BY-LAWS OF THE

Centennial Park Skating Club

Ontario Corporation Number 0007380832
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BY-LAWS OF THE CENTENNIAL PARK SKATING CLUB

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BY-LAWS OF THE CENTENNIAL PARK SKATING CLUB

BY-LAWS
SECTION 1 GENERAL

1.1 Purpose – These By-Laws relate to the general conduct of the affairs of the Centennial Park Skating Club, Inc. The Purpose of the Centennial Park Skating Club shall be to encourage the instruction, practice, enjoyment and advancement of its members in all aspects of skating.

1.2 Definitions – The following terms have these meanings in these By-Laws:

a) Act – Ontario's Not-for-Profit Corporations Act, 2010, or any successor legislation.

b) Articles - Any instrument that incorporates the Club or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letter patent, supplementary letters patent or special act.

c) Auditor – A certified individual or public accounting firm appointed by the Board at the Annual Meeting to audit the books, accounts, and records of the Club for a report to the Members at the next Annual Meeting in accordance with the Act.

d) Board – The Board of Directors of the Club.

e) By-law- This By-law of the Club and all other By-laws of the Club;

f) Club – Centennial Park Skating Club.

g) Chair - The Chair of the Board.

h) Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is postmarked.

i) Days – Days including weekends and holidays.

j) Director – An individual elected or appointed to serve on the Board pursuant to these By-Laws.

k) Error in Notice - The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance.

l) Members – Members of the Club as described in Article 2.

m) Officer – An individual elected or appointed to serve as an Officer of the Club pursuant to these By-Laws.

n Ordinary Resolution – A resolution passed by a majority of the votes cast on that Resolution.

o) Secretary - The Secretary of the Board.

p) Skate Canada - A corporation governed by the laws of Canada. It is the sport governing body for Figure Skating in Canada.

q) Skate Ontario - A corporation governed by the laws of Ontario. It is the sport governing body for Figure Skating in Ontario.

r) Special Resolution – A resolution passed by not less than two-thirds of the votes cast on that resolution.

s) Telephonic or electronic means - Any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

t) Written Notice - In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

1.3 Registered Office – The registered office of the Club will be located within the municipality of Toronto. .

1.4 No Gain for Members – The Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its objectives.

1.5 Ruling on By-Laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purpose of the Club.

1.6 Conduct of Meetings – Meetings of Members and meetings of the Board will be conducted in accordance with recognized standards as determined by the Board.

1.7 Interpretation – In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

1.8 Affiliations - The Club is a member of Skate Canada and a member of Skate Ontario. As such, it is bound by and will operate in compliance with the applicable By-Laws, rules, regulations, policies and procedures of Skate Canada and Skate Ontario.

BY-LAWS OF THE CENTENNIAL PARK SKATING CLUB

SECTION 2 MEMBERSHIP

Membership Dues, Duration and Classes

2.1 Year - The membership year of the Club will be September 1st to August 31st unless otherwise determined by the Board.

2.2 Dues – Membership and registration fees will be set by the Board of Directors on an annual basis.

2.3 Duration – Membership duration is accorded on an annual basis as defined in 2.1.

2.4 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".

2.5 Voting Membership - An individual is automatically deemed to be a Voting Member in any of the following situations:

a) an elected or acclaimed Director, for so long as he or she remains a Director
b) a Skater who is 18 years of age or older, for the duration of the current Skating Year
c) a Parent or Legal Guardian whose child (children) is (are) under the age of 18 and is (are) registered as a Skater(s) with the Club, for the duration of the current Skating Year. A Parent or Legal Guardian is entitled to one (1) vote only with respect to any and all underage active participant(s) they represent as Parent or Legal Guardian, at all Meetings of Members.

2.6 Non-Voting Membership - A Skater who is under the age of 18 is automatically deemed to be a Non-Voting Member for the duration of the current Skating Year.

