



**Skate
Manitoba**

BYLAWS

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ARTICLE I GENERAL

- 1.1 Purpose** – These By-laws relate to the general conduct of the affairs of Skate Manitoba, which as the Provincial Sport Organization representing figure skating in the Province of Manitoba; and as a recognized Section as defined within the Skate Canada by-laws, shall represent the interests, advance and promote the sport within the Province of Manitoba. A corporation without share capital incorporated under the Manitoba Corporations Act.
- 1.2 Definitions** – The following terms have these meaning in these By-laws
- a. *Act* – the Manitoba Corporations Act (C.C.S.M. c. C225), as amended
 - b. *Annual General Meeting* – the Annual General Meeting of the members and will be presented at that meeting a financial statement
 - c. *Appointed Director* – a Director appointed by the Board by way of Ordinary Resolution;
 - d. *Auditor* – an individual appointed by the Members at the Annual General Meeting of the Members to audit the books, accounts and records of the Corporation for a report to the Members at the next Annual Meeting. The Auditor will not be an Employee or a Director of the Corporation
 - e. *Articles* – the Corporation’s Articles of Incorporation filed with the Registrar
 - f. *Board* – the Board of Directors of Skate Manitoba
 - g. *Chairperson* – the person elected to the office of Chair.
 - h. *Club* – a non-profit organization that is operating for the general purpose of providing Skate Canada skating programs and is managed by a volunteer board of directors
 - i. *Coach Representative* – Registered Professional Coach in Good Standing who is registered as a resident within the Section and who has been elected by registered Professional Coaches in Good Standing within the Section in accordance with these Bylaws;
 - j. *Athlete Representative* – Registered registrant in Good Standing who is a resident within the Section and who has been elected by registered delegate Clubs and Skating Schools in Good Standing within the Section in accordance with these bylaws;
 - k. *Officials Representative* – Registered Official in Good Standing who is a resident within the Section and who has been elected by registered officials in good standing within the Section in accordance with these Bylaws;
 - l. *Corporation* – Skate Manitoba
 - m. *Days* – days including weekends and holidays
 - n. *Delegate* – a representative of a Club, Skating School, or registered Professional Coach from Manitoba entitled to vote at Annual General Meetings and Special Meetings;
 - o. *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
 - p. *Good Standing* – a person who has paid all dues outstanding to Skate Canada, the Section, a club, or skating school, who has not been suspended or expelled, has completed and remitted all documents required, has complied with all governing documents and who the Board has not declared to not be in good standing. In the

- case of members, a member whose membership has not been terminated in accordance with Skate Canada By-laws;
- q. *Member* – each entity or individual that meets the requirements of any of the three member classes as defined in 2.4;
 - r. *Membership Year* – the term of each Member’s Membership is from September 1 of the year in which Membership is granted in accordance with Skate Canada by-laws, until August 31 of the following year and which is subject to renewal in accordance with these By-laws;
 - s. *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution
 - t. *Organization* – an association, corporation, partnership;
 - u. *Proxy Holder*- the appointed delegate of a voting member Skating School or Skating Club in attendance at an Annual General Meeting or Special Meeting and who exercises voting rights on behalf of the voting member Skating School or Skating Club;
 - v. *Registered Professional Coach in Good Standing* – A skating expert with the required National Coaching Certification Program qualifications to provide a remunerated service at Skate Canada sanctioned clubs and skating schools, both on – and off-ice. These individuals have registered, provided full payment and have met all professional coach’s registration requirements as set annually by Skate Canada;
 - w. *Registrant* – Includes (i) an individual who is registered by a Club or Skating School with Skate Canada and who is subject to all rules, regulations and policies of Skate Canada but who is not a member; and (ii) an individual who is engaged in any activity provided, sponsored, supported, sanctioned or recognized by Skate Canada and registered directly with Skate Canada but who is not a member;
 - x. *Registrar* – the Manitoba Registrar of Companies, or any successor or replacement agency
 - y. *Skate Canada* – Patinage Canada, a corporation incorporated or continued under the laws of Canada under corporation number 346446;
 - z. *Skating School* – an organization other than a Club that is operating for the general purpose of providing Skate Canada skating programs;
 - aa. *Section* – Skate Manitoba
 - bb. *Special Meeting* – a meeting of members which is not the Annual General Meeting; and
 - cc. *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting members entitled to vote on that resolution
- 1.3 Head Office** – The head office of the Corporation will be located at an address in Manitoba as specified in the Articles.
- 1.4 Corporate Seal** – The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

