



CHARTER

AND

BY-LAWS

CLUB NAME : Le Club de Patinage Artistique Asticou (CPA Asticou)

INCORPORATION DATE: _____1975-02-11_____

SKATE CANADA NUMBER: # 1000774

CHARTER AND BY-LAWS

The majority of figure skating clubs in Québec are not-for-profit corporations, which are incorporated and governed under the authority of the *Companies Act* (Québec). Please note that your club is also subject to other statutes and regulations of Québec, including the *Civil Code of Québec*, the *Charter of human rights and freedoms*, the *Act respecting the Legal publicity of sole proprietorships, partnerships and legal persons* and others.

Your club is, or will be, created by virtue of the issue of letters patent by the Registraire des Entreprises du Québec. In order for the Registrar to issue letters patent, an application must be submitted containing, in particular, the following statements: the corporate name (the name of your club), its purpose (or goals), the location of its head office, the names and contact information of the applicants and the names of the first three directors of the Club. You are also required to abide by other legal formalities, including payment of applicable fees. It is strongly recommended that any club that does not have letters patent make the necessary arrangements to obtain them.

Internally, your club shall consist of two levels of power, that is, the Board of Directors and the Members' Meeting. The law confers most of the management authority to the Board of Directors, whereas the authority of the Members' Meeting is essentially restricted to electing directors, approving rules and by-laws or any significant change to the structure of your club, as well as appointing an auditor.

The operation of your club is governed by the law, your letters patent and by-laws. The by-laws guide the administrative management of your club and inform members of their rights and obligations.

By-laws must be adopted by the Board of Directors, at which time they come into effect. They must then be submitted to the members for ratification at the next Annual General Meeting of the members or at a Special Meeting.

Before undertaking a revision of your by-laws, we suggest that you carefully read sections 1000 and 2000 of the Skate Canada *Rule Book* as well as the section entitled *Policies and Procedures*. Your club By-laws must be consistent with those of Skate Canada and in compliance with the applicable statutes of the Province of Québec. In the event there is a discrepancy between the by-laws and the applicable statutes, the latter shall prevail, as clearly stated in Skate Canada By-Law 1201 (1) c) (iv).

Once the by-laws have been revised, we ask you to forward a copy of your constitution (Charter and By-Laws) to the head office of Skate Québec for verification by the appropriate authorities before submitting it for ratification by the members of your club at a General Meeting. A committee has been created within Skate Québec to revise all club constitutions to ensure compliance. Once the revision is completed, Skate Québec will return to you your constitution. We invite you to consult the Appendix 1 for the Procedure of Revision.

The following is a sample of By-Laws for clubs. This is only a sample, and your directors are free to adopt all of the suggested provisions, or to amend them in accordance with the specifics of your club.

GLOSSARY

In these By-laws herein, the term “Club” refers to **Le Club de Patinage Artistique Asticou (CPA Asticou)**

In the club by-laws, unless otherwise stated, the masculine gender includes the feminine and neutral gender and the singular extends to several persons or things of same kind and the following terms mean:

1. **Director:** a member of the board of directors of the club;
2. **General Meeting:** any meeting at which are called the members of the club and of the board of directors;
3. **Delegate:** any member of Skate Canada selected by the board of directors of the club for voting upon the decisions to be taken at meetings of the regional association, of Skate Québec or of Skate Canada;
4. **By-laws:** decisions of the club's directors and members to be taken in accordance with the provisions of the law and regulations of Skate Québec and of Skate Canada.

CHARTER

Le Club de Patinage Artistique Asticou

Name of Club

1000774

Club No.

