



Bylaws of Calalta Figure Skating Club

Incorporation

July 10, 1968



BYLAWS OF CALALTA FIGURE SKATING CLUB

FILED October 24, 2024

1. Definitions

The name of this society shall be Calalta Figure Skating Club hereafter referred to as the Club.

In these by-laws, unless otherwise indicated, the following words and phrases are defined here.

- a. **Annual General Meeting** – held annually and within sixty (60) days of the close of the fiscal year
- b. **Board** - the Board of Directors of Calalta Figure Skating Club
- c. **Bylaws** - these bylaws as filed with the Alberta Corporate Registry
- d. **Chair** – the person elected to the office of Chair of the Board of Directors
- e. **Club** – a not-for-profit organization that is operating for the general purpose of providing Skate Canada programs and is managed by a volunteer Board of Directors
- f. **Director** – an individual elected or appointed to serve on the Board including the chair
- g. **Div C Coach** – A Skate Canada coach in good standing that has a signed Div C contract with Calalta in the current year
- h. **Elected Director** – any Director duly elected
- i. **Fiscal Year** – Sept 1 to August 31 with financial year end of the club being August 31
- j. **Good Standing** – a person who has paid all dues outstanding to the Club and Skate Canada and who the Board has not declared to not be in good standing and in case of members, a member whose membership has not been terminated in accordance with Skate Canada bylaws
- k. **Member** – an individual that meets the requirements of any of the two member classes
- l. **Membership Year** – the term of each member’s membership is from September 1 of the year in which membership is granted in accordance with Skate Canada bylaws, until August 31 of the following year and which is subject to renewal in accordance with these bylaws
- m. **Officer** – The Chair and such other directors as the Board may determine by ordinary resolution
- n. **Ordinary Resolution** – a resolution passed by a simple majority of the votes cast
- o. **Registrant** – includes individuals who are registered by the Club with Skate Canada and who are subject to all rules, regulations and policies of Skate Canada and the Club
- p. **Skate Canada** – a corporation incorporated under the laws of Canada
- q. **Section** – Skate Canada: Alberta – NWT/Nunavut Association operating as Skate AB|NT|NU
- r. **Special Meeting** – a meeting of the members which is not the Annual General Meeting
- s. **Special Resolution**
 - a. A resolution passed

- i. at a General Meeting or Special Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - ii. By the vote of not less than 75% of those members who, if entitled to do so, vote in person or by electronic means, or
- b. A resolution proposed and passed as a Special Resolution at a General Meeting or Special Meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the General Meeting or Special Meeting so agree, or
- c. A resolution consented to in writing by all members who would have been entitled at a General Meeting or Special Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- t. **Voting Member** – A member (either active or individual or their designate) is entitled to one (1) vote at an Annual General Meeting or Special Meeting

2. Membership

Membership in the Club shall be open to all. For purposes of these bylaws, 'Members' shall mean Active and Individual members.

2.1 Classes of Membership

There will be two (2) classes of membership:

Active Members

- Have paid both the Skate Canada fee **AND** the Club membership fee
- They represent Calalta at competitions
- They have one vote
- If the member is 18 or older, they can vote
 - If the member is under 18, a parent or guardian can vote on their behalf and are considered Special Members which is a subset of Active members

Individual Members:

- Individual Members have paid the Skate Canada fee through Calalta
- They have one vote
- If the Individual member is 18 or older, they can vote
 - If the member is under 18, a parent or guardian can vote on their behalf and are considered Special Members which is a subset of Individual members

The differentiator between Active and Individual membership classes is fees paid to the club. Active members pay BOTH Skate Canada fees and Club fees through the club (thereby representing the club at competitions) while Individual members pay ONLY the Skate Canada fees to the club. Both types of members are entitled to one vote.

The following conditions apply:

- A person is only eligible to hold one type of membership – Active or Individual.
- A Special membership represents an underage Skate Canada member who falls into the Active or Individual categories.
- A person cannot hold more than one vote or type of membership – for example a person cannot hold an Individual membership AND represent an underage member via Special Membership.

2.2 Standing of Members

All members are deemed to be in Good Standing with the Club if:

- a. they have paid all applicable Skate Canada and Club fees
- b. they are in Good Standing with Skate Canada

Members not in good standing, will not be permitted to take part in any Club activities, including without limitation:

- a. utilizing any ice surface rented by the Club
- b. taking Skate Canada assessments conducted by the Club
- c. participating in any competitions conducted under the auspices of the Club

if the required fees have not been paid within thirty (30) days of the specified fee payment date. Members in arrears shall be considered as having terminated their membership with the Club. Members may be reinstated if the delinquent fees have been paid.

