



Constitution Articles and Bylaws

Spruce City Skating Club

Certificate of Incorporation No: S-26142

Date of Incorporation: May 3, 1990

Constitution Revision Date: April 19, 2009

CONSTITUTION OF THE SPRUCE CITY SKATING CLUB

ARTICLE 1: NAME

The name of the Society shall be the Spruce City Skating Club hereinafter referred to as 'the Club'.

ARTICLE 2: PURPOSE

The purpose of the Club shall be to encourage the instruction, practice, enjoyment and advancement of its members in all aspects of skating in accordance with the rules, policies and procedures of Skate Canada, the BC/YT Section and the Spruce City Skating Club.

ARTICLE 3: SKATE CANADA

- a) The Club shall be a member of Skate Canada.
- b) The Club shall pay such fees and such other charges as shall be required by Skate Canada.
- c) The Club, with regard to any aspect of its operation, is to be managed and operated by eligible persons who are duly registered as Associate Members of Skate Canada.
- d) The Club shall protect the eligibility status of its members. The Club shall not take or omit any action that would knowingly jeopardize the eligible status of its members.
This provision is unalterable

ARTICLE 4: LOCATION

- a) The Club is located in the Cariboo North Central Region of Skate Canada, B.C./Y.T. Section.
This provision is unalterable

ARTICLE 5: DISSOLUTION

Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to:

The Cariboo North Central Region (CNCR) of the BC Section of the Canadian Figure Skating Association. The funds to be used to promote seminars and/or clinics to benefit all regional skaters.
This provision is unalterable.

ARTICLE 6: DISSOLUTION (ADDENDUM)

In the event that the Canadian Figure Skating Association ceases to exist, that upon windup or dissolution, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to:

The Cariboo North Central Region (CNCR) of the BC/YT Section of Skate Canada. The funds to be used to promote seminars and/or clinics to benefit all regional skaters.
(alterable)

BYLAWS OF THE SPRUCE CITY SKATING CLUB

BYLAWS, RULES AND REGULATIONS

Bylaw 1: Bylaws, Rules and Regulations

- a) The bylaws shall describe the organization and functions of the Club, and the means by which members of the Club may elect Directors and control the property and activities of the Club.
- b) All members shall uphold, observe and conform to the rules of Skate Canada, the bylaws of the Club and such regulations, policies and procedures as set forth from time to time by the Directors providing that they do not conflict with the BC Society Act.

MEMBERSHIP

Bylaw 2: Club Membership

Membership in the Club shall be open to all, without discrimination or disability.

Bylaw 3: Membership Fees

Members of the Club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as set forth in the Skate Canada Rulebook.

Bylaw 4: Member in Good Standing

To be considered in good standing, all members of the Club must pay, within the time limits shown in bylaw 4, such Club fees as are stipulated by the Directors.

Bylaw 5: Member in Arrears

Members in arrears will not be permitted to take part in any Club activities. Members failing to pay arrears within 30 days of the date set for payment shall be considered as having terminated their membership.

Bylaw 6: Setting of Club Fees, Rules and Skating Hours

Fees, age limits, skating rules and skating hours of the Club shall be as the Directors decide from time to time. Club membership shall commence on the first day of the Skate Canada membership year, September 1, or the date that fees are paid, whichever is later, and terminate on the last day of the Skate Canada membership year, August 31.

Bylaw 7: Ceasing to be a Member

A person shall cease to be a member of the Club:

- a) by delivering their resignation in writing to the secretary of the Club or by mailing or delivering it to the address of the Club;
- b) on their death or in the case of a corporation, on dissolution;
- c) on being expelled, or,
- d) on having been a member not in good standing as stipulated in bylaw 4.

Bylaw 8: Expelling a Member

- a) A member may be expelled by special resolution of the members passed at a general meeting duly called for that purpose.
- b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- d) A majority vote of not less than 75% of eligible members attending the general meeting is required in order for said special resolution to be passed.

