Committees to assist the Board when required. Committees should be provided with a committee role description which outlines the work each committee is tasked with and states the outcomes each committee is to achieve. Role descriptions are to be approved by the Board of Directors.

#### 11.2 Finance Committee/Chair

The Finance Committee shall be responsible for preparing the Club's annual budget and supervising the finances of the Club including the presentation of an independently reviewed annual statement of revenues and expenditure to its members.

#### 11.3 Nominating Committee

The Nominating Committee shall consist of a minimum of two members. The Committee members must not be up for election and shall not participate in the voting of the election. This

committee is responsible for leading recruitment of candidates and supporting the election process as required.

**11.4 Special Committees**

Special committees / sub committees as deemed necessary by the Club may be formed at the discretion of the Board.

**Adopted by:**

\_\_\_\_\_

(Club Name)

on \_\_\_\_\_ of \_\_\_\_\_  
(day) (month) (year)

Signed

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

(President)

Signed

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

(Club Board Director)