1975-02-11

Date of Incorporation

March 15, 2014

Date of the Revised Charter

1.9 GENERAL PROVISIONS

- 1.1 **Corporate name:** The Club is known under the name **Le Club de Patinage Artistique Asticou** (hereafter called the “**Club**”).
- 1.2 **Head office:** The Club’s head office is located in the municipality of **Gatineau (Aylmer Sector)** or any other location designated by the Board of Directors.
- 1.3 **Objectives:** The objectives of the Club are:
- 1.3.1 to encourage teaching and practicing all aspects of figure skating among its members and to ensure their positive development, in full compliance with the rules, policies and procedures set forth by Skate Canada;
 - 1.3.2 to ensure that the Club’s affairs are administered and managed by qualified individuals who are duly registered associate members of Skate Canada;
 - 1.3.3 to maintain the eligibility status of its members. The Club must therefore not intentionally take any action or any steps, or fail to take any action or any steps, which, as a result, would compromise the eligibility status of any of its members;
 - 1.3.4 to implement Skate Canada programs exclusively;
 - 1.3.5 to only allow skating coaches accredited by Skate Canada to provide coaching services within the Club ;
 - 1.3.6 To communicate the information from Skate Canada, from Skate Québec and the regional association to the Club members;
 - 1.3.7 To organize program assistants’ training clinics;
 - 1.3.8 To plan and organize Club tests sessions;
 - 1.3.9 To plan and organize Club and Interclub competitions;

- 1.3.10 To participate in the regional skaters' development program;
- 1.3.11 To present to the regional association candidates in Skate Canada Laureates Program
- 1.3.12 To have an updated charter and by-laws;
- 1.3.13 To provide programs in accordance with the requirements of Skate Québec and of Skate Canada.

- 1.4 **Affiliations:** The Club is a not-for-profit organization member of Skate Canada, and of Skate Québec. In addition, the Club is part of the **[enter the full name of the regional association to which you belong]**. The Club is administered and managed by a Board of Directors whose members are volunteers, and whose mission is to offer Skate Canada skating programs.
- 1.5 **Precedence of rules and statutes of Québec:** The Club must comply with applicable the rules set forth by Skate Canada and Skate Québec. In the event that any incompatibility should arise, the official rules of Skate Canada shall have precedence over any other inconsistent rule. It is nonetheless understood that any provincial statute governing the Club shall have precedence over any inconsistent rule, including any Skate Canada rule.

BY-LAWS

2.9 MEMBERSHIP

- 1.1 **Eligibility:** Any person may become a member of the Club without discrimination with regard to age, gender, ethnic origin, and may not be excluded on the basis of any other grounds prohibited by law. However, the Club reserves the right to reject the membership application of any person who, in the past, has been convicted of an offence under the *Criminal Code* and who has not been granted a pardon, as well as any person who does not meet Skate Canada harassment criteria.
- 1.2 **Applicable rules:** The Board of Directors may adopt any rule with a view to ensuring proper operation of Club activities. All members are required to abide by Club rules, as adopted, as well as those of Skate Canada and Skate Québec.
- 1.3 **Membership categories:** Membership categories are as follows:
- 1.3.1 **Active members:** This membership category includes eligible skaters who participate in a Club skating program, who have paid the Club fees and who are associate members of Skate Canada. Every member in this category of the age of 18 and over has the right to vote on any annual or special Club General Meeting.
 - 1.3.2 **Non-skating active members:** This membership category includes non-skating members (Club directors, committee members and officials), but who have paid the fees and who are associate members of Skate Canada. Every member in this category of the age of 18 and over has the right to vote on any annual or special Club General Meeting.
 - 1.3.3 **Special members:** This membership category includes the parents or guardians of active Club members who are not of the legal age (18 years). Only one parent or guardian may act as the child's spokesperson and have the right to vote on any annual or special Club General Meeting.
 - 1.3.4 **Partial members:** This membership category includes eligible skaters who are associate members of Skate Canada in another home club, and who have paid Club fees at a reduced rate. Members in this category do not have the right to vote on any annual or special Club General Meeting.
 - 1.3.5 **Honorary members:** This membership category includes members who have been nominated and granted honorary member status by the Board of Directors. Honorary members are exempted from Club fees. Members in this category do not have the right to vote at any Annual General Meeting or Special Meeting and may not sit on the Board of Directors.

- 1.4 **Membership registration and formalities:** In order to be recognized as a member in good standing and be entitled to all vested privileges, each member must pay annual Club fees, as determined from time to time by the Board of Directors. Members who have not paid Club fees by the deadline set by the Board shall no longer be recognized as members of the Club and shall forfeit all membership rights and privileges.
- 1.5 **Remittance of fees:** From the annual fees received from its members, the Club shall remit all fees required by Skate Canada, as determined from time to time by Skate Canada.
- 1.6 **Membership year:** Membership is in effect as of the first day of the Skate Canada season, that is, September 1 of each year, or as of the date of payment of Club fees, whichever comes later, and ends on the last day of Skate Canada membership, which is on August 31.
- 1.7 **Membership withdrawal:** Voluntary membership withdrawal from the Club by a member does not release said member from any annual fees owed, including Club fees covering the current membership year.
- 1.8 **Suspension or expulsion of a member:** The Board of Directors may, by way of a resolution, suspend or expel any member for failure to pay annual Club fees, violation of applicable by-laws or for engaging in harmful or unacceptable behaviour.

