**Central Toronto Skating Club Constitution and By-laws**

**Club Name: Central Toronto Skating Club**

**Constitution Revision Date: September 2022**

140 Sherbourne Toronto, ON M5A 1S4

**CONSTITUTION OF THE CENTRAL TORONTO SKATING CLUB**

Club Number 1001213
Date of Incorporation: 22 August 1984

## ARTICLE 1: NAME OF CLUB

The name of the organization shall be the Central Toronto Skating Club (the “Club”).

## ARTICLE 2: SKATE CANADA

#  The Club is a not-for-profit figure skating or skating club that is a member of Skate Canada and is managed by a volunteer board of directors for the general purpose of providing Skate Canada figure skating or skating programs for Skate Canada members.

#  The Club shall pay such fees and such other charges to Skate Canada as shall be required by Skate Canada from time to time.

1. The Club shall abide by all Skate Canada By-laws, rules and regulations.
2. The Club is located in the Ontario Section of Skate Canada.

## ARTICLE 3: PURPOSE OF THE CLUB

1. 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.
2. The Club, with regard to any aspect of its operation, is to be managed and operated by eligible persons who are duly registered as a member of Skate Canada.
3. 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.
4. The Club shall operate only Skate Canada figure skating and skating programs.
5. Only Skate Canada Professional Coaches are permitted to teach figure skating and skating in the Club.

## ARTICLE 4: BY-LAWS OF THE CLUB

1. The By-laws shall describe the organization and functions of the Club, and the means by which members of the Club may elect the Club Board of Directors and control the property and activities of the Club.
2. Where there is a conflict, the By-laws, Rules and Regulations of Skate Canada and those of the Section in which the Club operates shall take precedence over any Club By-laws.
3. Any Club By-law contrary to the By-laws, Rules and Regulations of Skate Canada and those of the Section shall be invalid. It is acknowledged that any provincial statute governing the Club has precedence over any inconsistent Skate Canada by-law relating to the Club.

**BY-LAWS OF THE CENTRAL TORONTO SKATING CLUB**

By-law 1: Club Membership

Membership in the Club shall be open to all.

By-law 2: Skate Canada and Club By-laws, Rules and Regulations

All members of the Club shall uphold, observe and conform to the By-laws, Rules and Regulations of Skate Canada, these By-laws and any such regulations as may be made by the Board of Directors of the Club.

By-law 3: Membership Fees

All members of the Club shall be registered as a member of Skate Canada and pay such registration and other fees to Skate Canada as set by Skate Canada from time to time.

By-law 4: Member in Good Standing

For a member of the Club to be considered in good standing with the Club, that member must pay Club fees as are stipulated by the Club Board of Directors in advance of the membership year in question. Members will not be permitted to take part in any Club activities if these fees are not paid within 30 days of the date set for payment. Members in arrears shall be considered as having terminated their Club membership.

By-law 5: Setting of Club Fees, Rules and Skating Hours

Fees, skating rules and skating hours of the Club shall be as the Board of Directors decides from time to time. Club membership shall commence on the latter of the first day of the Skate Canada membership year (1 September) or the date that fees are paid, and shall terminate on the last day of the Skate Canada membership year (31 August).

By-law 6: Suspension and Expulsion from the Club

The Board of Directors may suspend or expel a member of the club for acting contrary to the By- laws, Rules and Regulations of Skate Canada or of the Club. The Club Board shall develop a suspension and expulsion policy in accordance with the Skate Canada Complaint, Suspension and Expulsion Policy and Procedure. This policy shall be approved by the Club Board of Directors from time to time and it shall be in writing and made available to all members in advance of its implementation. This policy must include an appropriate hearing and appeal process, which includes principles of due process, an appropriate reinstatement application process and an appropriate graduated series of disciplinary measures.

By-law 7: Classes of Club Membership

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

* **Individual Member:** An Individual Member is defined as a non-skating member who has paid the fees as set by the club and is a member of Skate Canada. An Individual Member who is 18 years of age or older shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club.
* **Active Member:** An Active Member is an eligible skater who participates in a Club Skating Program, who has paid the fees as set by the club and is a member of Skate Canada. All Active Members who are 18 years of age or older shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club. Active Members who are younger than 18 years old have no vote.
* **Special Members:** A Special Member is a parent or guardian of legally underage Active Member(s) who has/have paid the fees as set by the Club and is/are a member of Skate Canada. Special Members shall be restricted to one vote per family regardless of how many children are in the family.

**LIABILITY**

By-law 8: Liability

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. 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 programs.

