

**Canadian Figure Skating
Association,
Prince Edward Island Section
Ltd.**

CONSTITUTION AND BYLAWS

April 20, 1999

CONSTITUTION

Article 1: Name

The name of the association is "The Canadian Figure Skating Association, Prince Edward Island Section Ltd.", hereinafter referred to as the "Section" or "PEI Section".

For the purpose of this constitution and these bylaws, the Canadian Figure Skating Association shall be termed the "CFSA".

Article 2: Objects and Purposes

The objects of the Section are:

- a) To improve, encourage and advance the instruction, practice and enjoyment of its members in all aspects of the sport of skating on ice, hereinafter referred to as figure skating.
- b) Generally, to take all steps necessary for desirable to improve, encourage and advance figure skating throughout the Province of Prince Edward Island.

Article 3: Jurisdiction and Affiliation

1. The operations and activities of the PEI Section are chiefly carried on in the province of Prince Edward Island.
2. The PEI Section shall be affiliated with the Canadian Figure Skating Association.

Article 4: Definitions

1. In these bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender include the plural number or the feminine gender, as the case may be and vice versa, and references to persons or clubs include firms, corporations and associations.

Article 5: Dissolution

1. Upon the dissolution of the Association, after payment of all debts and liabilities the remaining property, real and/or personal of the Association may be distributed or disposed of in a manner as decided by the Board of Directors of the PEI Section.

BYLAWS

Bylaw 1: Membership

1. All clubs registered with the CFSA within the designated area of the Section shall be members of the Section unless otherwise authorized by the CFSA.
2. Only clubs who are members in good standing of the Association shall be entitled to send delegates to a PEI Section general meeting. Such delegates shall be eligible persons and members in good standing of his or her club and of legal age.
3. Coaching members in good standing who are listed in the Official Association List as a resident within the Section shall be accorded the provided privileges and shall each be entitled to one vote, for the purpose of electing a PEI Section Coaching Representative.
4. Any member may withdraw from the Association by mailing to the Secretary written notice of resignation. Such resignation shall not release the member from payment of any dues owing, including those for the current membership year, or any other indebtedness to the Association.
5. Any member of the Board of Directors and any Committee member of the Section may be suspended or expelled as a member of the Section, if such member:
 - a) fails to abide by the rules and regulations of the Association;
 - b) engages in conduct injurious to the sport of figure skating; or
 - c) becomes an undesirable member of the Association.
6. The interest of a member is not transferable under any circumstances.
7. A member may resign from the Section by tendering her resignation in writing to the Secretary of the Section or may be expelled from the Section by a resolution of the members at a general meeting called for that purpose as herein provided. Any member who resigns or is expelled from the Section forthwith forfeits all rights and interest arising from or associated with membership in the Section.

Bylaw 2: General Meetings

1. Written notice of a general meeting shall be mailed to all clubs in the Section and to all Members of the Section Board of Directors at least twenty-one (21) days prior to the meeting. However, when the last day for mailing the notice fall on Saturday, Sunday or a holiday, the last day for mailing the notice shall actually be the nearest prior day that is not Saturday, Sunday or a holiday. The notice shall specify the place, date and hour of the meeting and a list of all nominations to the Board of Directors. In the case of a special meeting, it shall specify the business for which the meeting is called. The accidental omission or non-receipt of a notice by a club or by a member of the Section Board of Directors shall not invalidate resolutions passed or proceeding taken at the meeting.

