



## PROPOSED AMENDMENTS TO THE BYLAWS OF SKATE CANADA

This document outlines all submitted proposals, amendments and repeals to the bylaws of Skate Canada for consideration at the 2020 Annual General Meeting in accordance with Article 12 of the bylaws.

As per Article 12, the following groups had until 90 days prior to the Annual General Meeting (March 1, 2020) to file with the Chief Executive Officer notice of any proposals, amendments and repeals to the bylaws of Skate Canada:

- Skate Canada Board of Directors
- Skate Canada Sections
- Skate Canada clubs or skating schools in good standing
- Certified professional coaches in good standing

Amendments have been presented as follows:

- Effective date of all proposed amendments is July 1, 2020
- Rationale for all proposed amendments has been provided
- Wording added to a bylaw is underlined
- Wording deleted from a bylaw is denoted by a ~~strikethrough~~

Additionally, and as per Article 12, the same groups as identified above have until 45 days prior to the Annual General Meeting (April 15, 2020) to respond, via written submission to the Chief Executive Officer of Skate Canada, to any such proposals, amendments, or repeals. Given the extraordinary circumstances resulting from the COVID-19 Pandemic, the circulation of these proposed amendments has been delayed. Accordingly, the final date for written submissions has been extended to May 1, 2020.

The contents of this document, along with any responses received on or prior to May 1, 2020 will be circulated to the Membership on May 9, 2020.

April 17, 2020

Debra Armstrong  
Chief Executive Officer

**Recommended bylaw amendment 1 of 8**

**Proposed by:** BOARD OF DIRECTORS

**Effective date:** July 1, 2020

**Recommended change:** Definition of Section is updated.

**MOTION:** THAT the definition of Section in the Skate Canada bylaws is amended as presented below.

**Rationale:** The definition of Section is deleted and replaced as noted below to more properly reflect the legal status of the Skate Canada Sections.

**Section**

An organization incorporated or organized in a particular province or territory (and in some cases, a combination thereof) strategically aligned with Skate Canada, that may receive funds from provincial or territorial Governmental Authorities and be subject to applicable sport recognition programs and transfer payment arrangements. Each Section is held to the governance and operating requirements of their respective province and / or territory(ies) and is responsible for skating in their respective jurisdictions.

**Recommended bylaw amendment 2 of 8**

**Proposed by:** BOARD OF DIRECTORS

**Effective date:** July 1, 2020

**Recommended change:** Definition of the class of membership for Coaches is amended.

**MOTION:** THAT class of membership formerly known as “Registered Professional Coach in Good Standing Class” in the Skate Canada bylaws is deleted and replaced with the “Skate Canada Coach Class” as presented below.

**Rationale:** This definition change provides a broader more inclusive definition of this Membership class.

**Skate Canada Coach**

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 shall have registered, provided full payment and have met all professional coach registration requirements as set annually by Skate Canada.

### **Recommended bylaw amendment 3 of 8**

**Proposed by:** BOARD OF DIRECTORS

**Effective date:** July 1, 2020

**Recommended change:** Articles 3.9 and 3.10 regarding Discipline of Members are revised.

**MOTION:** THAT Articles 3.9 and 3.10 of the Skate Canada bylaws is amended as presented below.

**Rationale:** Articles 3.9 and 3.10 regarding Discipline of Members are revised to ensure clarity and outline procedural matters.

#### **Discipline**

- 3.9 A ~~Member's~~ person's Membership may be suspended or terminated in accordance with Skate Canada's policies and procedures relating to the discipline of Members. In the general course, the Board of Directors shall provide twenty (20) days' notice of suspension or termination to the Member and shall provide reasons for the proposed suspension or termination. The Member may make written submissions to the Board within such twenty (20) day period. In the event that no written submissions are received, the Board may proceed to notify the Member that the Member's Membership is suspended or terminated. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.
- 3.10 A Registrant or Skate Canada Coach may be suspended or expelled from Skate Canada in accordance with Skate Canada's policies and procedures relating to the discipline of Registrants and Skate Canada Coaches.

## **Recommended bylaw amendment 4 of 8**

**Proposed by:** BOARD OF DIRECTORS

**Effective date:** July 1, 2020

**Recommended change:** The entirety of Article 4 regarding Members' Meetings is revised.

**MOTION:** THAT Article 4 of the Skate Canada bylaws is amended as presented below.

**Rationale:** Article 4 regarding Members' Meetings is revised to provide clarity, ensure meetings can be held in person or otherwise and to comply with legislative requirements.

