

**SKATE CANADA
PRINCE EDWARD ISLAND LTD.
CONSTITUTION and ASSOCIATION BY-LAWS**

Article 1: Name

The name of the association is “Skate Canada Prince Edward Island Ltd.”, hereinafter referred to as “Skate Canada PEI”.

Article 2: Non-Profit Organization

Skate Canada PEI will be a not-for-profit and without share capital, and as well, shall be carried on without pecuniary gain to its members and any profits of Skate Canada PEI shall be used in promoting its objects.

Article 3: Objects and Purposes

The objects of Skate Canada PEI 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 or desirable to improve, encourage, and advance figure skating throughout the Province of Prince Edward Island.

Article 4: Jurisdiction and Affiliation

1. The operations and activities of Skate Canada PEI are chiefly carried on in the province of Prince Edward Island.
2. Skate Canada PEI shall be a member of Skate Canada.
3. Skate Canada PEI shall adhere to and follow the Official Rule Book of Policies and Procedures of Skate Canada, unless otherwise stated in these bylaws.

Article 5: Definitions

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 6: Dissolution

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

**SKATE CANADA
PRINCE EDWARD ISLAND LTD.
ASSOCIATION BY-LAWS**

- (1) **DEFINITIONS:** For the purpose of these By-laws and for the purpose of the Official Rules of the Association, contained in the Skate Canada Constitution Section 1100 definitions will apply.
- (2) **MEMBERSHIP:** Skate Canada has for the purpose of management and control divided Canada into Sections. As a committee of Skate Canada, Prince Edward Island is defined as:

Association clubs within the Section: All clubs in the Province of Prince Edward Island.

For the purpose of these By-laws and for the Official Rules of the Association, the rules outlined in the Skate Canada Constitution Section 1200 Membership, 1201 Organization Membership, 1202 Individual Membership, and 1203 Resignations will apply to all categories of membership within the Section.

- (3) **COMPLAINTS, SUSPENSIONS AND EXPULSION POLICY:** For the purpose of these By-Laws and for the purpose of the Official Rules of the Association, the Skate Canada Section 1204 will apply.
- (4) **MEMBERSHIP HARASSMENT POLICY:** For the purpose of these By-Laws and for the purpose of the Official Rules of the Association, the Skate Canada Section 1205 will apply.
- (5) **MANAGEMENT OF SECTIONS:** The affairs of each Section shall be managed by a Section Board of Directors elected at Annual General Meetings of the clubs within each Section, which meetings shall be held prior to the Annual General Meeting of the Association. *Association By-Law 1503 (2)*
- (6) **BY-LAWS OF SECTION:** Except in the case of a conflict with a provincial statute governing the Section, the by-laws of the Association and in particular by-law 1503, apply to and govern the activities of the Section. *Association By-Law 1503 (3)*

The Section constitution contains Association by-laws. When the Association by-laws are amended in accordance with its by-law 1600, the Section will automatically update its constitution to reflect these changes.

- (7) **ROLE OF THE SECTION:** To promote the objectives of the Association through the following: *Association By-Law 1503 (4)*
 - (a) facilitating and promoting Skate Canada programs, policies and procedures;
 - (b) ensuring effective communication between all Skate Canada stakeholders;
 - (c) effective information management;
 - (d) educating and training officials, coaches and volunteers;
 - (e) liaison with member clubs, member skating schools and members located within Section boundaries;
 - (f) developing partner relationships and alliances with Section specific organizations to assist in funding and delivery, e.g. municipal and provincial governments; localized sport governing bodies;
 - (g) provision of conflict resolution among Skate Canada stakeholders;
 - (h) holding Section competitions.