- 1.5 No Gain for Members** – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.6 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 objects of the Corporation.
- 1.7 Conduct of Meetings** – Unless otherwise specified in the Act or these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- 1.8 Interpretation** – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

- 2.1 Relationship with Skate Canada** – The Section is affiliated with Skate Canada as one of its Sections. Except where required to comply with the Manitoba Corporations Act, the Section will strive to comply with the Bylaws and policies of Skate Canada
- 2.2 Role of the Section** – As a Section of Skate Canada, the role of the Section is to advise the objectives of Skate Canada in Manitoba by;
- facilitating and promoting Skate Canada programs, policies and procedures;
 - facilitating effective communication between Skate Canada stakeholders within the Section’s boundaries and
 - educating and training officials, coaches and volunteers
- 2.3 Membership Dues and Duration**
- Year** – The membership year of the corporation will be September 1st to August 31st unless otherwise determined by the Board
 - Dues** – Membership dues will be determined by, and submitted to Skate Canada and a portion thereof will be transferred to the Corporation
- 2.4 Membership Categories** – The Corporation has the following categories of Membership
- Skate Canada Member Clubs and Skating Schools** – A registered Skate Canada Member Club or Skating School that is located within the Province of Manitoba and has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations
 - Skate Canada Professional Coaches** – who is a member in good standing with Skate Canada, who resides in the Province of Manitoba and is registered in the Section and has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.

- c. Each **Board of Director** holding office in accordance with these By-laws, who is a member in good standing with Skate Canada, who resides in the Province of Manitoba, is registered in the Section and has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

2.5 Admission and Renewal of Members – Any individual/Club/Skating School will be admitted as a Member or renewed as a Member IF:

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

2.6 Suspension and Termination of Membership

- a. **Suspension** – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- b. **Termination** – Membership in the Corporation will terminate immediately upon:
 - i. the expiration of the Member's annual membership with Skate Canada unless renewed in accordance with these By-laws
 - ii. The Member fails to maintain any of the qualifications or condition of membership described in Section 2.5 of these By-laws;
 - iii. Resignation by the Member by giving written notice to the Corporation and to Skate Canada
 - iv. Dissolution of the Corporation
 - v. A decision made by a panel in accordance with the Corporation's applicable discipline policies;
 - vi. The Member's death or dissolution; or
 - vii. By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
 - viii. A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to either Skate Canada or the Section, by the deadline dates prescribed by the Board.
- c. **May not Resign** – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation
- d. **Dues Payable** – Any dues, subscriptions, or other monies owed to either Skate Canada or the Section by suspended or expelled Members will remain due.

- 2.7 Good Standing** – A Member will be in good standing provided that the Member:
- a. Has not ceased to be a member of Skate Canada
 - b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - c. Has completed and remitted all documents as required Skate Canada and the Section;
 - d. Has complied with the By-laws, policies and rules of Skate Canada and the Section;
 - e. Is not subject to a disciplinary investigation or action by Skate Canada or the Section, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - f. Has paid all required membership dues to Skate Canada.
- 2.8 Cease to be in Good Standing** – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, 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.

ARTICLE III MEETINGS OF MEMBERS

- 3.1 Annual Meeting** – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Manitoba. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end.
- 3.2 Special Meeting** – A Special Meeting of the Members may be called at any time by the Board or upon the written requisition of ten (10%) percent or more of the Members for any purpose connected with the affairs of the Corporation 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. Such requisition shall express the objective of the meeting and shall be mailed to the Executive Director and the Chair. The only items to be discussed at a Special Meeting shall be those specified in the requisition.
- 3.3 Participation/Holding by Electronic Means** – Any person entitled to attend a meeting of Members may participate in the meeting by virtual means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by virtual means that permit all participants to communicate adequately with each other during the meeting.
- 3.4 Notice** – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, at least twenty-eight (28) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, 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.