### **Article 4: Members' Meetings**

- 4.1 Any Members' Meeting may be called by the Board or the President/~~Chair~~. Members' Meetings are chaired by the President.
- 4.2 Written notice of the time and place of any Members' Meeting shall be provided to the Members by any of the following means:
  - 4.2.1 by mail to each Member entitled to vote at such meeting during a period of twenty-one (21) to sixty (60) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date of such meeting for which the notice is given) before the day on which such meeting is to be held; or
  - 4.2.2 by telephonic, electronic or other communication ~~facility~~ modality to each Member during a period of twenty-one (21) to thirty-five (35) days before the day on which such meeting is to be held.
- 4.3 The notice in section 4.2 hereof shall contain a summary of ~~the~~ any special business to come before the meeting.
- 4.4 The Board shall call a Special Meeting in accordance with ~~§~~section 167 of the Act upon written requisition of Members of any class carrying not less than five percent (5%) of the total Members' votes ~~in which may be cast at that class~~ Special Meeting. Such requisition shall express the object of the meeting and shall be mailed to the Chief Executive Officer of Skate Canada as well as the President/~~Chair~~. If neither the Board nor the President/~~Chair~~ calls a Special Meeting within twenty-one (21) days of receiving such requisition, any Member who signed the requisition may call the Special Meeting to address the object of the meeting so requisitioned. The only items to be discussed at a Special Meeting shall be those specified in the requisition.
- 4.5 ~~Subject to the regulations under~~ In accordance with and subject to section 163 of the Act, any class of Members may make a proposal to the Annual Meeting if such proposal is signed by not less than five per cent (5%) of the Members in that class who are entitled to vote at the meeting at which the proposal is to be presented a Member may

submit to Skate Canada notice of any matter that the Member proposes to raise at an Annual Meeting. Any such proposal shall be submitted to Skate Canada and sent to the Members in accordance with the notice requirements and timelines set forth in the Bylaws Act.

### **Annual Meeting**

- 4.6 The Annual Meeting shall be held in Canada at such time and place as determined by the Board and announced at the preceding Annual Meeting.
- 4.7 The order of business at an Annual Meeting shall be as determined by the Board or as required by the Act or other relevant legislation.

### **Members' Meetings by Teleconference and Other Electronic Means Modality**

- 4.8 Any person entitled to attend a Members' Meeting may meet by teleconference and/or other electronic ~~means~~ modality that permits such person to communicate adequately with other persons so entitled, provided that:
  - 4.8.1 The Board addresses the mechanics and security issues related to holding such a meeting including the requirements for establishing quorum, and recording procedures; and
  - 4.8.2 Each Member or other person entitled to be present has equal access to the specific electronic ~~means~~ modality to be used; and
  - 4.8.3 Skate Canada provides a system that enables votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Members without it being possible to identify how each Member voted.

### **Participation by Teleconference and Other Electronic Means Modality**

- 4.9 A Member or Delegate participating in a Members' Meeting whether by telephone or other electronic ~~means~~ modality shall be deemed for the purposes of the Act to have been present at that meeting.

### **Persons Entitled to Attend**

- 4.10 Subject to section 4.10 ~~Persons 1~~, persons entitled to be present at a Members' Meeting are ~~Persons Entitled To Vote~~ individual Members, Delegates (in the case of Members which are not individuals), the Board, Officers, the Section Chairs, the Auditor Public Accountant, the Chief Executive Officer of Skate Canada, employees of Skate Canada, Honorary Associates, and such other persons who are entitled or required under any provision of the Act to be present at the meeting.
- 4.11 Members' Meetings shall be open to invited guests and to any Registrant having ~~obtained~~ reached sixteen years of age provided that such individual shall not be entitled

to speak at such meeting and provided further that the Board may, by Ordinary Resolution, close any Members' Meeting ~~by Ordinary Resolution~~ to those who are not otherwise legally entitled to vote attend.

- 4.12 The Members may, by Ordinary Resolution, ~~may~~ grant invited guests the right to speak at a Members' Meeting.

#### **Club/Skating School Delegates to Members' Meetings**

- 4.13 Each Member of the <300 Clubs/Skating Schools Class and 300+ Clubs/Skating Schools Class is entitled to send one Delegate to a Members' Meeting who shall have the right to cast such Member's votes on all matters submitted to a vote at the Members' Meeting.
- 4.14 The appointment of each Delegate shall be made in such manner as prescribed by the Board and shall apply for the Membership Year in which such appointment is made unless the Member appoints a replacement Delegate for that Membership Year.