Before suspending or expelling a member, the Board of Directors must send or is required to send, within a ten (10) days period, by registered mail, to the member in question, a summary notice of the alleged violation, including the date, time and location of the hearing and provide said member with an opportunity to submit explanations either in writing or verbally, depending on the case, in a manner and form to be agreed upon between the Board of Directors and the member in question.

In the event that a suspension or expulsion is rendered, the Board of Directors is under no obligation to reimburse Club fees for the current year.

3. GENERAL MEETINGS

3.1 **Composition:** The General Meeting shall consist of all Club members in good standing, as stated in By-Law 2.3.

3.2 **Annual General Meeting:** The Annual General Meeting of the members shall be held within 120 days following the end of the Club's fiscal year, at a date and location determined by the Board of Directors.

3.3 **Special Meeting:** A Special Meeting of the members may be called by the Club Secretary, at the request of the Board of Directors.

A Special Meeting of the members shall be called and held by the Board of Directors upon request, in writing, signed by at least 10% of the members. Such a request shall express the purpose and object of the meeting. If the Board of Directors has not called a Special Meeting within 21 days of the request, all members, whether signatory to the request or not, representing at least 10% of the voting rights may then call and hold the Special Meeting.

3.4 **Notice of meeting:** A notice of meeting for all general meetings shall be sent by mail or by electronic means (email) addressed to all eligible members, at the last known address, at least 15 days before the date of the meeting. It must also be posted publicly at a highly visible location in the arena or club website. The notice must include the date, the time, the location and the order of business of the meeting. A notice of nominations is enclosed with the notice for the Annual General Meeting.

3.5 **Quorum:** The members present in person shall constitute a quorum for all general meetings of the members.

3.6 **Voting rights of members:** Voting rights at all Annual or Special Meetings are exclusive to active members and non-skating active members of the age of 18 and over who are present at the general meeting. Voting rights are also extended to the coaching representative and special members with voting rights for a minor. In the case of special members, voting rights are limited to one vote per child or a maximum of two votes per family.

Voting is counted by a show of hands, unless two or more members request a secret ballot. Directors are elected by secret ballot. All matters submitted at a general meeting of the

members shall be decided on the basis of a simple majority of votes. The chair of the General Meeting may use a casting vote in case of an equality of votes at any general meeting.

An absent or (not present) member at the annual or special general meeting may apply as a director if he has submitted to the general meeting, through another person, a candidature form. This candidature form is valid if the not present member signs the form and indicates he is willing (1) to apply as a director and (2) that he accepts to sit on the Board of Directors as a director if elected.

3.7 Order of business at the Annual General Meetings: The order of business at the Annual General Meetings shall include the following:

- Opening of the meeting;
- Approval of the Agenda;
- Approval of the minutes of the previous annual general meeting;
- Filing of the financial statements;
- Presentation of reports;
- Ratification of additions or amendments to by-laws;
- Appointment of an external auditor (if required by members);
- Election of directors;
- New business;
- Adjournment.

3.8 Agenda at Special Meetings: Only the business that was requested and published in the notice of meeting shall be considered at the Special Meeting.

3.9 Adjournment of a Members' Meeting: The chair of the meeting may adjourn any general meeting with the consent of the present members representing the majority without it be necessary to give to the members a formal notice of such adjournment. Any business being validly dealt at the concerned general meeting may also be dealt at the adjourned general meeting without any other formality.