Admission and Renewal of Members

2.7 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:

a) The individual makes an application for membership in a manner prescribed by the Board;
b) The individual has paid fees and is a member in good standing of the Club, Skate Canada, and Skate Ontario;
c) The individual agrees to uphold and comply with the Club's governing documents;
d) The individual meets any other condition of membership determined by the Board;
e) The individual has met the applicable definition listed in Section 2.4; and
f) Membership in the Club is non-transferable

2.8 Termination – Membership in the Club will terminate immediately upon:

a) The expiration of the Member's annual membership unless renewed in accordance with these By-Laws;
b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.7 of these By-Laws;
c) Resignation by the Member by giving written notice to the Club
d) Dissolution of the Club

2.9 Good Standing - A Member will be in good standing provided that the Member:

a) Has not ceased to be a Member of the Club;
b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
c) Has complied with the By-laws, policies, and rules of the Club;
d) Is not subject to a disciplinary investigation or action by the Club, Skate Ontario or Skate Canada, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
e) Has paid all required membership fees to the Club.

2.10 Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

2.11 Rights of Membership - 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 Call to Order or such rules of order as may be adopted by the Board
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 individuals for election to the Board, in accordance with this By-Law
f) may be nominated, if eligible, to stand for election as a Director of the Club, in accordance with this By-Law
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.
h) to receive access to minutes of members' meetings

SECTION 3 MEETINGS OF MEMBERS

3.1 Location - Members' meetings shall be held at the Corporation's registered office or at any place in Ontario as the Board may determine.

3.2 Annual Meeting - The Club will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting.

3.3 Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of one third or more of the Members for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.4 Telephonic or Electronic Members' Meetings - A Meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means if the Club chooses to make those means available, provided that those means must enable all persons entitled to attend the meeting to reasonably participate. A person participating in the meeting by those means is deemed to be present at the meeting. A vote at a Meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

3.5 Notice - Written or electronic Notice of Meeting including the date of the Annual Meeting of the Members will be given to all Members in good standing and Directors, not less than ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.6 Waiver of Notice – Any person who is entitled to notice of a Meeting of the Members may waive notice. If a Member does not waive their right to notice and goes to a Members' Meeting that they were not notified about, they are assumed to have waived their right to notice, unless they specifically object and do not otherwise participate.

3.7 Information to be Furnished - Any Member, upon request, shall be provided, not less than five days before the Annual Meeting of Members, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

3.8 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.9 New Business – Matters of business should be limited to matters properly brought before a Members' Meeting. No other item of business will be included in the notice of the Meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the Meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.10 Quorum – Delegates as defined in 3.14 representing six (6) percent of the Members present will constitute a quorum.

3.11 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board or Members attending the meeting, and in accordance with 3.12.

3.12 Scrutineers – At the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. In cases where a Members' Meeting is conducted electronically, the platform used should include a "scrutineer" mechanism.

3.13 Adjournments - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a Meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.14 Attendance - The only persons entitled to attend a Meeting of the Members are those Delegates representing Members and the Directors of the Club, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting or in accordance with 3.9.

Voting at Meetings of Members

3.15 Voting Rights - Members have the following voting rights at all Meetings of the Members:

a) A Member, in accordance with 2.5, will be assigned one (1) vote per family or eligible member.

3.16 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot; unless a secret or recorded ballot is requested by a Member.

3.17 Majority of Votes - Except as otherwise provided in these By-laws, a simple majority of votes will decide each issue. In the case of a tie, the motion will be deemed defeated.

SECTION 4 GOVERNANCE

4.1 Composition of the Board

a) In accordance with the Articles, the affairs of the Club shall be managed by the Board consisting of a minimum of three (3) and maximum of nine (9) Directors. The Board shall be comprised of the fixed number of Directors within such range as determined from time to time by special resolution of the Members, or, if the special resolution empowers the Board to determine the number, by resolution of the Board.
b) At least one member of the Board shall be a certified professional coach or registered skating coach with the full rights to speak and vote at meetings of the Board.

4.2 Eligibility of Directors - To be eligible for election as a Director, an individual must:

a) Be eighteen (18) years of age or older;
b) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act, 1990 to be incapable of managing property;
c) Not have the status of bankrupt;
d) Not be a paid employee of the Club, with the exception of one certified professional coach or registered skating coach who will fulfill the requirement as per 4.1 (b) of these By-Laws;
e) Be a Member of the Club, or become a registered Board Member within 10 days of being elected; and
f) Shall be willing to abide by the policies and By-Laws governing the Club, Skate Canada, and Skate Ontario.
g) Be a qualified community member, but need not have a minor registered in the Club.