Bylaw 9: Member Privileges

All members, unless specifically stated in bylaw 9, have all the privileges of the Club including voting at general meetings, providing that any person can hold only one class of membership.

Bylaw 10: Classes of Membership

The classes of membership, eligibility and privileges shall be as follows:

- **Individual Membership:** Non-skating members who have paid fees as set by the Club and are Associate Members of Skate Canada. Individual members of legal age of 18 shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club.
- **Active Membership:** All eligible skaters who participate in a Club Skating Program and who have paid the fees as set by the Club and are Associate Members of Skate Canada. All Active Members of the legal age of 18 shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club. Underage Active Members have no vote but may be represented by Special Members.
- **Special Membership:** Parent or guardian of legally underage Active Members who have paid the fees as set by the Club and are Associate Members of Skate Canada.
- **Partial Membership:** Any eligible skater who is an Associate Member or Restricted Member of Skate Canada through another Home Club and have paid a reduced fee as set by the Club. Partial members may not vote and may not hold office.
- **Honourary Membership:** The Annual Meeting of members may elect any person an Honourary Member of the Club. An Honourary Member shall be exempt from Club dues (but not Skate Canada dues) and shall not have interests in the assets of the Club. Honourary members shall be entitled to one vote.
- **Restricted Membership:** A restricted member is an individual who is a paid employee of the Club, a non-active coach, a performing professional skater or a professional dance partner. A restricted member is not permitted to hold elected office, may not vote at meetings, is not permitted to compete in competitions, and is not permitted to officiate at tests or competitions.

LIABILITY

Bylaw 11: Liability

Subject to the Society Act, the Club shall not be responsible for any damages, injury, or loss of property to any member, guest or visitor to the Club regardless of the reason or nature of such damage, loss or injury, and further, every member, guest or visitor shall use the Club facilities at his or her own risk. The Club shall participate in the Skate Canada Club Liability and Member Accident Insurance Program.

CLUB MANAGEMENT

Bylaw 12: Directors, Committees and Club Delegate to Skate Canada

The Directors, members and Chairs of committees and the Club Delegate to Skate Canada must be members in good standing of the Club and be registered as Associate Members of Skate Canada, be of legal age, and be eligible persons, with the exception of the Coaching Representative, as defined by Skate Canada Rules.

Bylaw 13: General Management of the Club

- (a) The general management of the Club shall be vested in Directors consisting of immediate Past President, President, Vice-President, Secretary, Treasurer, and a minimum of six (6) additional Directors. All of the above, with the exception of the Past President shall be elected to a two (2) year term at the Annual General Meeting.
- (b) The President and Vice-President, and a minimum of three (3) Directors shall be elected in even numbered years and the Secretary, Treasurer and the remaining Directors shall be elected in odd numbered years.
- (c) Any member in good standing is eligible for nomination to office with the exception of the office of President and Vice President. Nominations accepted for the office of President and/or Vice President shall be limited to nominees who have served as Director for a minimum of two (2) of the previous three (3) years. In the absence of such candidates, nominations for the office of President or Vice President must be approved by a majority vote of the remaining Directors.
- (d) Newly appointed Directors must be elected at the next regularly scheduled Annual General Meeting.
- (e) Specific Directors' positions shall be appointed by the President and approved by majority vote of the Directors at the first scheduled meeting of the Directors following the Annual General Meeting.
- (f) The Coaching Representative does not have a vote. The Coaching Representative shall be elected as per Skate Canada by-laws.
- (g) The Past President shall hold office until a new President has been duly elected.

Bylaw 14: Residence

At least one of the Directors must ordinarily reside in British Columbia.

Bylaw 15: Holding Directors Office

The Directors shall hold office until the close of the meeting at which their successors have been duly elected. Any Director may be removed by the members by a 75% majority vote at a Special General Meeting duly called for that purpose in accordance with bylaw 7.

Bylaw 16: Director Meetings

Directors meetings held to conduct the business of the Club shall be bi-weekly or as otherwise determined from time to time by the Directors. Minutes from the meetings of Directors shall be kept on file and available for the membership for review. Members wishing to address the Directors may request to do so in writing and will be scheduled to appear at the next regularly scheduled meeting of the Directors.