#### **Quorum**

- 4.15 One hundred and twenty-five (125) ~~Persons Entitled to Vote~~ Skate Canada Coaches or Delegates, present in person or present through the telephonic, electronic or other communication ~~facility~~ modality provided by Skate Canada ~~and representing as, able to exercise at~~ least two thousand (2,000) votes, shall constitute a quorum.

#### **Absentee Voting**

- 4.16 There will be no voting by proxy. ~~A Member~~
- 4.17 ~~There will be no voting by proxy. A Skate Canada Coach or Delegate entitled to vote at a Members' Meeting may vote by means of a telephonic, electronic or other communication facility if Skate Canada has a system that: enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Members without it being possible to identify how each Member or Delegate voted. modality.~~

#### **Determining a Majority Vote**

- 4.18 ~~Abstaining voters~~ Abstentions are not counted in determining a majority.
- 4.19 ~~A~~ In the event of a tie vote, the applicable motion is defeated.
- 4.20 Except as otherwise provided in the Act or the ~~is~~ Bylaws, a simple majority of the votes cast by the Delegates and ~~Members~~ Skate Canada Coaches present shall determine the motions in Members' Meetings.
- 4.21 Unless a secret ballot is held, a declaration by the chair of the Members' Meeting that a resolution has been carried or not and an entry to that effect in the minutes of Skate

Canada shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

### **Adjournment**

- 4.22 Any Members' Meeting may be adjourned to any time and place as determined by Ordinary Resolution of the Members at the meeting and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.



**Recommended bylaw amendment 5 of 8**

**Proposed by:** BOARD OF DIRECTORS

**Effective date:** July 1, 2020

**Recommended change:** Articles 5.2.7 and 5.2.8 regarding Eligibility are added.

**MOTION:** THAT Article 5 of the Skate Canada bylaws is amended as presented below.

**Rationale:** Articles 5.2.7 and 5.2.8 are added to provide that a Section Chair is prohibited from holding a position of Director on the Skate Canada Board and that a Director on the Skate Canada Board is prohibited from holding the position of a Section Chair. The purpose of this amendment is to remove any real or perceived conflict of interest.

5.2.7 No person holding the position of Chair of any Section shall also be a Director or President of Skate Canada. Such person must resign from their position once elected or appointed.

5.2.8 No sitting Director or President of Skate Canada may be elected or appointed to the position of Chair of any Section unless he or she first resigns as Director or President of Skate Canada.

## Recommended bylaw amendment 6 of 8

**Proposed by:** BOARD OF DIRECTORS

**Effective date:** July 1, 2020

**Recommended change:** The entirety of Article 9 regarding Conflict of Interest is revised.

**MOTION:** THAT Article 9 of the Skate Canada bylaws is amended as presented below.

**Rationale:** Article 9 regarding Conflicts of Interest is revised to augment the ability of the Board of Directors to manage real or potential Conflicts of Interest.

### **Article 9: Conflict of Interest**

~~In accordance with section 141 of the Act, a Director, Officer, Member, or member of a committee (as considered in Article 7 hereof) or its sub-committee, who has an interest or who may be perceived as having an interest in a proposed contract or transaction with Skate Canada will comply with the Act and Skate Canada's policies and 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.~~

9.1 Directors and Officers of Skate Canada shall comply in all respects with applicable rules of law and equity concerning conflicts of interest including, without limitation, section 141 of the Act.

9.2 The Board shall promulgate and enforce corporate policies regarding conflicts of interest, and every Officer, Director, Member, Skate Canada Coach, Registrant, Delegate, Section chair, and employee of Skate Canada shall comply with such corporate policies to the extent applicable to them.

9.3 Every Director, Officer, Member, Skate Canada Coach, Registrant, Delegate, Section chair, and employee of Skate Canada shall report to the Board any conflict of interest, whether confirmed or suspected, actual or inchoate, affecting any Director or Officer (a "Real or Potential Conflict").

9.3.1 Upon becoming aware of a Real or Potential Conflict, the Board shall investigate the matter and shall, in writing, determine whether the matter involves a conflict of interest or not.