Election of Directors

4.3 Nominations - Any nomination of an individual for election as a Director will:

a) Include the written consent of the nominee by signed or electronic signature; and
b) Be submitted to the Board no later than fourteen (14) days prior to the Annual Meeting. This timeline may be amended by Ordinary Resolution of the Board.
c) There will be no nominations from the floor of the meeting.

4.4 Circulation of Nominations - Valid nominations will be circulated to Members in the notice of Meeting of Members.

4.5 Elections – Directors will be elected by majority vote of all Voting Members in good standing at the Annual Meeting. Candidates receiving the most votes will be deemed to be elected for a term of one (1) year as per 4.7 of this By-Law. Elected Directors will take office commencing at the close of the Annual Meeting.

4.6 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 by acclamation.

4.7 Terms of Office - The terms of office and tenure restrictions for Directors shall be regulated as follows:

a) Directors shall serve terms of one (1) year and will hold office until they or their successors have been duly elected in accordance with these By-Laws unless they resign or are removed from or vacate their office.

b) A Director shall be eligible for re-election provided that such director shall not be elected or appointed for a term that will result in the Director serving more than six (6) consecutive years on the board, with the exception of the certified professional coach. Such Director can be eligible for re-election for another term if one (1) or more years have elapsed since the termination of their last term.

c) Where a Director was appointed to fill an unexpired term of a Director, such a partial term shall not be included in the calculation of the maximum years of service.

d) Notwithstanding these limits, if no qualified successor is identified for a critical role, the board may extend the current Director's service on an interim basis until a successor is elected or appointed.

e) Only one (1) member per immediate family may be elected or appointed to serve on the Board of Directors at any given time.

f) These limits shall apply prospectively from the date of enactment of these Bylaws. Time served on the Board of Directors prior to the Effective Date shall not count toward the maximum allowable tenure.

Resignation and Removal of Directors

4.8 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President. When a Director who is subject to a disciplinary investigation or action of the Club resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.9 Vacate Office - The office of any Director will be vacated automatically if:

a) The Director resigns;
b) The Director has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
c) The Director is found to be incapable by any court in Canada or elsewhere;
d) The Director becomes bankrupt; or
e) The Director dies.

4.10 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. At such a meeting, the Members may, by a majority of votes cast at the meeting, elect a qualified individual in the removed Director's stead for a period ending at the next Annual Meeting.

Filling a Vacancy on the Board

4.11 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring no later than the close of the next Annual Meeting.

Meetings of the Board

4.12 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least 50% of the Directors

4.13 Chair – The President will be the Chair of all Board meetings unless otherwise designated by the President.

4.14 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Club.

4.15 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a Meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.16 Quorum – At any meeting of the Board, quorum will be a majority of the Board of Directors.

4.17 Voting - Each Director, including the President, is entitled to one vote at a meeting of the Board. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favour of the resolution. Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated.

4.18 No Alternate Directors - No person shall act for an absent Director at a meeting of Directors.

4.19 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.20 Meetings by Telecommunications - A meeting of the Board may be held by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Directors participating in a meeting by such telephonic or electronic means are deemed to be present at the meeting.

4.21 Written Resolution in Lieu of Meeting - Unless otherwise restricted by the Act or By-Laws, any resolution required or permitted to be passed at any meeting of the Board may be taken without a meeting if all Directors consent thereto in writing or electronically, and the writings are filed with the minutes of proceedings of the Board in accordance with the Act.

Duties of Directors

4.22 Standard of Care – Every Director shall:

a) Act honestly and in good faith with a view to the best interests of the Club; and
b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.23 Powers of the Club – Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Club and may delegate any of its powers, duties, and functions.