**CLUB MANAGEMENT**

By-law 9: Members of Board of Directors, Committees and Club Delegate to Skate Canada
The members of the Board of Directors, members and Chairs of committees, and the Club Delegate to Skate Canada must be members in good standing of the Club, be registered as 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.

By-law 10: General Management of the Club

The general management of the club shall be vested in a Board of Directors that should consist of eight member-elected Directors and a Coaching Representative.

The Directors shall be elected for a one-year term at each Annual General Meeting. Following the Annual General Meeting, the Directors shall elect a President, Secretary and Treasurer, and may elect one or more Vice-Presidents and other officers, from among themselves.

The Coaching Representative shall be elected annually by and from within the coaches of the club.

The Club will make best efforts to retain the services of a Skating Director to engage in general oversight of the day-to-day operations and programs of the Club. In the event that the coaches elect a representative other than the Skating Director, the Skating Director shall serve as an ex-officio member of the board.

The Coaching Representative shall be elected as per Skate Canada by-laws.

By-law 11: Holding of Board of Directors Office

The Board of Directors shall hold office until the close of the meeting at which their successors have been duly elected. Any member of the Board of Directors may be removed by the members by a 2/3 majority vote at a Special General Meeting duly called for that purpose.

By-law 12: Voting at Board of Directors Meetings

A quorum of the Board of Directors shall consist of 50% plus 1 members of the Board of Directors, including the President who shall act as Chair pursuant to By-law 15. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The Chair may vote only when the vote would change the result. Therefore the Chair may vote to break a tie, and thus pass the motion, or may vote to create a tie, and thus defeat a motion.

By-law 13: Board of Directors Vacancies

Casual vacancy occurring between any Annual General Meeting of the Club may be filled until the next annual General Meeting by a majority vote of the remaining members of the Board of Directors or in the case of the Coaching Representative, by the coaching staff.

By-Law 14: Board of Directors Member Absenteeism

If a Board of Directors Member is absent for more than 2 consecutive scheduled Board of Directors 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 Board of Directors.

By-law 15: Role of President

The President shall act as Chair of all Board of Directors and general meetings. In his/her absence, the Vice-President will fill this duty.

By-law 16: Role of Treasurer

The Treasurer shall be responsible for the safe control of all club funds, for preparing and submitting to the Board of Directors on a regular basis an annual budget and keeping such records as are required for financial review. The Treasurer is also responsible for arranging for an unaudited annual financial statement. Any two of the President, the Vice-President (or alternate as agreed by the Board of Directors) and the Treasurer shall sign all cheques and legal documents.

By-law 17: Role of Secretary

The Secretary shall deal with all correspondence subject to the approval of the President or his/ her delegate, shall issue all notices for Board of Directors and general meetings, shall take minutes at all meetings, and shall be responsible for submitting to Skate Canada and the Section such reports as are required by Skate Canada rules and other regulations.

By-law 18: Committees – President as ex-officio member
The President shall be an ex-officio member of all committees.

By-law 19: Committees - Appointment

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

By-law 20: Board of Directors and Committees: Eligibility to Serve

All Club Board of Directors and members of Committees shall be of legal age, members in good standing of the Club and of Skate Canada**.**

The Board of Directors may consist of members from any of the Classes of Club Membership listed in By-law 7 above, subject to the discretion of the Board of Directors.

By-law 21: Rules of Order

Rules of order for all meetings, General and Board of Directors, shall be as outlined in Roberts Rules of Order in all cases in which they are applicable and consistent with the By-laws or Special Rules of Skate Canada**.**

**SKATE CANADA CLUB DELEGATE AND REGION COUNCILLORS**

By-law 22: Skate Canada Club Delegate

The Club Delegate to Skate Canada and/or the Section 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. The Club shall appoint a Councillor and an alternate Councillor to serve on the Region Council as required by the By-laws of the Region Council. The Delegates and Councillors shall report on activities at these meetings and shall be entitled to receive compensation for pre-approved expenses related to attendance at required meetings.

**ANNUAL GENERAL MEETING**

By-law 23: Timing, Quorum, Special Meeting Request

An Annual General Meeting shall be held within 6 months of the close of the fiscal year (August 31). Other general meetings may be held from time to time upon the request of the Board of Directors or upon written request of 10 per cent of Club Members. A quorum for an Annual General Meeting or Special Meeting shall be 30 voting-eligible members. Should the club have less than 300 voting-eligible members, a quorum shall be 10%.