- (i) insuring effective governance processes and systems are in place including the submission or provision of an annual report and audited financial statements to Skate Canada.
- (8) **MEMBERSHIP IN THE SECTION:** *Association By-Law 1503 (5) (a) (b)*
- (a) **ASSOCIATION CLUBS WITHIN THE SECTION:** All clubs of the Association within the designated area of the Section shall be members of the Section unless otherwise authorized by the Association.
 - (b) **ASSOCIATION PROFESSIONAL COACHES RESIDING WITHIN THE SECTION:** Professional Coaching members in good standing who are listed in the Official Association List as a resident within the Section shall be accorded the privileges listed in Rule 1202 (3) and shall each be entitled to one vote, for the purpose of electing a Section Coaching Representative.
- (9) **SECTION MEMBERS' MEETINGS:** The Sections shall abide by the by-laws governing Association Members' Meetings (By-law Section 1300) as applicable, except as follows: *Association By-Law 1503 (6) and all sub-sections*
- (a) **WHEN:** The Board of Directors of the Section shall set the date of the Annual General Meeting of the Section. It shall be set prior to the Annual General Meeting of the Association.
 - (b) **QUORUM:** A quorum for the transaction of business at a general or special meeting shall be representation by delegates and proxies from twenty- five percent of the number of clubs in the Section, but shall be not less than five delegates.
 - (c) **VOTING – DELEGATES TO THE SECTION ANNUAL GENERAL MEETING:**
 - (i) **ASSOCIATION CLUB DELEGATES:**

Only clubs in the Section who are members in good standing of the Association shall be entitled to send one delegate to the meeting. Club delegates are entitled to one vote at a general meeting. Such delegates shall be a member of the club in good standing, an Associate member of the Association in good standing and of legal age in the Province. This delegate shall be in addition to any member of a club serving on the Board of Directors of the Section.
 - (ii) **SECTION BOARD OF DIRECTORS:**

Members of the Board of Directors of the Section shall be entitled to one vote at a general meeting.
 - (iii) **DETERMINING A MAJORITY VOTE:**
 - (a) Abstaining voters are not counted in determining a majority. A tie vote is defeated.
 - (b) A simple majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by or pursuant to the Act or these By-laws and Rules.
 - (c) Meeting chair may vote only once for each question and should the chair elect to do so, the meeting chair votes at the same time as the delegates to the meeting.

(iv) **PROXIES:**

- (a) Members who are entitled to vote and are not attending the Annual General Meeting or a special meeting may give proxies to delegates entitled to carry proxies for the purpose of voting. No persons may carry more than five voting member proxies.
- (b) Proxies shall be in such form as the Board of Directors prescribe, and shall be handed to the Chair of the Nominating Committee or his/her designate prior to the start of the meeting.

(d) **ATTENDANCE AT MEETINGS:** General meetings shall be open to all associate, restricted, coaching and honorary members in the section, but persons other than delegates shall be considered as 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 permitted to speak if approved by the meeting.

(e) **ORDER OF BUSINESS:** The order of business at annual general meetings of members shall be as follows:

1. Reading of Notice of Meeting
2. Minutes of preceding Annual Meeting
3. Applications for Membership in the Association
4. Reinstatement of Persons to Eligible Status
5. Confirmation of the actions taken by the Board of Directors
6. Secretary's Report
7. Financial Statement
8. Report of Championships
9. Report on Tests
10. Report of the Board of Directors
11. Report of other Committees
12. President's Annual Report
13. Election of Officers
14. Awarding of the next Annual General Meeting and the awarding of any other meetings or championships as may be required.
15. Amendments to Constitution and Rules and Regulations
16. New Business
17. Appointment of Auditors.

Such order may be changed at the request of the Chairperson only provided that a majority vote at the Annual General Meeting is in the affirmative.

(f) **RECORD OF PROCEEDINGS:** A complete record of the proceedings at the Annual General Meeting shall be taken.

(g) **APPOINTMENT OF AUDITOR:** Each Annual General Meeting shall appoint an Auditor, who shall examine and audit the accounts and report thereon to the next Annual General Meeting.

(10) **SPECIAL MEETINGS:**

- (a) A special meeting of the membership may be called by the Board of Directors or by the Chairperson.

- (b) A special meeting of the members shall be called at any time upon requisition made in writing by five percent of the clubs in good standing. Such requisition shall express the object of the meeting and shall be mailed to the Section Chairperson. The only items to be discussed at a special meeting of the members shall be those specified in the requisition.