4.24 Empowered – The Board is empowered, including but not limited to:

a) Make policies and procedures or manage the affairs of the Club in accordance with the Act and these By-Laws;
b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
c) Make policies and procedures relating to the management of disputes within the Club and deal with disputes in accordance with such policies and procedures;
d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Club;
e) Follow registration procedures, and other registration requirements as determined by Skate Canada
f) Enable the Club to receive donations and benefits for the purpose of furthering the objects and purposes of the Club;
g) Make expenditures for the purpose of furthering the objects and purposes of the Club;
h) Borrow money upon the credit of the Club as it deems necessary in accordance with these By-Laws; and
i) Perform any other duties from time to time as may be in the best interests of the Club.

4.25 The Club Delegate to Skate Ontario and Skate Canada - The delegate, or alternate, to Skate Canada and/or Skate Ontario shall be appointed annually by the Board of Directors. The Delegate need not be a member of the Board of Directors. The Section and/or Skate Canada National Office shall be advised of the appointed delegate's name.

SECTION 5 OFFICERS

5.1 Composition - The terms of office and tenure restrictions for Officers shall be regulated as follows:

a) At the first meeting following the Annual Meeting, the Board shall appoint from the Directors, a Chair, President, a Secretary, and a Treasurer, and may appoint a Vice-President, each of whom shall be an Officer of the Club. Two or more offices of the Club may be held by the same person.

b) No individual may serve more than three (3) consecutive years in the same Executive Office.

c) Notwithstanding these limits, if no qualified successor is identified for a critical role, the board may extend the current Officers's service on an interim basis until a successor is elected or appointed.

d) Where a Director was appointed to fill an unexpired term of an Officer, such a partial term shall not be included in the calculation of the maximum years of service.

e) These limits shall apply prospectively from the date of enactment of these Bylaws. Time served as Officers prior to the Effective Date shall not count toward the maximum allowable tenure.

5.2 Duties - The duties of Officers are as follows:

a) The President will be the chair of the Board and will preside at the Annual and Special Meetings of the Club and at meetings of the Board unless otherwise designated. The President will be the official spokesperson of the Club and will perform such other duties as may from time to time be established by the Board.
b) The Vice-President, If appointed, shall in the absence or inability to act of the President, perform the duties of the President and shall perform those other duties as the Board may specify;
c) The secretary will be responsible for:
    I. keeping minutes of all meetings of the Club and the Board;
    II. the custody of all records and documents of the Club, except those required to be kept by the Treasurer;
    III. the conduct of the correspondence of the Club;
    IV. the issuance of notices of meetings of the Club and the Board;
    If the secretary is absent from any meeting of the Club or the Board, the President will appoint another individual to act as secretary at that meeting.
d) The Treasurer will, subject to the powers and duties of the Board, ensure that proper accounting records as required by the Act are kept and will perform such other duties as may from time to time be established by the Board.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Club, or to another Director.

5.4 Removal

a) The President may be removed by Ordinary Resolution at a Meeting of the Members, provided the President has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the President is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.
b) Officers, other than the President, may be removed from their respective offices as Officers by ordinary resolution of the Board.

5.5 Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next Annual Meeting.

SECTION 6 BOARD COMMITTEES

6.1 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Club and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Vacancy - When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's Term.

6.3 President Ex-officio - The President will be an ex-officio non-voting member of all Committees of the Club.

6.4 Removal - The Board may remove any member of any committee.

6.5 Debts - No Committee will have the authority to incur debts in the name of the Club.

6.6 Meetings by Telecommunications - A meeting of a committee may be held by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Committee members participating in a meeting by such telephonic or electronic means are deemed to be present at the meeting.

6.7 Written Resolution in Lieu of Meeting - Unless otherwise restricted by the Act or By-Laws, any resolution required or permitted to be passed at any committee may be taken without a meeting if all members of such committee consent thereto in writing or electronically, and the writings are filed with the minutes of proceedings of the committee in accordance with the Act.

SECTION 7 FINANCE AND MANAGEMENT

7.1 Fiscal Year - Unless otherwise determined by the Board, the fiscal year of the Club will be September 1st to August 31st.

7.2 Bank - The banking business of the Club will be conducted at such financial institutions as the Board may determine.

7.3 Auditors - The Board will appoint an auditor to audit or conduct a review engagement of the books, accounts, and records of the Club in accordance with the Act. The auditor will be appointed annually. The auditor will not be an employee, Officer, or Director of the Club and must be permitted to conduct an audit or review engagement of the Club.