2. Each club in the Section shall be entitled to send one delegate, who shall be a member of the club and an associate member of legal age, to the meeting. This delegate shall be in addition to any member of a club serving on the Board of Directors of the Section.
3. Members of the Board of Directors shall be entitled to all rights and privileges granted to delegates from clubs.
4. Each club in the Section shall be entitled to one (1) vote at a general meeting. Members of the Board of Directors of the Section shall be entitled to vote in their own right. In the case of a tie the Chair shall cast the deciding vote.
5. The Chair shall call a special meeting if so requested in writing by five (5) clubs in the Section. The business of such special general meetings shall be limited to that outlined in the requisition.
6. A quorum for the transaction of business at a general or special meeting shall be representation by the delegates from 25% of the number of clubs in the Section, but shall not be less than five (5) delegates.
7. Voting shall be by a show of hands, or by ballot, at the discretion of the Chair. A vote by a ballot shall be taken if so requested by a club delegate. A majority vote shall decide any question.
8. Voting by proxy shall be permitted, and proxies shall be in such form as the Section Board of Directors may prescribe, and shall be handed to the Chair of the Section Nominating Committee or his appointed designate prior to the start of the meeting.
9. The order of business for the general or annual meeting shall be as follows:
 - a) Reading of Notice of Meeting
 - b) Report as to Quorum
 - c) Minutes of Previous Meeting
 - d) Chairperson Report
 - e) Secretary Report
 - f) Treasurer Report
 - g) Committee Reports
 - h) Adoption of Reports
 - i) Amendments to Constitution and Bylaws
 - j) Election of Officers
 - k) Awarding of competitions
 - l) New Business

The above order of business may be altered to include additional items of importance to the members, subject to approval by a majority of the votes registered and present at the meeting.

10. The date of the Annual General Meeting of the Section shall be set by the Board of Directors of the Section but it shall be prior to the annual general meeting of the CFSA.

11. General meetings shall be open to all members in the Section. However, persons other than club delegates shall be considered observers and shall have no voice in the proceedings and no vote. The Board of Directors of the Section may limit the number of observers if necessary. Any person may be admitted as an observer and may be permitted to speak if approved by a majority vote of the meeting. If requested by the Secretary, any delegate must provide satisfactory evidence that he represents a specific Club and a voting delegate must provide satisfactory evidence that he has been chosen by the member Club to be its representative and that he is qualified to the extent that he could be a candidate for election to the Board of Directors.
12. Amendments to these bylaws may be amended by a simple majority of votes cast at a general meeting provided that such amendments have been specified in the in the notice summoning the meeting. Any bylaw may be amended or new articles or sections may be enacted by consent of a majority of the complete Board of Directors, but any such change shall affect only until the next general or annual meeting. If any present or future bylaws of the CFSA shall contradict any Section bylaws, the Board of Directors shall change the Section bylaws to conform with those of the CFSA and until such time as the change is made by the Board of Directors, the corresponding CFSA bylaw prevails, and wherever the Section bylaws are silent on any question relating to which there is an appropriate CFSA bylaw shall be followed.
13. Rules of order of all meetings, general or board, shall be as outlined in "Roberts Rules of Order" in all cases in which they are applicable and in which they are consistent with the bylaws or special rules of the CFSA.

Bylaw 3: Board of Directors Meetings

1. Board of Directors meetings may be held at such times and at such places as the Board of Directors from time to time determines. A meeting of the Board of Directors may be convened at any time by the Chair or a majority of the members of the Board of Directors.
2. Notice of Meetings shall be sent to each member of the Board of Directors not less than two (2) weeks before the date of the meeting. Meetings of the Board of Directors may be held at any time without formal notice if all the members of the Board of Directors are present or if those absent have waived notice or have signified their consent to the meeting being held in their absence. A Board of Directors meeting may also be held, without notice, immediately following the annual general meeting of the Section.
3. The quorum shall consist of either Chair or Vice Chair and eight other members of the Board of Directors; provided, however, if no Past Chair is holding office then a quorum shall consist of either the Chair or Vice Chair and seven other members of the Board of Directors.