- 3.5 Waiver of Notice** – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 3.6 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.
- 3.7 New Business** – No other items of business will be included in the notice of the meeting of the Members unless notice in writing by mail or electronic has been submitted to the Chair and Executive Director twenty-one (21) days prior to the meeting of the Members.
- 3.8 Quorum** – Twenty-one (21) voting Members, as defined in 3.15, present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting
- 3.9 Closed Meeting** – Meetings of Members will be closed to the public except by invitation of the Board or Members attending the meeting, and in accordance with 4.13.
- 3.10 Agenda** – The agenda for the Annual Meeting may include:
- a. Reading of Notice of Meeting
 - b. Call to order
 - c. Establishment of quorum
 - d. Appointment of scrutineers
 - e. Approval of the agenda
 - f. Conflict of interest
 - g. Adoption of Minutes of the previous Annual Meeting
 - h. Presentation and approval of reports
 - i. Report of Auditors
 - j. Appointment of Auditors
 - k. Presentation of Budget
 - l. Business as specified in the meeting notice
 - m. Election of new Directors
 - n. Adjournment
- Such order may be changed at the request of the Chair only provided that a majority vote at the Annual General Meeting is affirmative.
- 3.11 Scrutineers** – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12 Adjournments – With the majority consent of the Members present and after 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.

3.13 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Corporation, individuals possessing a proxy on behalf of a Member, 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 or with the majority consent of the Members present.

3.14 Record of Proceedings: A complete record of the Meeting shall be taken and kept at the Section Office.

Voting at Meetings of Members

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

- a. Each Member Club and Skating School is entitled to appoint one Delegate who has one vote on behalf of that Member.
- b. Each Skate Canada Professional Coach shall be entitled to one vote
- c. Each Board of Director of the Section shall be entitled to one vote

3.16 Delegates: Members will appoint in writing (inclusive of electronic notice) to the Corporation, at least seven (7) days prior to the meeting of Members, the name of the Delegate to represent the Member. Delegate must be at least eighteen years of age, of sound mind, and be acting as the Member's representative. Once appointed, a Delegate may not vote by proxy.

3.17 Proxy Voting – Skating Club and Skating School members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. A proxy must:

- a. Be signed by the Member
- b. Must be a delegate and may carry a maximum of five (5) proxies;
- d. Be in a form that complies with the Act;
- e. Comply with the format stipulated by the Corporation; and be submitted to the Corporation at least 48 hours prior to the commencement to the Meeting of Members.

3.18 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.

3.19 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution (simple majority) will decide each issue. In the case of a tie, the motion will be deemed defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of eleven (11) Directors.

4.2 Composition of the Board – The Board will consist of the following:

- a. Chairperson
- b. Six (6) Directors
- c. Coaches Representative
- d. Athlete Representative
- e. Officials Representative
- f. Past Chairperson

4.3 Directors – Elected Directors will be selected, by the Board, to serve as Directors of various portfolios related to the operations of the Corporation (e.g., Marketing, Nominations, Governance etc...) or specific positions (Vice Chairperson, Finance Chair). Directors may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

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

- a. Be eighteen (18) years of age or older;
- b. Have the power under law to contract;
- c. Have not been declared incapable by a court in Canada or in another country; and
- d. Not have the status of bankrupt.
- e. Not be an employee of Skate Canada, Sport Manitoba or Skate Canada
- f. Shall be willing to abide by the policies and By-laws governing Skate Canada and the Section
- g. Shall be a Member in Good Standing of Skate Canada and the Section
- h. Not hold a position on a board of directors with Skate Canada or Sport Manitoba

Election of Directors

4.5 Nominating Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors. All nominations must be received at least twenty-eight (28) days prior to the Annual General Meeting to the Nominating Committee Chair or designate. Names of valid nominees will be circulated to all Members twenty-one (21) days prior to the Annual General Meeting as per 4.4.

4.6 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;
- b. Comply with the procedures established by the Nominations Committee;

- c. There will be no nominations from the floor of the meeting

4.7 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

4.8 Election – The following Directors will be elected at each Annual Meeting as follows:

- a. The Chairperson, Coaches Representative and one (1) Director will be elected at an Annual Meetings previous to those listed in sub-section b.
- b. Athlete Representative, and three (3) Directors will be elected at an Annual Meetings previous to those listed in sub-section c.
- c. The Officials Representative and two (2) Directors will be elected at an Annual Meetings previous to those listed in sub-section a.