9.3.2 If a conflict of interest is found to exist, the Board, not including any Director implicated in the conflict of interest, shall, in writing, report upon the legal consequences of the matter and issue recommendations to manage the conflict. The Board's written report and recommendations shall be provided to all interested parties, who shall be granted a full and fair opportunity to be heard.

- 9.3.3 The Board shall reasonably consider any submissions received from the interested persons and shall revise its report and recommendations as it may find necessary.
- 9.3.4 If any Director or Officer thereafter fails to comply promptly with the Board's recommendations, as revised, such Director or Officer shall be deemed not to have complied with section 141 of the Act.
- 9.3.5 If a Director or Officer has been found by the Board to be in a conflict of interest and the Director or Officer has failed to comply with the Board's recommendations, all as set out above, then the Board (not including any Director or Officer implicated in the conflict of interest) shall have the power to exclude the Director or Officer from meetings, deliberations, and other discussions of the Board to the extent required to attenuate the conflict of interest and to ensure compliance with the Board's said recommendations.
- 9.3.6 The Board may delegate its duties under this section 9.3 to a committee of the Board and may retain legal counsel.

## Recommended bylaw amendment 7 of 8

**Proposed by:** BOARD OF DIRECTORS

**Effective date:** July 1, 2020

**Recommended change:** The entirety of Article 16 regarding Indemnification is revised.

**MOTION:** THAT Article 16 of the Skate Canada bylaws is amended as presented below.

**Rationale:** Article 16 regarding Indemnification of Directors is revised to enhance indemnification to Directors.

### **Article 16: Indemnification**

~~16.1 Skate Canada will indemnify and hold harmless out of the funds of Skate Canada each Director and Officer, his or her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.~~

~~16.2 Skate Canada will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.~~

- 16.1 Every Director and Officer of Skate Canada, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of Skate Canada and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of Skate Canada shall comply with the Act, the regulations, Articles, and this Bylaw.
- 16.2 Provided that the standard of care required of the Director or Officer under the Act and this Bylaw has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to Skate Canada through the insufficiency or deficiency of title to any property acquired for or on behalf of Skate Canada, or for the insufficiency or deficiency of any security in or upon which any of the money of Skate Canada shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of Skate Canada shall be deposited, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director's or Officer's own negligence or willful misconduct or otherwise result from the Director's or Officer's failure to act in accordance with the Act or the regulations.
- 16.3 Subject to the Act, Skate Canada shall indemnify a Director or Officer of Skate Canada or a former Director or Officer of Skate Canada and their heirs, executors and administrators against all costs, charges and expenses reasonably incurred, which shall

include legal fees by the individual in respect of any civil, criminal, administrative, investigative or other proceeding to which the individual is made a party or involved in by reason of being or having been a Director or Officer of Skate Canada (excluding any proceeding by or on behalf of Skate Canada to obtain a judgment in favour of Skate Canada and excluding any proceeding initiated by such individual other than to establish a right of indemnification under this Bylaw), if:

16.3.1 the individual acted honestly and in good faith with a view to the best interests of Skate Canada; and

16.3.2 in the case of a criminal or administrative action or investigative or other proceedings that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

16.4 With respect to the defence by a Director or Officer or a former Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which Skate Canada is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board shall authorize Skate Canada to advance to the Director or Officer or former Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer or former Director or Officer to Skate Canada disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. Such authorized legal fees shall be reimbursed as they are incurred.

16.5 The individual shall repay any monies received from Skate Canada in respect of any proceeding forthwith if:

16.5.1 a court or other competent authority has determined that such indemnity is prohibited under the Act or any other applicable law; or

16.5.2 if he or she has not been substantially successful on the merits in the defence of any such proceeding, unless the individual fulfils the conditions set out in sections 16.3.1 and 16.3.2 and was not judged by a court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.

**Recommended bylaw amendment 8 of 8**

**Proposed by:** BOARD OF DIRECTORS

**Effective date:** July 1, 2020

**Rationale: Rectification of Administrative Matters**

Includes all administrative revisions not noted in the preceding 7 recommended amendments and shall be considered in one amending motion. Rectification of administrative matters includes correcting typographical errors, minor changes to improve drafting, the removal of duplicative or unnecessary language, changes required to comply with legislation, numbering of articles, etc.

**[SEE ATTACHED LINED DOCUMENT: ITEMS WITHOUT HIGHLIGHTING SHOULD BE CONSIDERED IN THIS MOTION. HIGHLIGHTED ITEMS ARE THE SUBJECT OF PREVIOUS PROPOSED AMENDMENTS 1-7]**