Bylaw 4: Board of Directors

1. The Board of Directors of the Section shall be eligible persons and, with the exception of the

Coaching Representative, members of a club in the Section. The Board of Directors shall include the following positions:

- Chair
 - Past Chair
 - Vice Chair
 - Secretary
 - Treasurer
 - Chair of Championships Committee
 - Chair of Evaluators/Judges Committee
 - Chair of Accountants Committee
 - Director of Recreational Programs
 - Synchronized Team Skating Coordinator
 - Two or more Directors-at-Large
 - Section Coaching Representative
 - One member-at-large from each member club
2. No member of the Board of Directors shall receive any remuneration from the Section for services rendered as a member of the Board of Directors of the Section save and except for allowable expenses as outlined in the CFSA Rules.
3. With the exception of the Past Chair and those positions listed in below, the Board of Directors of the Section shall be elected by ballot at the Annual General Meeting of the Section.
- a) The Director of Recreational Programs shall be selected by the Section Board of Directors by March 1 of each year and elected to the Section Board of Directors by acclamation. This appointment is to become effective as of the date of the Section Annual Meeting of the same year.
 - b) The Synchronized Team Skating Coordinator shall be selected by the Section Board of Directors by March 1 of each year and elected to the Section Board of Directors by acclamation. This appointment is to become effective as of the date of the Section Annual Meeting of the same year.
 - c) The Chair of the Evaluators/Judges Committee and the Chair of the Accountants Committee shall be selected by the Section Board of Directors by March 1 of each year and elected to the Section Board of Directors by acclamation. This appointment is to become effective as of the date of the Section Annual Meeting of the same year.
 - d) The Section Coaching Representative shall be elected from amongst the coaching members in good standing within the Section.
 - e) The Championship Chair shall be appointed or elected, as determined by the Board of Directors.
 - f) Each Club member-at-large shall be selected by his or her Member Club, and elected to the Section Board of Directors by acclamation.

4. Any member in good standing of a club within the Section and who is eligible to hold office in that club shall be eligible to hold office on the Section Board of Directors provided that the member is over the age of 18 years.
5. Any election may be by a show of hands unless a ballot is demanded.
6. The term of office of the Section Board of Directors shall not be more than two years or until successors are elected.
7. A member of the retiring Section Board of Directors shall be eligible for re-election.
8. A casual vacancy on the Section Board of Directors may be filled by appointment by the Board of Directors.
9. Nominations for the Section Board of Directors shall be in writing. They shall only be valid if a letter of acceptance is received from the nominee prior to the meeting at which the elections are held. Nominations may be made by any member of a club in the Section. The last day for making nominations shall be the twenty-eighth day prior to the date of the Annual General Meeting of the Section. Nominations must be received by the Chair of the Section Nominating Committee by that time. However, when the last day for receiving nominations falls on Saturday, Sunday or a holiday, the last day for receiving nominations shall actually be the nearest prior day that is not a Saturday, Sunday or a holiday.
10. The Board of Directors of the Section may, by resolution passed by at least 2/3 of the votes cast at a general meeting or which by a notice specifying the intention to pass such a resolution has been given, remove any member of the Board of Directors before the expiration of his term of office and may, by a majority of votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.
11. If any member of the Board of Directors resigns his office or is suspended or expelled from the Section, the Board of Directors shall declare his office vacated and may appoint a successor in his place to hold office until the next annual or general meeting.

Bylaw 5: Voting

1. At all meetings of the Section every question shall be decided by a majority of the votes of the members present in person (or representative by proxy) unless otherwise required by the Bylaws. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Unless a poll is demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair is entitled to cast the deciding vote.

2. Questions arising at any meeting of the Board of Directors shall be decided by majority of votes. In case of an equality of votes the Chair has the casting vote.
3. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A resolution in writing signed by all the members of the Board of Directors is as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.

