



Arctic Edge Skating Club

Members' Special Resolution

BE IT RESOLVED:

THAT Arctic Edge Skating Club adopt the new Constitution and Bylaws dated June 15, 2022 so as to conform with the new *Societies Act*, SY 2022, c. 5.

Certified correct this 15^h day of June 2022

Signature:  Title of person signing: President .

**BYLAWS
OF
ARCTIC EDGE SKATING CLUB**

1. INTERPRETATION

1.1. Definitions

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

- (a) **“Act”** means the *Yukon Societies Act and the regulations under the Act, as amended from time to time*;
- (b) **“Address of the Club”** means the registered office address of the Club on record from time to time with the Registrar;
- (c) **“Board”** means the Directors of the Society;
- (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 these bylaws;
- (f) **“Club”** means Arctic Edge Skating Club;
- (g) **“Constitution”** means the constitution of the Society;
- (h) **“Director”** means an individual who has been designated, elected or appointed, in accordance with the Act, as a director of the Society;
- (i) **“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;”
- (j) “**General Meeting**” means a general meeting of the members of the Society;
- (k) “**Income Tax Act**” means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (l) “**Members**” means those Persons who are members of the Club in accordance with these Bylaws and who have not ceased to be members, and includes Voting Members and Non-Voting Members;
- (m) “**mutatis mutandis**” means with the necessary changes having been made to ensure that the language makes sense in the context;
- (n) “**Officer**” means an individual who has been appointed, in accordance with the Act, as an officer of the Society
- (o) “**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 in person at a duly constituted General Meeting, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by all 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 Club;
- (p) “**Person**” means a natural person;
- (q) “**President**” means the Person currently elected to the office of president of the Club in accordance with these Bylaws;
- (r) “**Registered Address**” of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (s) “**Registrar**” means the Registrar of Societies of the Yukon;
- (t) “**Section**” means the British Columbia and Yukon Section of Skate Canada, a society incorporated under the *Societies Act of British Columbia*, or its successor organization;
- (u) “**Skate Canada**” means Skate Canada, a corporation incorporated or continued under the laws of Canada, or its successor;
- (v) “**Skater**” means a Person who is a registrant of Skate Canada and registered in the skating programs of the Club;
- (w) “**Skating Year**” means the period from September 1 to August 31 each year;
- (x) “**Society**” means the Club;

- (y) “**Societies Act**” means the Yukon Societies Act and the regulations under the Act, as amended from time to time; and
- (z) “**Special Resolution**” means:
 - (i) a resolution, passed by vote of not less than 75% of the Voting Members at a general meeting of which not less than 21 days notice of the resolution has been given, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by all Members who would have been entitled to vote on the resolution 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;

1.2. Definitions in Act

The definitions in the Act apply to these Bylaws.

1.3. Conflict with Act

If there is a conflict between these Bylaws and the Act, the Act shall prevail.

1.4. Act Applies

These Bylaws are intended to be read in conjunction with the Act.

2. RELATIONSHIP WITH SKATE CANADA AND SECTION

2.1. Affiliations

The Club is a member of Skate Canada and a member of the Section; as such, it is bound by and will operate in compliance with the applicable bylaws, rules, regulations, policies and procedures of Skate Canada and the Section.

2.2. Fees

The Club shall pay such fees and charges required of Skate Canada clubs when required, and in such manner, as determined by Skate Canada from time to time.

2.3. Compliance with Rules, Regulation and Policies

The Club shall operate in strict compliance with applicable rules, regulations and policies of Skate Canada and the Section in force from time to time. Any rule, regulation, policy or procedure of the Club that is inconsistent with the rules, regulations and policies of Skate Canada and the Section will, to the extent of the inconsistency, be deemed to be void and of no effect.

It is acknowledged that the bylaws of the Arctic Edge Skating Club take precedence over those of Skate Canada and of the Section, to comply with the laws applicable in the Yukon Territory which governs the Club.