4. BOARD OF DIRECTORS

- 4.1 **Powers:** The Board shall manage the affairs of the Club and shall exercise all of the powers thereof. Directors shall, in the exercise of their duties, abide by the obligations pursuant to the law, letters patent and by-laws, and act within the limitations of the powers conferred to them. They must exercise caution, diligence, care, honesty and loyalty, and act in the best interest of the Club. In addition, they must refrain from entering into situations of conflict between their own personal interests and those of the Club.
- 4.2 **Eligibility:** With the exception of the coaching representative, only members in good standing of the Club and registered as associate members of Skate Canada are eligible to be directors of the Club. To be eligible, a member must be of the legal age, not be placed under tutorship or curatorship, and may not be insolvent or bankrupt.
- 4.3 **Composition of the Board:** The Board of Directors shall consist of **5-9** members: a President, a Vice- president, a Secretary, a Treasurer, **4** Director(s) and one Coaching Representative.
- 4.4 **Term of office:** The term of office for a director is two (2) years, except for the coaching representative, who shall serve a one-year term.
All directors shall remain in office until a successor is elected at the Annual General Meeting.
- 4.5 **Elections:** With the exception of the coaching representative, who is elected by his/her peers, members of the Board of Directors shall be elected alternately by the members each year at the Annual General Meeting, from the submitted list of candidates.
On even-numbered years, the following positions shall be filled: **President, Treasurer, and Two Directors**
On odd-numbered years, the following positions shall be filled: **Vice President, Secretary, and Two Directors**
In the event that there should be no more candidates than positions to elect, the submitted candidates shall be elected by acclamation.
- 4.6 **Remuneration:** Members of the Board of Directors shall receive no remuneration. However, they are entitled to reimbursement of reasonable and justified expenses incurred in the exercise of their duties, subject to the approval by the Board of Directors.

4.7 **Vacant positions:** A position is said to be vacant where a director, in the course of his or her mandate:

4.7.1 has indicated, in writing, his or her intention to resign from the Board of Directors; or

4.7.2 has lost his or her eligibility status or is no longer eligible to exercise the duties of a director pursuant to By-Law 4.2.

All directors whose positions have been deemed vacant may be replaced by resolution of the Board of Directors. The replacement only remains in office for the remaining duration of his or her predecessor's term.

In the event of a vacancy, directors may exercise their duties on the condition that there be a quorum.

4.8 **Unfilled position:** A position not filled at the Annual General Meeting is not considered as a vacant position and the position cannot be filled by the Board of Directors. The only way to fill the position is by an election during a special meeting called for that purpose.

4.9 **Dismissal of a director:** Only the members, with a 2/3 majority vote, shall dismiss a director at a Special Meeting duly called for that purpose.

4.10 **Frequency of meetings:** The Board of Directors shall meet as often as deemed necessary, upon request by the President or two members of the Board of Directors.

4.11 **Notice of meeting, location and time frame:** A notice of meeting shall be sent by regular mail, telephone, fax or email, at least 7 days before the meeting. The notice shall also specify the time and location of the meeting. In the event that all directors are present, or with the consent of absent directors, the meeting may be held without a prior notice of meeting.

4.12 **Quorum:** The quorum for each meeting is set at a simple majority of the directors. A quorum is required for the entire duration of the meetings.

4.13 **Votes:** All matters raised at a meeting of the Board of Directors shall be decided upon with a simple majority of votes.

4.14 **Duties:** Job descriptions for positions on the Board of Directors are as follows:

4.14.1 **President:** The President is the first Director of the Club, and exercises his or her authority under the governance of the Board of Directors. The President is the Club's official spokesperson; presides over the general meetings of the members and of the Board of Directors; oversees the achievement of the Club goals; ensures execution of decisions made by the Board of Directors; signs all documents requiring the President's signature; fulfills any duty determined by the Board of Directors and is an ex-officio member of all committees created by the Board of Directors.

4.14.2 **Vice- president:** The Vice- President supports the President in the exercise of his or her duties, and shall replace the President in the event of absence or inability to fulfill the duties of the President. The Vice- President may fulfill any other duty determined by the Board of Directors.

4.14.3 **Secretary:** The Secretary attends the general meetings of the members and of the Board of Directors, and drafts the minutes of the proceedings. The registers, by-laws and minutes are under his or her supervision and kept at the head office at all times. The Secretary shall provide excerpts from these documents as required.

4.14.4 **Treasurer:** The Treasurer oversees the Club's financial management, and keeps detailed statements of the Club's accounting. The Treasurer (or another assigned Director), along with the President, or in his or her absence the Vice- President, signs cheques and other commercial bills, and makes deposits at a financial institution determined by the Board of Directors.

4.14.5 **Director:** Each Director shall fulfill the duties and powers conferred upon him or her by the Board of Directors.