(11) **OFFICERS AND DIRECTORS OF THE SECTION:** The Sections shall abide by the by-laws governing Association Officers and Directors (By-law 1402) as applicable, except as follows:

(a) **COMPOSITION:**

- (i) The Board of Directors of Skate Canada-Prince Edward Island shall be approved by the Board of Directors of Skate Canada *By-law #7 (a) (i)*.
- (ii) The composition of the Section Board of Directors shall include the following positions: (All terms of office are for two year terms)
 - (1) elected Chair of the Section (elected odd-numbered years);
 - (2) the Past Chair of the Section;
 - (3) elected Vice Chair(s) of the Section (elected odd-numbered years);
 - (4) elected Secretary of the Section (elected even-numbered years);
 - (5) elected Treasurer; (elected even-numbered years);
 - (6) appointed Competition Chairperson (appointed even-numbered years);
 - (7) appointed Skaters' Development Chairperson; (appointed even-numbered years);
 - (8) appointed Accountants Chairperson (appointed odd-numbered years);
 - (9) appointed Evaluators/Judges' Chairperson (appointed odd-numbered years);
 - (10) appointed Synchronized Chairperson (appointed odd-numbered years);
 - (11) appointed Recreational Skating Programs Chairperson (appointed even-numbered years). All appointed positions will be named by the Section Chairperson, approved by the Board of Directors, and announced at the Annual General Meeting of the Section.
 - (12) Section Coaching Representative (elected even-numbered years). To be elected by and from amongst the coaching members in good standing within the section by mailed-in ballot prior to the Annual General Meeting. The elected representative will be announced at the Annual General Meeting.
 - (13) One member-at-large from each member club

(b) **QUALIFICATIONS:** With the exception of the Section Coaching Representative and Section Athlete Representative, members of the Board of Directors shall be eligible persons and members of a Club in the Section in good standing and Associate Members of the Association in good standing. No paid employee of Skate Canada including clubs, or the Section except as provided in Rule 1402(2)(b) and 2104 (2) (a) (iii), shall hold office on the Board of Directors of the Section.

(c) **DUTIES AND RESPONSIBILITIES OF OFFICERS AND DIRECTORS:** The duties and responsibilities of the Officers and Directors listed above shall be included in the Constitution and By-laws and/or in the Articles of Incorporation of the Section, and shall be subject to prior approval by the Association Board of Directors.

(d) **POWERS OF THE SECTION BOARD OF DIRECTORS:**

OFFICERS AND DIRECTORS OF THE SECTION: The Section shall abide by the by-laws governing Association Officers and Directors (By-law 1402) as applicable.

- (i) **COMMITTEES:** The Board of Directors of the Section may from time to time establish, constitute or dissolve such committees, as it may consider desirable.
 - (ii) **DELEGATION OF POWERS:** The Board of Directors may delegate such duties and authorities (except in respect of such matters as must, by the By-laws or Rules of the Association, be transacted or performed by the Board of Directors of the Section or specific members thereof), as the Board of Directors may deem expedient.
 - (e) **TERM OF OFFICE:** The term of office of the Section Board of Directors shall be for two years or until successors are elected. A member of the retiring Board of Directors shall be eligible for re-election.
 - (f) **NOMINATIONS FOR VACANCIES:** 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 in good standing of a club in good standing in the Section. Nominations must be received by the Chair of the Section Nominating Committee by the twenty-eighth day prior to the date of the Annual General Meeting of the Section.
- (12) **VOTING AT THE BOARD OF DIRECTORS (OR EXECUTIVE COMMITTEE):**
- (a) **MAJORITY OF VOTES:** Questions arising at any meeting of the Executive Committee, or Board of Directors, shall be decided by a majority of votes.
 - (b) **MEETING CHAIR:** The Meeting chair may vote only when the vote would change the result. Therefore the chair may vote to break a tie, and thus pass the motion, or to create a tie, and thus defeat a motion.
 - (c) **QUORUM:** A majority of the Board of Directors or Executive Committee members shall form a quorum.
- (13) **REMOVAL OF OFFICERS AND DIRECTORS:**
- (a) A general meeting of members, by resolution, of which notice has been given in the notice calling the meeting, may remove any member of the Board of Directors before the expiration of their term of office, and may, by resolution, appoint another member in their stead. The person so appointed shall hold office until the next Annual General Meeting.
 - (b) The Board of Directors, by resolution, of which notice has been given in the notice calling the meeting, may remove any member of the Board of Directors before the expiration of their term of office with a special majority vote of two-thirds of the Board of Directors.
- (14) **CASUAL VACANCIES:** Any casual vacancy occurring on the Section Board of Directors may be filled by appointment by the Section Board of Directors as a whole.
- (15) **EXECUTIVE COMMITTEE:** The Executive Committee of Skate Canada-Prince Edward Island shall consist of the Chairperson, the immediate Past Chairperson, the Vice-Chairperson, Secretary and Treasurer and the Executive Director (non-voting) and its powers shall consist of those delegated to it by the Board of Directors.
- (16) **STANDING COMMITTEES:** Standing committees are established by and are responsible to the Board of Directors and are the permanent, ongoing committees of the Section. They are:

- (a) **FINANCE:** To liaise and review with the employee(s) of the Section to ensure that the objectives and implementation of programs of the Section are achieved as efficiently as possible. In consultation with the Treasurer to control and supervise the finances of the Section including preparation of budgets, investment of surplus funds in low risk, non-speculative investments, and presentation of annual statements of revenue and expenditure to members. The Committee shall consist of the Chairperson, Past Chairperson, Vice Chairperson, Secretary and Treasurer.
- (b) **NOMINATING:** To ensure that there is a full slate for election at the Annual General Meeting of members to fill any vacancy on the Board of Directors. This Committee shall consist of the Past Chairperson of the Section, two elected members of the Board of Directors.
- (c) **DISPUTE RESOLUTION:** The Section has established a dispute resolution process and procedures governing the initiation and conduct of proceedings. A copy of the dispute resolution process is available to all members upon request. This committee shall consist of the Chairperson, Past Chairperson, Vice-Chairperson, Secretary and the Treasurer.

(17) **AMENDMENTS TO THE SECTION CONSTITUTION AND BY-LAWS:**

- (a) Any article may be amended, or new sections or articles may be enacted, by consent of a simple majority of the Section Board of Directors. Any such change shall be in effect only until the next Annual General or Special General Meeting at which time such actions shall be presented for ratification. Any amendment not ratified shall be withdrawn and may not be re-enacted until after the end of the next fiscal year.
- (b) Amendments to the Section Constitution and By-laws may be amended at any Annual General or Special General Meeting provided that such amendments have been specified in the notice of the meeting. To enact any amendment, a 2/3 majority of votes cast shall be required.
- (c) All amendments must be approved by the Board of Directors of the Association before presentation at the Section Annual General Meeting. Proposed amendments shall be distributed with the notice of meeting of the Section Annual General Meeting.

(18) **FINANCES:**

- (a) **FISCAL YEAR:** The fiscal year of the Section shall close on March 31st of each year.
- (b) **AUDITED FINANCIAL STATEMENT:** 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 Association no later than thirty days 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 CEO of the Association and to the Chair of the Finance/Planning Committee, not later than 120 days after the end of the fiscal year and will be mailed to all member clubs.
- (c) **SECTION REVENUES:** Skate Canada PEI may augment revenue and/or grants received from the Association and Provincial Governments by such means as are deemed appropriate by Skate Canada PEI.

- (19) **OFFICIAL RULES:** The rules of the Association carry precedence over any rule made by members or other bodies within the Association.
- (20) **RULES OF ORDER:** The rules contained in “Roberts Rules of Order” shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-laws or the Rules of this Association.
- (21) **PROTECTION AND INDEMNITY:**
- (a) No director, officer, member, employee or agent of the Association is liable for the acts, receipts, neglect or defaults of any other director, officer, member, employee or agent, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Association are deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage, or misfortune whatsoever, which happens in the execution of the duties of his or her office or in relation thereto, providing:
- (i) he or she acted honestly and in good faith with a view to the best interests of the Association; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- (b) Every director, officer, member, employee or agent of the Association and his or her heirs, executors and administrators, and estate and effects respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:
- (i) all costs, charges and expenses whatsoever which such director, officer, member, employee or agent sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office;
- (ii) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default, or charges for his or her own account.