2.3 Compliance with Bylaws and Policies

Every member will, at all times shall uphold, observe, and conform to the bylaws, policies, rules and regulations of Skate Canada, the bylaws of the Club and such rules, regulations and policies made by the Board of Directors from time to time.

2.4 Suspension, Expulsion or Resignation of a Member

The Board of Directors may suspend or expel a member of the club for acting contrary to the bylaws and policies of Skate Canada and/or the club. The Board will adhere to Skate Canada's Safe Sport Program and/or the Club's disciplinary policy.

Members who are not in arrears, may resign in good standing upon thirty (30) days' notice sent via email to the club.

2.5 Termination of Members

Membership in the Club will immediately and automatically be terminated by any of the following:

- a. Member transfers their Skate Canada membership to another Club or School
- b. Dissolution of the Club
- c. Expiration of the member's annual membership, unless renewed in accordance with these bylaws
- d. Upon Skate Canada expulsion of the member, or
- e. Upon the death of the member

3.0 Meetings of Members

Any member's meeting (Annual General Meeting or Special meetings) may be called by 75 % of the Board or the Chair.

3.1 The Annual General Meetings

The Annual General Meeting of the Club shall be held after September 1 and within 60 days of the close of the fiscal year. The date shall be determined by the Board and announced at the preceding Annual General Meeting or not later than twenty-one (21) days prior to the selected Annual General Meeting date.

3.2 Special Meetings

The Board shall call a Special Meeting in accordance with written requisition of no less than 10% of the total voting membership. Such requisition shall express the objective of the meeting and shall be emailed to the Chair and the Club. If neither the Board nor the 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 objective of the meeting so requisitioned. The only items to be discussed at a Special Meeting shall be those specified in the requisition.

3.3 Notice of Annual General or Special Meetings

Notice of any general or special meeting shall be provided to the members a minimum of twenty-one (21) days prior to the date of the meeting by electronic notice to last known email address.

3.4 Contents of Notice

Notice of a general or special meeting will specify the delivery format, the location (if applicable), the day and the hour of the meeting and a summary or agenda of the business to be covered.

3.5 Omission of Notice

The accidental omission to give notice of a meeting to, or the non-receipt of notice by any member entitled to receive notice, does not invalidate proceedings at the meeting.

3.6 Waiver of Notice

Any person who is entitled to notice of a meeting of the members may waive notice, by attending the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these bylaws.

3.7 New Business

No other item of business will be included in the notice of the meeting of the members unless notice in writing by electronic submission of such other item of business has been submitted to the Chair and the club fourteen (14) days prior to the meeting of the members.

4.0 Proceedings at Meetings

4.1 Business Required at the Annual General Meeting

An Annual General Meeting shall be held sixty (60) days of the close of the fiscal year and the following business is required to be conducted:

- a. Call to order
- b. Reading of notice of meeting
- c. Report as to quorum
- d. Adoption of agenda
- e. Approval of the Minutes of the previous Annual General Meeting
- f. Chair's report
- g. Treasurer's report
 - a. Proposed operating budget
 - b. Audited financial statements
 - c. Summary of the Club's financial position
- h. Appointment of auditors
- i. Election of Board of Directors
- j. Proposed amendments to the bylaws
- k. New business as specified in the meeting notice
- l. Adjournment

4.2 Quorum

Quorum for the Annual General Meeting or a Special Meeting shall be by representation from twenty-seven (27) persons entitled to vote in the club.

Voting shall be by a show of hands, by ballot, or electronic ballot at the discretion of the Chair. A vote by ballot shall be taken if so requested by a voting member. The name of the voting members will be communicated to the Club in writing prior to the meeting of the Members.

In the event that quorum is not present within the first 15 minutes of the meeting, the meeting will be cancelled and rescheduled as an electronic online meeting within thirty (30) days of the originally scheduled Annual General or Special Meeting date. If a quorum is not present within thirty (30) minutes after the set time of the rescheduled meeting, then those eligible voting members present will constitute quorum.