7.4 Dispensing with Audits - In accordance with the Act, members of the club may pass an extraordinary resolution to not appoint an auditor and to not have an audit or review engagement in respect of the Club's financial year if the Club has an annual revenue in that financial year of $500,000 or less. An extraordinary resolution passed under this section is valid until the next annual meeting of members.

7.5 Extraordinary Resolution - An extraordinary resolution in accordance with the Act means a resolution that is:

a) submitted to a special meeting of the members of the Club duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or
b) consented to by each member of the Club entitled to vote at a meeting of members.

7.6 Annual Financial Statements - The Directors will approve financial statements (evidenced by signature of the President and one or more Directors) of the Club of the last fiscal year of the Club and present the approved financial statements before the Members at every Annual Meeting.

7.7 The Financial Statements – The Financial Statements will include:
a) The financial statements;
b) Any further information respecting the financial position of the Club.

7.8 Books and Records - The necessary books and records of the Club required by applicable law will be necessarily and properly kept.

7.9 Property -The Club may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.10 Borrowing - The Board may from time to time:

a) Borrow money on the credit of the Club;
b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Club;
c) Give a guarantee on behalf of the Club to secure performance of an obligation of any person; and
d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Club, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Club.

Remuneration

7.11 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board.

Conflict of Interest

7.12 Conflict of Interest - A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in an actual or proposed contract or transaction with the Club will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest and any Board approved Conflict of Interest Policy.

SECTION 8 AMENDMENT OF BY-LAWS

8.1 By-Laws Amendment or Repeal - Unless the Articles or the By-Laws otherwise provide, the Directors may by resolution make, amend or repeal any By-Law that regulates the activities or affairs of the Club, except in accordance with the Act, in respect of a matter to:

a) add, change or remove a provision respecting the transfer of a membership;
b) change the manner of giving notice to members entitled to vote at a meeting of members; or
c) change the method of voting by members not in attendance at a meeting of the members.

8.2 Member Approval -The Directors shall submit the By-Law, amendment or repeal to the Members at the next Meeting of the Members, and the Members may confirm, reject or amend the By-Law, amendment or repeal by Ordinary Resolution.

8.3 Effective Date - Subject to section 8.5, the By-Law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed.

8.4 Ceasing to Have Effect - The By-Law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under section 8.2, or if it is rejected by the Members.

8.5 Subsequent Resolution- If a By-Law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

8.6 Repeal - Subject to the provisions of Section 8.7 hereof, all prior By-Laws, resolutions and other enactments of the Club inconsistent in either form or content with the provisions of these ByLaws are repealed.

8.7 Effect of Repeal - The repeal of any By-Law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

8.8 Member Proposal - A member entitled to vote at an annual Meeting of the Members may make a proposal to make, amend or repeal a by-law in accordance with section 3.9.

SECTION 9 INDEMNIFICATION

9.1 Will Indemnify - The Club will indemnify and hold harmless out of the funds of the Club each Director and any individual who acts at the Club's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Club's request in a similar capacity.

9.2 Will Not Indemnify - The Club will not indemnify a Director or any individual who acts at the Club's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Club will not indemnify an individual unless:

a) The individual acted honestly and in good faith with a view to the best interests of the Club; and
b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

9.3 Insurance - The Club will, at all times, maintain in force reasonable insurance including Directors and Officers liability insurance.

SECTION 10 ADOPTION OF THESE BY-LAWS

10.1 Ratification – These By-Laws were passed and enacted by Ordinary Resolution of the Board on August 10, 2026.

10.2 Repeal of Prior By-Laws – In ratifying these By-Laws, all prior By-Laws of the Club shall be repealed provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.

Enacted by the Board of Directors on the 10th day of August, 2026.

Ratified by the Members on the 26th day of September 2026.

Gloria Leung
Co-President

Linda Behme
Co-President

Vera Dounaevskaia
Secretary

Approved - Centennial Park Skating Club Annual Meeting - September 26, 2026.