2.4. Programs

The Club shall operate only Skate Canada approved figure skating and skating programs.

2.5. Coaching

The Club shall ensure that only professional coaches registered with Skate Canada are permitted to teach figure skating and skating programs in the Club.

3. MEMBERSHIP

3.1. Transition of Membership

On the date these Bylaws come into force:

- (a) each Person who is a member of the Club in good standing and who is eligible for membership under these Bylaws will continue as a Member until the conclusion of the current term of membership, unless he or she otherwise ceases to be a Member in accordance with these Bylaws; and
- (b) each Person who is a member of the Club not in good standing or who is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

3.2. Classes of Membership

There will be one (1) class of voting membership, the members of which are called "Voting Members" and one (1) class of non-voting membership, the members of which are called "Non-Voting Members".

3.3. Eligibility for Voting Membership

A Person is automatically deemed to be a Voting Member in any of the following situations:

- (a) a Director, for so long as he or she remains a Director;
- (b) a Skater who is 19 years of age or older, for the duration of the current Skating Year;
- (c) the Parent or Guardian who registers a Skater under the age of 19 with the Club, for the duration of the current Skating Year.

Notwithstanding the foregoing, a Person who is an employee of, or in a contract for services with, the Club is not eligible for voting membership.

3.4. Eligibility for Non-Voting Membership

A Skater who is under the age of 19 is automatically deemed to be a Non-Voting Member for the duration of the current Skating Year.

A Person who is an employee of, or contractor providing services to, the Club is eligible for Non-Voting Membership.

3.5. Application for Membership

An eligible Person, other than a Skater, may apply to the Club, in such form and manner as the Board determines, to become a Member and on acceptance will be a Member in the appropriate class as determined by the Board.

An application for membership must include payment of applicable membership fees and charges, as determined by the Board.

3.6. Acceptance of Membership

Applications for membership may be accepted by Board Resolution, provided that the Board may delegate the review and approval of membership applications to a committee or position within the Club.

The Board may, by Board Resolution, refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Club.

3.7. Membership not Transferable

Membership is not transferable by a Member.

3.8. Reclassification of Membership

A Member may apply, or the Club may commence, to reassign a Member to a different class of membership if the Member qualifies (or ceases to qualify) for a given class of membership within the Club.

Reclassification requires the payment by the Member of such additional dues, fees or charges (if any) incurred as a result of the new class of membership.

3.9. Dues

The Board will, by Board Resolution, determine all dues, fees and charges payable by Members from time to time.

Fees payable by Members will include such registration and other fees required by Skate Canada, as applicable.

3.10. Term of Membership

Once accepted by the Club, a Person continues as a Member in the assigned class for a term of up to one (1) year, which term commences on September 1 of each year or such later date when the application for membership is accepted in accordance with these Bylaws, and continues until the August 31 of each year.

3.11. Renewal and Reapplication of Membership

A Member may apply for renewal of his or her membership prior to its expiry in such manner as may be determined by the Board and may reapply for membership after its expiry in accordance with section 3.5.

A renewal of membership must include payment of all applicable membership fees and charges, as determined by the Board.

Reapplications for membership are subject to acceptance in accordance with section 3.6.

3.12. Standing of Members

All Members are deemed to be in good standing except a Member who has failed to pay such dues, fees and charges as are determined by the Board, including Skate Canada fees, when due and owing and such Member is not in good standing so long as such amount remains unpaid.

3.13. Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) comply with the bylaws, rules, regulations, policies and procedures of Skate Canada and of the Section in force from time to time;
- (b) uphold the Constitution and comply with these Bylaws and such policies as the Board may establish; and
- (c) further and not hinder the purposes, aims and objectives of the Club, the Section and Skate Canada.