Bylaw 6: Duties of Board of Directors

1. The *Chair* shall:
 - 1) preside at all meetings of the members of the Section and of the Board of Directors, when present;
 - 2) be charged with the general management and supervision of the operations of the Section;
 - 3) shall sign, with the Secretary or other officer appointed by the Board of Directors, all resolutions and membership certificates, and all other documents requiring signatures;
 - 4) appoint, with the approval of the Board of Directors, any Committees formed and their Chairs.
2. The *Vice-Chair* shall:
 - 1) in order of precedence of their election, perform all the duties of, and shall be subject to the same obligations as the Chair, whenever the Chair ceases to hold office for any reason or is prevented from attending to his duties;
 - 2) preside at all meetings of the Section or the Board of Directors in the absence of or upon the request of the Chair.
3. The *Secretary* shall:
 - a) attend all meetings of the Board of Directors and record all acts and minutes of all proceedings in the books kept for that purpose;
 - b) give all notices required to be given to members and to members of the Board of Directors;
 - c) be the custodian of the seal of the Section and of all books, papers, records, correspondence, contracts and other documents belonging to the Section which shall be delivered only when authorized by a resolution of the Board of Directors to do so and to such a person or persons as may be named in the resolution;
 - d) shall perform such other duties as may from time to time determined by the Board of Directors.
4. The *Treasurer* shall:
 - 1) keep full and accurate accounts of all receipts and disbursements of the Section in proper books of account and shall deposit all monies or other valuables in the name and to the credit of the Section in such banks as may from time to time be designated by the Board of Directors;
 - 2) disburse the funds of the Section under the direction of the Board of Directors, taking proper vouchers therefor, and shall render to the Board of Directors at the regular meetings thereof or whenever required an account of all transactions as treasurer, and of the financial position of the Section.

- 3) perform such other duties as may from time to time be determined by the Board of Directors.

Bylaw 7: Finances

1. The fiscal year shall be the same as that of the CFSA.
2. Section funds shall be kept in such financial institutions which have been approved by the Section Board of Directors. Surplus funds of the Section may be invested in low-risk, non-speculative investments as approved by the Section Board of Directors.
3. A minimum of two signing officers shall be required for all transactions. All documents (including banking papers) on behalf of the Section shall be signed (and sealed if necessary) by either the Chair or Vice Chair and by the Secretary or such other members as are designated by the Board of Directors.
4. A financial statement signed by the Section Chair and the Section Treasurer shall be presented to the Section Annual Meeting and the Executive Director of the CFSA no later than thirty (30) after the end of the fiscal year. Audited financial statements covering all funds received and administered by the Section shall be prepared annually and copies shall be sent to the Executive Director of the CFSA and to the Chair of the Finance Committee, not later than 120 days after the end of the fiscal year.
5. The Board of Directors may from time to time:
 - a) Borrow money on the credit of the Section;
 - b) Issue, sell or pledge securities of the Section; and
 - c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Section, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Section; provided that debentures shall not be issued without the sanction of an extraordinary resolution of the Section.

Bylaw 8: Auditors

1. The auditors shall make a report to the members and to the Board of Directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Section at any annual meeting during their tenure of office. The report shall state (1) whether or not they have obtained all the information and explanation they have required, and (2) whether in their opinion the balance sheet is properly drawn up so as to exhibit a true and correct statement of the Section's affairs as at the date of the balance sheet and result of its operations for the year ended on that date according to the best of their information and of the explanations given to them, as shown by the books of the Section.
2. If for any reason auditors appointed by the annual meeting are unable to serve, the Board of Directors may appoint auditors to fill the vacancy.

Bylaw 9: Protection and Indemnity

1. No officer or member-at-large of the Section is liable for the acts, receipts, neglect or defaults of any other officer or member-at-large, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Section through the insufficiency or deficiency of title to any property acquired by order of the Section Board of Directors for or on behalf of the Section, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Section are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act or any person with whom any of the moneys, securities or effects of the Section are deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever, which happens in the execution of the duties of his offices or in relation thereto, unless the same happens through his own dishonesty.
2. Every officer or member-at-large of the Section and his heir, executors and administrators, and estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Section from and against:
 - a) all costs, charges and expenses whatsoever which such officer or member-at-large sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, or about the execution of the duties of his office;
 - b) all other costs, charges and expenses which he sustains or incurs in or in relation to the affairs of the Section, except such costs, charges or expenses as are occasioned by his own wilful neglect or default, or charges for his own account.

Bylaw 10: Seal

1. The corporate seal of the Section shall be in the custody of the Secretary.

Bylaw 11: Complaints

1. Any complaint which may arise shall be made in writing to Secretary and will be read to the proper committee or authority who will act with the consent of the Board of Directors and take steps as they deem necessary.