4.15 **Committees:** The Board of Directors shall create various committees to ensure proper operation of the Club's activities. To become a member of a committee, all persons must meet the eligibility criteria set forth in By-Law 4.2. These committees act in an advisory capacity and have no decision-making powers. The person in charge and the members of the committee are appointed and approved by a resolution of the Board of Directors. The person in charge has to report all the activities of the committee to the Board of Directors.

4.15.1 **Nominating Committee:** The Board of Directors shall create a Nominating Committee. This Committee shall consist of **two (2)** members elected by the Board of Directors. The Chair of this Committee shall act as an Election President at the Annual General Meeting, after his or her nomination has been endorsed by the members at the Meeting. He or she shall subsequently see to the nomination of two (2) scrutineers and one (1) Secretary. The persons determined to occupy Election President, scrutineer and Election secretary must not be active members, non-skating active members or special members such as defined in article 2.3 of the present document.

- 4.15 **Club representative:** The Board of Directors shall nominate, on an annual basis, a representative to Skate Canada and inform Skate Canada of this nomination. Similarly, the Board of Directors shall nominate a regional representative. The regional representative shall attend meetings of the **Association Regionale de Patinage Artistique des Outaouais**, as determined under the rules of the regional association, and shall report to the Club's Board of Directors.

5. CLUB LIABILITY

- 5.1 **Liability insurance:** The Club shall participate in the Skate Canada members' liability and accident insurance plan.

6. FINANCIAL PROVISIONS

- 6.1 **Fiscal year:** The Club's fiscal year shall end on March 31 of each year, or at any other date determined by resolution of the Board of Directors.
- 6.2 **External auditor or public accountant:** If required by the members, a financial statement auditor shall be appointed each year at the Annual General Meeting of members.

Comment

Under the Companies Act (Québec) not-for-profit organizations are under no obligation to appoint an external auditor. For larger clubs, however, it is recommended to have your financial statements audited by an external auditor for better accountability towards the members and to provide reasonable assurance about the transparency of your actions. As mentioned above, the auditor is appointed by the members at the Annual General Meeting.

For smaller-sized clubs, there is no need to appoint an external auditor. Make sure, however, that your Treasurer has sufficient knowledge about basic accounting principles so that he or she can correctly interpret the figures.

- 6.3 **Financial statements:** The Club financial statements must be approved by the Board of Directors and submitted to the Annual General Meeting.
- 6.4 **Chartered bank instruments:** All cheques, bills or other bank instruments of the Club shall be signed by the Treasurer (or appointed Director) and either the President or Vice-President.

7. FINAL PROVISIONS

- 7.1 **Amendments to By-laws:** The Board of Directors may, within the limits set forth by the *Companies Act*, amend or repeal by-laws or adopt new ones. These amendments, repeals or new by-laws shall enter into effect upon adoption by the Board of Directors and shall remain in effect until the next Annual General Meeting of the Club, where they must be endorsed by 2/3 of the members present thereat to remain in effect, unless they have been previously ratified by the members at a Special Meeting called for that purpose.
- 7.2 **Amendments to the letters patent:** Any change, amendment or addition to the letters patent shall be made by resolution of the Club members at a Special Meeting called for that purpose, subject to a 2/3 majority vote by the members in attendance.
- 7.3 **Conflicts of interest:** A director shall avoid placing himself in any situation where his personal interest would be in conflict with his obligations as a director.
- A director shall declare to the Club any interest he has in an enterprise or association that may place him in a situation of conflict of interest and of any right he may set up against it, indicating their nature and value, where applicable. The declaration of interest is recorded in the minutes of the proceedings of the board of directors or the equivalent.
- A director may, even in carrying on his duties, acquire, directly or indirectly, rights in the property under his administration or enter into contracts with the legal person.
- The director shall immediately inform the Club by indicating the nature and value of the rights acquired by him, and request that the fact be recorded in the minutes of proceedings of the Board of Directors or the equivalent. He shall abstain, except if required, from the discussion and voting on the question. This rule does not, however, apply to matters concerning the remuneration or conditions of employment of the director.
- 7.4 **Dissolution:** In the event that the Club is dissolved and its assets are distributed, the said assets shall be vested in an organization which conducts similar activities, and that is located in an area that is as close as possible to the Club's head office.

Adopted on the _____ 15 _____ of _____ March _____, 2014 _____
(day) (month) (year)

Ratified on the _____ 22 _____ of _____ March _____, 2014 _____
(day) (month) (year)