3.14. Rights of Membership

In addition to any rights conferred by the *Societies Act*, a Member in good standing 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 at General Meetings;
- (d) may serve on committees of the Club, as invited;
- (e) may nominate for election as a Director, in accordance with these Bylaws;
- (f) may be nominated, if eligible, to stand for election as a Director of the Club, in accordance with these Bylaws; and
- (g) may participate in the programs and initiatives of the Club, in accordance with such criteria as may be determined by the Board from time to time.

3.15. Expulsion of Member

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to all Members.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

3.16. Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Address of the Club and the effective date of the resignation stated thereon; or
- (b) upon the date which is 90 days from the date on which such Member ceased to be in good standing; or
- (c) at the expiration of the term of membership pursuant to provision 3.10; or
- (d) upon his or her expulsion; or
- (e) upon his or her death.

4. GENERAL MEETINGS OF MEMBERS

4.1. General Meetings

An annual General Meeting must be held in accordance with the Act at the time and place the Board determines. The Board may, at any time, call other General Meetings. Members may requisition a General Meeting in accordance with the Act.

4.2. Ordinary Business

At a General meeting, the following business is ordinary business:

- (a) Adoption of rules of order and agenda;
- (b) Consideration of any financial statements of the Society presented to the meeting;
- (c) Consideration of the reports, if any, of Directors or accountant;
- (d) Election of or appointment of Directors;
- (e) Appointment of an accountant, if any; and
- (f) Business arising out of a report of the Directors that does not require the passing of a special resolution.

4.3. Notice of General Meetings

Written notice of the date, time and location of a General Meeting must:

- (a) Be given in accordance of the Act;
- (b) Be sent to the members at least 14 days before the meeting and not more than 60 days before the meeting;
- (c) State the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business; and
- (d) Include the text of any resolution to be submitted to the meeting that, under the Act or the bylaws, must be passed as a special resolution.

4.4. Quorum Required

Business, other than the election of the chair of the General Meeting and the adjournment or termination of the meeting, must not be transacted unless a quorum of members is present. If, at any time during a General Meeting, there ceases to be quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.5. Quorum for General Meetings.

A quorum for the transaction of business at a General Meeting is the greater of three members or 5% of the members.

4.6. Lack of Quorum

If within 30 minutes from the time set for a General Meeting a quorum is not present:

- (a) The meeting stands adjourned to the same day in the next week, at the same time and place or, if the place is not available, at such other place as may be determined by the chair with notice to the members;
- (b) If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present constitute a quorum for that meeting.

4.7. Chair at General Meetings

The following individual shall preside as chair of a General Meeting:

- (a) The individual, if any, appointed by the Board to preside as the chair;
- (b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
 - (i) The president, if any;

- (ii) The vice-president, if any, if the president is unable to preside as the chair; or
 - (iii) A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president; or
- (c) If there is no individual entitled under (a) or (b), above, who is able to preside as the chair of the meeting within 30 minutes from the time set for holding the meeting, the members who are present shall elect a member present at the meeting to preside as the chair.

4.8. Adjournments of General Meetings

The chair of a General Meeting may, or if so directed by the members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. It is not necessary to give notice of a continuation of an adjourned General meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, written notice of the continuation of the adjourned meeting must be given in accordance with the Act and these bylaws.

4.9. Order of business at a General Meeting

The order of business at a General Meeting is as follows:

- (a) Elect an individual to chair the meeting, if necessary;
- (b) Determine that there is quorum;
- (c) Approve the agenda;
- (d) Approve the minutes from the last General Meeting;
- (e) Deal with unfinished business from the last General Meeting;
- (f) If the meeting is an annual General Meeting:
 - (i) Receive the Directors' report on the financial statements of the Society for the previous financial year, and the accountant's report if any, on those statements;
 - (ii) Receive any other reports of the Directors' activities and decisions since the previous annual General Meeting;
 - (iii) Elect or appoint Directors; and
 - (iv) Appointment an accountant, if any;

- (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) Terminate the meeting.