4.3 Determining a Majority Vote

- a. Abstaining voters are not counted in determining a majority of votes cast.
- b. A tie vote is defeated.
- c. Except as otherwise provided in the bylaws, as simple majority of the votes cast by the voting members shall determine the motions.
- d. The meeting Chair may vote only once for each motion and should the Chair elect to do so, the meeting Chair votes at the same time as the members in the meeting.

4.4 Proxies

No member may vote by proxy.

4.5 Persons Entitled to Attend

- a. Persons entitled to be present at Annual General or Special Meetings are persons entitled to vote, the Board, the auditor and employees of the Club and such other persons who are entitled or required to be present at the meeting.
- b. Annual General or Special Meetings shall be open to invited guests and to any member provided that such individual shall not be entitled to speak at such meeting and provided that the Board may close any Members Meeting by Ordinary Resolution to those who are not entitled to vote.
- c. Members, by Ordinary Resolution, may grant observers the right to speak at a members meeting.

4.6 Alternate Chair

If a person presiding as Chair of a meeting wishes to step down as Chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, they may preside as Chair.

4.7 Appointment of Auditor

An auditor shall be appointed at each Annual General Meeting who shall examine and audit the accounts of the Club in accordance with the Act and provide a report to be presented at the next Annual General Meeting.

4.8 Record of Proceedings

A complete record of the proceedings of the Annual General Meeting and Special Meetings shall be taken by the Secretary, or any designate of the Secretary and kept at the Club office.

4.9 Special Resolution to be filed with Corporate Registry

Any Special Resolution passed in accordance with the bylaws will be filed with Corporate Registry in the appropriate form and will not take effect until such Special Resolution is accepted for filing by Corporate Registry.

5.0 BOARD OF DIRECTORS

5.1 Composition of the Board

The Board will be composed of a minimum of eight (8) Directors, to a maximum of eleven (11) Directors plus two (2) appointed Directors as follows:

- a. **Chair** – elected in odd numbered years by the Members at the Club’s Annual General Meeting.
- b. **Vice Chair** – elected in even numbered years by the Members at the Club’s Annual General Meeting.
- c. **Secretary** - elected in odd numbered years by the Members at the Club’s Annual General Meeting.
- d. **Treasurer** - elected in even numbered years by the Members at the Club’s Annual General Meeting.
- e. **Assessment Chair** - elected in even numbered years by the Members at the Club’s Annual General Meeting.
- f. **Coaches Representative** – elected annually in accordance with the Skate Canada bylaws and by the Club coaches who have a Div C contract with the club.
- g. **Two (2) – five (5) Directors** – elected by the Members at the Club’s Annual General Meeting. Elected Directors are numbered 1 to 5, excluding the Chair, Vice Chair, Secretary, Treasurer, Assessment Chair and Coaching Representative. Directors numbered 1, 3 and 5 are elected in odd numbered years and Directors 2 and 4 are elected in even numbered years.
- h. **Additional Directors** – The Board may appoint of maximum of two (2) Directors (one of which may be the past chair) who shall hold office for a term of one (1) year, expiring not later than the close of the next Annual General Meeting.

5.2 Eligibility of Directors

To be eligible to be elected or appointed to serve as a Director, a person must:

- a. Be 18 years of age or older,
- b. Be or become a registrant of Skate Canada,
- c. Be in good standing with the Club.

A person is ineligible to serve as a Director if:

- a. The person does not have the power under law to contract,
- b. The person has been declared by a court in Canada or elsewhere incapable of managing his or her own affairs or person or both,
- c. The person is an undischarged bankrupt,
- d. The person is a paid employee or contractor of the Club, or
- e. The person has an active skater (under the age of eighteen) who represents another club within the Skate AB|NT|NU.

All Directors of the Board shall serve without remuneration.

5.3 Duties of Directors and Officers

The **Chair** shall act as chair for all meetings of the Club. In the absences of the Chair, the Vice Chair will act as chair. The Chair shall act as ex-officio member of all committees. The Chair shall conduct the business of the Club with the consent of the members of the Board of Directors and in accordance with all Skate Canada rules, regulations and bylaws and the bylaws of the club and shall perform such duties as are customarily vested in a Chair.

The **Vice Chair** shall assume the duties of the Chair in their absence and shall perform such duties as may be requested by the Chair.

The **Past Chair** shall act in an advisory capacity to the Chair and the Board of Directors and shall perform such duties as requested by the Chair.