Bylaw 17: Voting at Director Meetings

Quorum of the Directors shall consist of 50% plus 1 of an even number of the Directors, including the Chair. In the event of an odd number of Directors, quorum will consist of 50% plus one (1) to the next integer including the Chair. Questions arising at any meeting of the Directors shall be decided by a majority vote. The meeting Chair may only vote when the vote would change the result, therefore the Chair may vote to break a tie, and thus pass the motion, or to create a tie, and thus defeat the motion.

Bylaw 18: Director Vacancies

Casual vacancies occurring between any annual general meetings of the Club may be filled, until the next annual general meeting by a majority vote of the Directors or in the case of the Coaching Representative, by the coaching staff.

Bylaw 19: Directors Absenteeism

If a Director is absent for more than 3 consecutive scheduled Director meetings, without good cause and/or without prior notification to the President or Secretary, then that office may be declared vacant by a majority vote of the Directors.

Bylaw 20: Removal of a Director

A Director may be removed from office by special resolution in accordance with bylaw 7 and another Director may be elected, or appointed by ordinary resolution, to serve the balance of the term.

Bylaw 21: Director Compensation

No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily incurred while engaged in the affairs of the Club.

Bylaw 22: Role of President

- (a) The President shall preside at all meetings of the Directors and at general meetings of the membership. In their absence, the Vice-president will fill this duty.
- (b) The President is the Chief Executive Officer of the Club and must supervise the other Directors in the execution of their duties.
- (c) The President is an ex-officio member of all Committees with the exception of the Nominating Committee.
- (d) Nominations accepted for the office of President shall be limited to nominees who have served as Director for a minimum of two (2) years in accordance with bylaw 12.

Bylaw 23: Role of Past President and Vice President

The Past President and Vice-President shall carry out the duties assigned to them by the President. Nominations accepted for the office of Vice President shall be limited to nominees who have served as Director for a minimum of two (2) years in accordance with bylaw 12.

Bylaw 24: Role of Treasurer

The Treasurer shall be responsible for the safe control of all Club funds, preparing and submitting financial statements to the Directors on a timely basis, submitting the annual budget and keeping such records as are required for financial review. The Treasurer is also responsible for arranging for an annual financial statement. Any two of the President, Vice President, Treasurer and one other Director shall sign on all cheques and legal documents of the Club.

Bylaw 25: Role of Secretary

The Secretary shall manage all Club correspondence subject to the approval of the President or delegate, shall issue all notices for Directors and general meetings, shall take minutes at all meetings, and shall be responsible for submitting to Skate Canada, the BC/YT Section and the Registrar of Companies, such reports as are required. The Secretary shall also have custody of all records and documents of the Club except those that are required to be kept by the Treasurer.

Bylaw 26: Committees – President as ex-officio member

The President shall act as an ex-officio member of all committees with the exception of the nominating committee.

Bylaw 27: Committees - Appointment

The President shall appoint standing committee Chairs whom shall look after duties assigned to them. All Committee Chairs must submit the names of their committee members to the President for approval.

Bylaw 28: Rules of Order

Rules of order for all meetings, General and Directors shall be as outlined in Roberts Rules of Order in all cases in which they are applicable and consistent with the bylaws.

SKATE CANADA DELEGATE

Bylaw 29: Skate Canada Delegate

The Delegate to Skate Canada and/or the Section shall be appointed annually by the Directors. The Delegate need not be a member of the Board. The Section and/or Skate Canada National Office shall be advised of the appointed delegate's name. The Delegate shall report on activities at these meetings and shall be entitled to receive compensation for pre-approved expenses related to attendance.