4.10. Attendance at General Meeting by telephone or other communications medium

Members may participate in a General Meeting by telephone or other communications medium. The Board must take such reasonable steps as are required to enable all persons participating in the meeting, whether by telephone, by other communications medium, or in person, to communicate with each other during the meeting.

4.11. Methods of voting by members in attendance at General meeting

At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the chair, voting must be by secret ballot.

4.12. Proxies

Voting by proxy is not permitted.

4.13. Vote at a General Meeting

A matter to be decided at a General Meeting must be decided by ordinary resolution, unless the matter is required by the Act or these Bylaws to be decided by a special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4.14. Result of Vote

The chair of a General Meeting must announce the outcome of each vote. That outcome must be recorded in the minutes of the meeting. Whenever a vote that is not by written ballot is made, then unless a written ballot is required or demanded, a declaration by the chair that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

5. DIRECTORS

5.1. Number of Directors

The Society must have no fewer than 3, and no more than 11, Directors. The members at a General Meeting shall determine the fixed number of Directors from time to time.

5.2. Residency

At least one of the Directors must be ordinarily a resident in the Yukon.

5.3. Qualification of Directors

A Person may not be elected, appointed or otherwise serve (or continue to serve) as a Director if he or she:

- (a) is not a Member of the Club;
- (b) is not a registrant in good standing of Skate Canada;
- (c) is less than 19 years of age;
- (d) has been declared by a court in Canada or elsewhere incapable of managing his or her own affairs or person or both;
- (e) is an undischarged bankrupt; or
- (f) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

5.4. Nomination of Directors

The Board will establish a nominations committee that will present a slate of nominees for election as Directors and officers at each annual general meeting.

Any nominations for election as a Director made by voting Members in addition to the slate 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 voting Member in good standing may nominate a Person qualified in accordance with section 5.3, including him or herself;
- (b) a nominee must be a voting Member in good standing and qualified in accordance with section 5.3 to be nominated and must remain in good standing in order to stand for election;
- (c) a nomination must be made in writing, in a form established by the Club and must be signed by:
 - (1) the nominating Member;
 - (2) the nominee; and
 - (3) in the case of a self-nomination, by one other voting Member in good standing;
- (d) a Member may not nominate more nominees than the number of Director positions available for election and may not nominate more than one (1) person for a specific position; and

- (e) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board. Nominations will not be permitted from the floor at a General Meeting.

The Board will establish a nominations policy and procedure to further govern nominations for election as Director, provided that no policy or procedure is valid that contravenes the *Societies Act* or these Bylaws.

5.5. Election or appointment of Directors

Directors are elected by ordinary resolution of the members.

5.6. Term

The Directors are elected at each annual General Meeting. A Director's term of office ends at the close of the next annual General Meeting after the Director's election. Directors may be elected for consecutive terms for a maximum of 4 consecutive years.

5.7. Vacancies

The Directors may appoint a member to fill a vacancy on the Board that arrives as a result of a Director ceasing to hold office before the expiry of the Director's term of office, except where the Director was removed from office in accordance with the Act. The Director appointed to fill the vacancy shall hold office for the balance of the term of their predecessor.

5.8. Removal of Directors

A Director may be removed from office by special resolution of the members.

5.9. Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her resignation in writing to the President or to the Address of the Club; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;
- (c) upon the date such Person is no longer qualified pursuant to section 6.7;
- (d) upon his or her removal; or
- (e) upon his or her death.

5.10. Election by Acclamation

Where there is a single Person nominated for each vacant position in an election, or where the number of candidates is less than the number of vacant positions, the candidates are deemed

to be elected as a slate by acclamation, provided that if there is an objection to acclamation, a majority vote by show of hands will be required to elect the slate.