4.9 Election - Election for each position will be decided by a majority vote of the Members in accordance with the following;

- d. **One valid nomination for each vacant position**- the Director(s) shall be declared elected by Ordinary Resolution.
- e. **Two or More Valid Nominations** – The nominee(s) receiving the greatest number of votes by an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.10 Terms – Directors will serve terms of three (3) years, to a maximum of three (3) consecutive terms with the exception of the Chairperson who will serve a maximum of two (2), three (3) year consecutive terms, 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. An Elected Director elected to serve a partial term will, upon completion of the partial term, remain eligible to serve three three-year consecutive terms as an elected Director. The three year terms shall commence for Directors elected at the Annual Meeting in 2024.

Appointed Directors

4.11 Appointed Directors – Except when filling a vacancy on the Board for the remainder of a Director’s term or when the Director is ex-officio (non-voting), Directors may not be appointed.

Resignation and Removal of Directors

4.12 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 Chair and Executive Director or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or

action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

- 4.13 Vacate Office** – The office of any Director will be vacated automatically if:
- The Director becomes no longer eligible to be a Director;
 - The Director dies or sustains a permanent disability that prevents carrying out the duties of a Director;
 - If the Director is found by a court in Canada to be of unsound mind
 - If the Director is found guilty of a relevant criminal offense
 - The Director becomes bankrupt
- 4.14 Removal** – A Director may be removed by Ordinary Resolution of the Members at a meeting of the Members, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

- 4.15 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 the remainder of the previous Director's term.

Meeting of the Board or Executive

Call of Meeting

- Board** - Meeting of the Board of Directors will be held at any time and place as determined by the Section Chair or by written requisition of at least 50% of the Directors
 - Executive** – Meetings of the Executive shall be held at the call of the Chair. All recommendations from these meetings shall be brought forward to the next Board of Directors meeting for information
- 4.16 Notice** – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least forty-eight (48) hours 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 Corporation.
- 4.17 Chair** – The Section Chair will be the Chair of all Board Directors and Executive meetings, unless otherwise determined by the Section Chair.
- 4.18 Quorum** – At any meeting of the Board or Executive, quorum will be a majority of the Board of Directors or the Executive.

- 4.19 Voting**- Each Director is entitled to one vote. 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 by Ordinary Resolution. In the case of a tie, the resolution is defeated.
- 4.20 No Alternate Directors** – No person shall act for an absent Director at a meeting of Directors.
- 4.21 Written Resolutions** – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.22 Closed Meeting** – Meetings of the Board of Directors and the Executive will be closed to Member and the public except by invitation of the Board or Executive.
- 4.23 Meetings by Telecommunications** – A meeting of the Board may be held by virtual means. Directors who participate in a meeting by virtual technology are considered to have attended the meeting.
- 4.24 Meeting Minutes** – Board of Directors or Executive meetings, minutes will be done by an appointed Secretary. Meeting minutes will be held in the Section Office.

Duties of Directors

- 4.25 Standard of Care** – Every Director will:
- a. Act honestly and in good faith with a view to the best interests of the Corporation; and
 - b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

- 4.26 Powers of the Corporation** – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.
- 4.27 Empowered** – The Board is empowered, including but not limited to:
- a. Make policies and procedures or manage the affairs of the Corporation 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 Corporation 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 Corporation;
 - e. Follow registration procedures, membership fees, and other registration requirements as determined by Skate Canada;

- f. Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g. Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h. Invest funds for the purpose of furthering the objects and purposes of the Corporation;
- i. Manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation;
- j. Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- k. Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be comprised of the Chairperson, the Immediate Past Chair, Vice Chair, Finance Chair, one (1) Director-at-Large that has been assigned as Governance Chair and the Executive Director (non-voting), its powers shall consist of those delegated to it by the Board of Directors.

5.2 Duties – The duties of Officers are as follows:

- a. The **Chair** will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b. The **Vice Chair** will, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson, and will perform such other duties as may from time to time be established by the Board.
- c. One **appointed individual** will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- d. The **Finance Chair** will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, 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 Corporation, or to another Director.
- 5.4 Removal** – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer 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 Officer is removed by the Members, his or her position as a Director (if applicable) will automatically and simultaneously be terminated.
- 5.5 Vacancy** – Where the position of an elected Officer becomes vacant for whatever reason, the Board may appoint another Director to fill the vacancy until the end of the term.
- 5.6 Other Officers** – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI COMMITTEES

- 6.1 Appointment of Standing and Ad-Hoc Committees** – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.
- 6.2 Composition** – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.
- 6.3 Chair Ex-officio** – With the exception of the Executive Committee and Board of Directors, on which the Chairperson is a voting member, the Chairperson will be an ex-officio non-voting member of all Committees of the Organization.
- 6.4 Debts** – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII FINANCE AND MANAGEMENT

- 7.1 Fiscal Year** – Unless otherwise determined by the Board, the fiscal year of the Corporation will be April 1st to March 31st.