ANNUAL GENERAL MEETING

Bylaw 30: Timing, Quorum, Special Meeting Request

An Annual General Meeting shall be held within 30 days of the close of the March 31st fiscal year at such time and place as the Executive may determine and upon 14 days notice, mailed, postage prepaid, to each eligible voting member of the Club addressed to his or her last known address. Other special meetings may be held from time to time upon the request of the Directors or upon written request of ten (10) per cent of the voting members, upon at least twenty-one (21) days notice specifying the special business to be dealt with at the meeting. A quorum for an Annual General Meeting or Special Meeting shall be ten (10) per cent of the eligible-voting members but never less than five (5).

Bylaw 31: Written Notice

Written notice of all Annual General Meetings and Special Meetings shall be provided 14 days in advance to each eligible voting member. The notice shall include the time and place of the meeting, the agenda, full details of any proposed amendments to these bylaws, and a complete list of the candidates nominated for elections.

Bylaw 32: Voting on Club Elections

Voting on Club elections shall be by secret ballot and a simple majority shall elect a candidate. Voting on other matters may be by a show of hands.

Bylaw 33: Eligibility to Vote

Voting for Club elections or on any matters pertaining to skating shall be restricted to eligible Club members who are registered as Associate Members of Skate Canada and are of legal age and to Special Members of the Club voting on behalf of their underage children who are members of the Club. Special Members shall be restricted to one vote per family registered through the Club regardless of the number of children.

Bylaw 34: Order of Business

The order of business at an Annual General Meeting of the Club shall be as follows:

- Reading of the Notice of Meeting
- Report as to Quorum
- Approval of Agenda
- Approval of the minutes of the preceding General/Special meeting
- Confirmation of the actions taken by the Directors
- Secretary's Report
- Treasurer's Report and approval of annual financial statements and budget for upcoming season
- Other Reports
- Amendments to the Constitution and Bylaws
- Appointment/Waiving of Auditors
- Adjournment for Election of Directors

AMENDMENTS

Bylaw 35: Right to Submit, Process for Submitting

Any member of the Club, in good standing, may propose an amendment to the Constitution or bylaws of the Club. This proposal must be submitted in writing to the Directors. The proposed amendment will be presented at the Annual General Meeting or Special Meeting falling 21 days or more after date of submission. No amendment to the Constitution or bylaws of the Club shall be accepted from the floor at any meeting.

Bylaw 36: Amendments

All amendments become effective upon acceptance by the Registrar of Companies following the Annual General Meeting and are to be submitted to the office of Skate Canada, BC/YT Section and to the National office of Skate Canada upon confirmation of the Registrar.

Bylaw 37: Voting of Amendments

Any amendment, to be accepted or ratified, must pass by a vote of 75% of those eligible to vote and present at an Annual General Meeting of the Club.

Bylaw 38: Effective Force of Amendments to Bylaws

All amendments to the bylaws upon receiving approval of any general or special meeting of members and upon approval of the Registrar of Province of British Columbia shall come into force immediately or on a date specified for same. All such amendments shall be submitted to Skate Canada, BC/YT Section and to the National Office of Skate Canada.

FUNDS

Bylaw 39: Revenue

The Treasurer shall deposit all funds of the Club in such banks or other institutions as may be designated by the Directors. The Treasurer shall present a monthly financial report to the Directors.

Bylaw 40: Expenses

All disbursements of Club funds shall be by cheque or other auditable document. Notwithstanding anything here and before contained, the Treasurer shall not incur expenditures in excess of an amount set annually by the Directors.

Bylaw 41: Financial Review

A person designated by the Directors shall make a review of the financial transactions of the Club each year and the financial statements shall be made available to the membership of the Club.

Bylaw 42: Dissolution

In the event of dissolution of the Club, the net assets of the Club shall be distributed in accordance with Article 5 of the Constitution Articles and Bylaws.

Bylaw 43: Exercise of Borrowing Powers

Any approval to borrow money on behalf of the Club must be made by the Voting Members at an Annual General Meeting or Special General Meeting of the Club, subject to the provisions of the BC Society Act.

COMMITTEES

That there shall be the following standing Committees as to be appointed by the President and such other committees as the Directors shall appoint from time to time. Terms of reference for such committees shall be approved by the Directors.