5.11. Election by Secret Ballot

In elections where there are more candidates than vacant positions, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

5.12. Past-President

The Person who served as President immediately prior to the current President will, if he or she consents, continue as a Director and will be the past-president, to a maximum of 4 years as past-president or until a new past-president arises in the same manner, which occurs first.

5.13. Coaches Representative

Those coaches who are Non-Voting Members of the Club will, at or prior to each annual General Meeting, collectively appoint, by form of appointment in writing and signed by all such coaches, one of their number to be the coaches representative, which position will be a voting Director on the Board.

5.14. Consent in Writing

Each Director, elected or appointed, shall sign a document, in a form established by the Section, evidencing his or her:

- (a) consent to act as a Director of the Society; and
- (b) compliance with the qualifications set out in section 5.3.

5.15. 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 his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors will continue to hold office until such time as successor Directors are elected.

5.16. 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 Club;
- (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

Without limiting sections 5.16(a) to 5.16(c), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Club.

5.17. Powers of Board

The Board will have the power to make expenditures, including grants and awards, in furtherance of the purposes of the Club. The Board will also have the power to enter into contracts on behalf of the Club in furtherance of the purposes of the Club.

5.18. Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Club, and in particular skating rules and hours, as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the *Societies Act*, the Constitution or these Bylaws, or the Bylaws, rules, regulations, policies or procedures or Skate Canada or the Section.

5.19. Remuneration of Directors 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 necessarily and reasonably incurred while engaged in the affairs of the Society.

In addition, a majority of the Directors of the Society must not receive or be entitled to receive remuneration from the Society under contracts of employment or contracts for services.

6. MEETINGS OF DIRECTORS

6.1. Calling Directors' Meeting

The Directors may meet at any location in the Yukon and in any manner as determined by the Directors.

6.2. Notice of Directors' Meeting

At last 2 days; notice of a Directors' meeting must be given, unless all the Directors agree to a shorter notice period.

6.3. Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director, but no notice shall be required for any such regular meeting.

6.4. 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 may invite any Person to attend one or more meetings of the Board as advisors or guests.

6.5. Board meetings may be held by electronic means

Any meeting of the Board may be held by means of telephone or such other communication medium means that permits all participants in the meeting to communicate with each other. A Director participating in the meeting by that means shall be deemed to be present at the meeting.

6.6. Quorum

A majority of the Directors in office constitutes a quorum at any meeting of the Directors.

6.7. Resolution without a meeting and without consent of all Directors

The Directors may not pass a Board resolution without a meeting unless all Directors consent in writing to the resolution.

6.8. 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 President:

- (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.

7. OFFICERS

7.1. Election or appointment of Officers

The Board shall, as often as may be required, elect or appoint, from among the Directors, a president, a vice-president and a secretary/treasurer or a secretary and a treasurer, and such other officers the Board deems necessary. A Director may hold more than one Officer position. The officers of the Club are the president, vice-president (if any), past-president (if any), secretary and treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

7.2. Removal of Officers

A Person may be removed as an officer by Board Resolution. A Person removed as officer remains a Director on the Board and another Director will be appointed by Board Resolution to replace the removed officer.

7.3. Duties of Officers

The Officers shall have the following duties and powers associated with their positions:

- (a) The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties, and will preside at all meetings of the Society and of the Board.
- (b) The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.
- (c) The secretary is responsible for doing, or making the necessary arrangements for, the following:
 - (i) Issuing notices of General Meetings and Directors' meetings, taking minutes of General Meetings and Directors' meetings;
 - (ii) Keeping the records of the Society in accordance with the Act, conducting the correspondence of the Board; and
 - (iii) Filing the annual report of the Society and making any other filings with the registrar under the Act.