- 7.2 Bank** – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 7.3 Financial transactions** - All financial transactions shall be by cheque or other authorized payment process with the exception of a petty cash fund, the sum to be determined by the Executive Committee. All cheques shall have two (2) signatures, and shall be signed by at least one member of the Executive Committee.
- 7.4 Auditors** – At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.
- 7.5 Annual Financial Statements** – The Directors will approve financial statements (evidenced by signature of two or more Directors, one of which must be the Section Chairperson, of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
- The financial statements;
 - The auditor's report (if available at the time request is made); and
 - Any further information respecting the financial position of the Corporation.
- 7.6 Books and Records** – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- The Corporation's articles and By-laws;
 - The minutes of meetings of the Members and of any committee of Members;
 - The resolutions of the Members and of any committee of Members;
 - The minutes of meetings of the Directors or any committee of Directors;
 - The resolutions of the Directors and of any committee of Directors;
 - A register of Directors;
 - A register of Officers;
 - Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.
- 7.7 Signing Authority** – From time to time the Board of Directors may authorize a Board Member, or Employee of Skate Canada Manitoba to sign for and on behalf of Skate Manitoba Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy,

voting certificates, returns, documents, reports, or any other instruments in writing. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

- 7.8 High Value Contracts** – All financial instruments and contracts with a value larger than \$5,000 must be signed by two (2) Officers or other individuals as designated by the Board that hold the signing authority of the Corporation.
- 7.9 Property** – The Corporation 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 Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.
- 7.11 Borrowing Restriction** – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

- 7.12 No Remuneration** – All Directors, Officers (with the exception of paid employees of the Corporation who have been appointed as Officers), and members of Committees (except as permitted by these By-laws) will serve their term of office without remuneration (unless approved by a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.
- 7.13 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 a proposed contract or transaction with the Corporation 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 approve Conflict of Interest Policy.

Commented [RB1]: Housekeeping this changed from 7.12 to 7.13

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting

- a. By a simple majority of the voting Board of Directors present at a meeting duly called to amend, revise or repeal these By-Laws.
- b. By Ordinary Resolution of the Board. Any By-Law amendments will be submitted to the Members at the next meeting of Members and the voting members may confirm, reject or amend the By-Laws by Ordinary Resolution.

- c. All amendments must be approved the Board of Directors of the Corporation before presentation at the Section Annual General Meeting. Proposed amendments shall be distributed with the notice of the Meeting of the Members.
- d. Proposed amendments will not be accepted from the floor of the meeting

8.2 Effective Date – By-Law amendments are effective immediately at the close of the meeting unless otherwise indicated in the amendment motion itself.

ARTICLE IX NOTICE

- 9.1 Written Notice** – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, email, or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 9.2 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 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 post-marked.
- 9.3 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 will not invalidate any action taken at the Meeting.

ARTICLE X DISSOLUTION

- 10.1 Dissolution** – The Corporation may be dissolved in accordance with the Act.

ARTICLE XI INDEMNIFICATION

- 11.1 Will Indemnify** – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation'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 Corporation's request in a similar capacity.
- 11.2 Will Not Indemnify** – The Corporation will not indemnify a Director or any individual who acts at the Corporation'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 Corporation will not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Corporation; 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.

11.3 Insurance – The Corporation will, at all times, maintain in force reasonable insurance including Directors and Officers liability insurance.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 Fundamental Changes – Under the Act, a Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Corporation.

Fundamental Changes are defined as follows:

- a. Change the Corporation's name;
- b. Add, change or remove any restriction on the activities that the Corporation may carry on;
- c. Create a new classes of membership or amend, vary or delete current classes of membership; and
- d. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by Ordinary Resolution of the Members of the Corporation at a meeting of Members duly called and held on May 8, 2023.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws

Skate Manitoba Board of Directors Approval Date:	April 3, 2023
Membership Approval Date at AGM:	May 8, 2023