By-law 24: Written Notice

Written notice of all Annual General Meetings and Special Meetings shall be provided 15 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 By-laws, and a complete list of the candidates nominated for elections.

By-law 24.1: Notice by Electronic Mail

Written notice of all Annual General Meetings and Special Meetings may be given by electronic mail (email) to Members who have provided the Club with their email addresses, but if the Club provides notice by email, the Club shall post a copy of the notice (including all of the information listed in By-law 24 above) at the Club’s office at the arena and on the Club’s website. This combination of email and in-office notice will constitute notice for all members.

**By-law 24.2: Participation/Holding by Electronic Means**

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Club 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 telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

By-law 25: Voting on Club Elections

Voting on Club elections may occur by either secret ballot or by show of hands, in the discretion of the Board. Where a vote on Club elections is to be by show of hands, prior to the vote, a number of Members equal to not less than 10% of the votes present may request a secret ballot, and where so requested the vote will then be conducted by secret ballot.

Voting on other matters may be by a show of hands.

**By-law 25.1: Proxy Voting**

Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. Each proxy holder shall be a delegate and may carry a maximum of six (6) proxies.

A proxy must:

a) Be signed by the Member;

b) Comply with the format stipulated by the Club; and be submitted to the Club in accordance with the notice of the Member’s meeting.

Modifications may be made to the above to allow for the virtual or electronic receipt of proxies and conduct of proxy voting.

By-law 26: Eligibility to Vote

Voting for club elections or on any matters pertaining to skating shall be restricted to eligible club members who are 18 years of age, the club Coaching Representative and Special Members of the club voting on behalf of their underage children (who must be members of the club).

Special Members shall be restricted to one vote per family regardless of how many children are in the family.

By-law 27: 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
* Quorum
* Approval of Agenda
* Minutes of the preceding General/Special meeting
* Confirmation of the actions taken by the Board of Directors
* Secretary’s Report
* Treasurer’s Report (including Annual Financial Statement)
* Other Reports
* Election of Board of Directors
* Amendments to the Constitution and By-laws
* New Business

**AMENDMENTS**

By-law 28: Right to Submit, Process for Submitting

Any member of the Club who is in good standing may propose an amendment to the Constitution or By-laws of the Club. This proposal must be submitted in writing to the Club Board of Directors. The proposed amendment will be presented to the Annual General Meeting or Special Meetings. All amendments must be submitted at least 21 days before the respective meeting. No amendment to the Constitution or By-laws of the Club shall be accepted from the floor at any meeting.

By-law 29: Interim Amendments

By-laws may be enacted or amended by a majority vote (50% plus 1) of the Board of Directors whenever required. Such by-laws or amendments must be presented at the next General Meeting for ratification by the members. If they fail to be ratified, they will cease to be effective and may not be re-enacted by the Board of Directors for one calendar year.

By-law 30: Voting of Amendments

Any amendment, to be accepted or ratified, must pass by a vote of 2/3 of those eligible to vote and present at an Annual General Meeting of the Club.

By-law 31: Effective Force of Amendments to By-laws

All amendments to the by-laws must be approved by Skate Canada.

**FUNDS**

By-law 32: Deposit of Funds

The Treasurer shall deposit all funds of the Club in such banks or other institutions as may be

designated by the Board of Directors.

By-law 33: Club Disbursement

All disbursements of club funds shall be by cheque or other auditable document.

By-law 34: Review of Club’s Financial Transactions

A person designated by the Board of 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.

**COMMITTEES**

By-law 35: 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.

By-law 36: Nominating Committee

The nominating committee shall consist of a minimum of two members, one from the Board of Directors and one from the membership.

This committee is responsible for selecting at least three candidates for election to the Club Board of Directors and shall present such a slate to the Board of Directors no later than 21 days before an Annual General Meeting in the year which an election is to be held. 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 Meeting. Each nominee must indicate acceptance prior to the commencement of elections. Nominations from the floor at the Annual General Meeting will not be accepted.

If the number of nominees is eight or less, then the nominees will be acclaimed. IF the number of nominees exceeds eight, then an election will be held.

By-law 37: 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.

By-law 38: Skating Programs Committee/Chair

In consultation with the club coaching staff this committee shall coordinate and oversee

implementation and delivery of all Skate Canada skating programs including but not limited to CanSkate, CanPowerSkate, Synchronized Skating, STARSkate, Competitive Skate, AdultSkate and Talent Identification and Development.

**Adopted by:**

Central Toronto Skating Club

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Signed

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(Date) Signed

 (Vice-President)

(Date)