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

- (d) The treasurer is responsible for doing, or making the necessary arrangements for, the following:
 - (i) Receiving and banking monies collected from the members or other sources;
 - (ii) Keeping accounting records in respect of the Society's financial transactions; and
 - (iii) Preparing the Society's financial statements; and making the Society's filing respecting taxes.
- (e) A Director who was president immediately prior to the current president, and who is re-elected as a Director, will be the past president. The past president will assist the president in the performance of his or her duties and will, in the absence of the president and vice-president, perform those duties. The past president will also perform such additional duties as may be assigned by the president or determined by Board Resolution.
- (f) The person appointed as the coaches representative in accordance with section 5.13 will have the following duties and responsibilities:
 - (i) acting as liaison between the Board and the coaches of the Club;

- (ii) facilitating and promulgating the policies, procedures, initiates, and directives of the Section and the Board among the coaches; and
- (iii) providing such reports as may be requested by the Board.

8. SIGNING AUTHORITY

8.1. Execution of Documents

A contract or other record to be signed by the Society must be signed on behalf of the Society by any two Directors or by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society. Any Director or Officer of the Society may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

9. BORROWING

9.1. Borrowing Powers

The Society may, subject to approval by the members at a General Meeting:

- (a) Borrow money; and
- (b) Issue debt obligations to any person and for any consideration.

10. ACCOUNTANT

10.1. Requirement for Accountant

- (a) If the Society is a Class B Society, the Society is not required to have an accountant.
- (b) If the Society is a Class A Society, the Society is required to have an accountant. However, a Class A Society may, by special resolution at an annual General Meeting, waive the requirement to have an accountant for the fiscal year for which financial statements will be presented at the next year's annual General Meeting. The Society may not waive the requirement to have an accountant for more than 2 consecutive fiscal years.

11. MISCELLANEOUS

11.1. Location of Operations

The Club is located in Whitehorse, Yukon and will operate primarily within the region of the British Columbia/Yukon Section of Skate Canada.

11.2. No Distribution of Income to Members

The activities of the Club will be carried on without purpose of gain for its members and any income, profits or other accretions to the Club will be used in promoting the purposes of the Club.

11.3. Inspection of Records

The documents and records of the Club, 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 Club, to inspect any of the following documents and records of the Club at the Address of the Club during the Club's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Club;
- (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 Club's certificate of incorporation, and any other certificates, confirmations or records furnished to the Club by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Club;
- (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 Club. 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 Club, to inspect any other document or record of the Club 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 to 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 by the *Societies Act*.

12. INDEMNIFICATION

12.1. Indemnification of Directors and Eligible Parties

To the extent permitted by the Yukon *Societies Act*, each Director and eligible party (as defined by the *Societies Act*) will be indemnified by the Club 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 his or her holding or having held authority within the Club:

- (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.

12.2. Purchase of Insurance

The Club 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.

13. BYLAWS

13.1. Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and Bylaws of the Club.

13.2. Right to Propose Amendment

A Voting Member may propose an amendment to the Constitution or these Bylaws by giving notice in writing of the proposed amendment in the form approved by the Board, to the Address of the Club. No proposal to amend the Constitution or these Bylaws will be accepted from the floor of a General Meeting.

13.3. Special Resolution required to Alter or Add to Bylaws

The notice of the General Meeting at which a Special Resolution to amend the Bylaws is to be voted on shall state the sections to be deleted, if any, and shall state the entire texts of the articles to be substituted or added.

13.4. Effective Date of Alteration

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

14. REGISTERED OFFICE:

Mailing Address:

4061-4th Avenue

Whitehorse, Yukon Y1A 1H1

Street Address:

200 Hamilton Boulevard

Whitehorse, Yukon

15. DISOLUTION

15.1. Distribution

The distribution of property before dissolution of the Society or on liquidation of the Society will be made in accordance with the Act.

16. DISPUTES

Any dispute concerning the interpretation or application of the bylaws, and any dispute concerning the rights of a member, shall be submitted to and decided by arbitration under the Arbitration Act of the Yukon.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION ON JUNE 15, 2022.



(SIGNATURE OF DIRECTOR)

Lindsay Beebe

(PRINT NAME)