Bylaw 44: Finance Committee/Chair

This committee shall be responsible for preparing the Club's annual budget and supervising the finances of the Club including the presentation of an independently reviewed annual statement of revenues and expenditures to its members.

Bylaw 45: Nominating Committee

This committee is responsible for selecting a full slate of candidates for election and shall present such a slate to the Directors no later than 21 days before the Annual General Meeting in the year which an election is to be held. The nominating committee shall consist of three (3) members in good standing, two (2) Directors and one (1) other member. Other nominations may be made by any member in good standing by a written submission to the nominating committee at least 3 days before the Annual General Meeting. Each nominee must indicate acceptance in writing prior to the commencement of elections. Nominations from the floor at the Annual General Meeting will not be accepted.

Bylaw 46: Membership Committee/Chair

This committee is responsible for promoting and developing membership in the Club and for ensuring submission of Club and member registrations to Skate Canada. It will be the committees' responsibility to produce posters, videos and other promotional material, and to speak to interested groups regarding the various programs offered by the Club.

Bylaw 47: Programs Committee/Chair

In consultation with the Club coaching staff, this committee shall coordinate and oversee implementation and delivery of all Skate Canada programs including but not limited to CanSkate, CanPowerSkate, STARSkate, and Competitive Skate. This committee will ensure that well-organized, high quality, standardized recreational programs are offered that are fun for participants, coaches and volunteers.

Bylaw 48: Ice Committee/Chair

In consultation with the Club coaching staff this committee is responsible for planning the ice requirements and scheduling for all sessions and test days of the Club. This committee shall also be responsible for the supervision of the skating sessions and for the preparation of rules governing behaviour on or around the skating surface.

Bylaw 49: Test Committee/Chair

This committee shall be responsible for arranging and supervising all tests, obtaining judges for Skate Canada tests and competitions, keeping Club records of tests, preparing test records for forwarding to Skate Canada and for the encouragement of potential Skate Canada judges. In addition, this committee shall assist and promote judges schools and clinics and assist the section judges' chairman.

Bylaw 50: Professional Coach Liaison Committee/Chair

This committee is responsible for obtaining applications from prospective instructors and making recommendations to the Club Executive on the hiring of suitable instructors and shall act as a liaison between the Club Executive and the instructors.

Bylaw 51: Competition Committee/Chair

This committee is responsible for organizing Club competitions and shall decide the dates of the competition in consultation with the Executive. The committee is charged with the responsibility of deciding on the type of competitions and events.

Bylaw 52: Publicity Committee/Chair

This committee shall establish and maintain a regular newsletter for the Club members, work closely with the media to keep the public informed and aware of Club activities, develop and maintain a link with the section public relations chairman and provide the section publications with regular news items on the Club and its skaters. The committee will also arrange and facilitate all advertising with respect to the Club.

Bylaw 53: Fundraising Committee/Chair

This committee is responsible for facilitating all fundraising for the Club. Fundraising may include but is not limited to profit based sales such as chocolates, cookie dough, Christmas cards, etc., raffles, fundraising levies, bottle drives, gift certificates, silent auctions, garage sales and dress/skate swaps. The committee will ensure required licenses are obtained and will secure venues for fundraising sales. The committee may also recruit corporate and private sponsors.

Bylaw 54: Canskate Committee/Chair

This committee is responsible for organizing parent volunteers to assist with the set-up, registration, check-in and completion of Canskate sessions.

Bylaw 55: Special Events Committee/Chair

In consultation with the Club coaching staff, this committee will be responsible for organizing and recruiting volunteers to assist with such events as in-house competitions, pop-concerts, special event days, carnivals and dress/skate swaps. The committee will ensure that any special event sanctioning necessary is obtained.

ACCEPTANCE

Bylaw 56 Adoption

The Constitution and Bylaws must be dated and signed by five (5) applicants whose signatures have been witnessed. The names and residential addresses of the applicants and witnesses must be typed or printed beneath their signatures.