The **Treasurer** shall be responsible for the control of all club funds, shall report monthly to the Board of Directors, shall be responsible for preparing and submitting an annual budget to the Board of Directors and for keeping such records required for audit purposes.

The **Secretary** shall (i) issue (or shall delegate the issuance of) by email, all notices for Board of Directors and General and Special Meetings, (ii) be the custodian of the minutes of the Society including all Board of Director meetings, (iii) take minutes at all meetings, and (iv) be responsible for submitting to Skate Canada and the Section such reports as are required by Skate Canada rules and regulations.

The **Assessment Coordinator** shall be responsible for arranging and supervising all Skate Canada assessments, in accordance with the Skate Canada rules, and regulations, including without limitation, overseeing the preparation of all assessment sheets, collection of

assessment fees and maintaining and submitting the records to Skate Canada as required by Skate Canada

5.4 Nominations

- a. Any nomination to fill a position on the Board, submitted with the written consent of the nominee and accompanied by a member's endorsement, shall be submitted in writing or electronic transmission, pursuant to the Club's policies twenty-eight (28) days prior to the next scheduled Annual General Meeting, to the Chair of the Nominating Committee.
- b. Names of valid nominees will be circulated to all members twenty-one (21) days prior to the next scheduled Annual General Meeting.
- c. Nominations from the floor will not be accepted.

5.5 Director's Terms

- a. The Chair and all elected Directors shall hold office for two (2) years and shall hold office until their successor has been duly elected in accordance with the bylaws, unless the Chair or Director resigns, is removed from, or vacates the office.

5.6 Elections

The election of the Board of Directors shall take place in two (2) parts:

- a. The Coaches Representative shall be elected annually by the Calalta Div C coaches by electronic ballot as determined by the Chair of the Nominating committee, prior to the Annual General Meeting; and
- b. Elections shall be held at the Annual General meeting in the following order: Chair, Vice Chair, Secretary, Treasurer, Assessment Chair, and Directors.

To ensure that the Chair and the elected Directors are elected by a simple majority, a voting procedure as approved by the Board shall be conducted.

Election voting procedures as approved by the Board shall be used to break an election tie.

5.7 Resignation, Vacating and Removal

A Director may resign from the Board at any time by presenting electronic notice of their resignation to the Board. Such resignation will become effective as of the date on which the notice is accepted by the Board. If a Director resigns, their position will automatically and simultaneously be terminated.

The office of Director shall be vacated:

- a. If the Director is absent for more than three (3) consecutive Board meetings without cause and/or prior notification to the Chair,
- b. If the Director resigns,
- c. If they no longer meet the eligibility criteria as outlined in 5.2,

If the Board of Directors, of which notice has been given in the notice calling the meeting may remove any member of the Board before the expiration of their term of office with special majority vote of three quarters (75%) of the Board of Directors.

A Director may be removed by Special Resolution of the members, provided that notice has been given in the notice calling the meeting and Directors has been given notice of and the opportunity to be heard.

5.8 Vacancies

Where the position of a Director, including the Chair, becomes vacant before the term is complete, the remaining members of the Board may fill the vacancy with a qualified person until the completion of the term. In the case of the Coaching Representative, the vacancy must be filled by a Div C coach who has been voted in by the current Div C coaches.

5.9 Powers of the Board

The Board of Directors shall be the governing and policy making body for the Club. Except as otherwise provided in the bylaws, the Board has the authority to exercise the powers of the Club and may delegate any of the powers, duties, and functions:

- a. The Board will set and monitor the accomplishment of the vision, mission, values, and strategic direction of the Club.
- b. The Board will provide continuity for the Club by ensuring its financial health.
- c. The Board may employ or engage under contract such person as it deems necessary to carry out the work of the Board.
- d. The Board may develop policies governing management of the affairs of the Club.
- e. The Board may develop policies that are in line with Skate Canada policies related to discipline of Members and will have the authority to discipline in accordance with such policies.
- f. The Board may develop policies that are in line with Skate Canada relating to the management of disputes within the Club and all disputes will be dealt with in accordance with such policies.
- g. The Board may perform any other duties from time to time that may be in the best interests of the Club.

5.10 Meetings of the Board

- a. The Chair or any five (5) Directors may call a meeting of the Board.
- b. The Board may meet by teleconference or other electronic means that permits each Director to communicate adequately with each other. The Chair may decide that certain meetings will be held in person.
- c. At any meeting of the Board, quorum will be fifty (50%) percent plus one of the Directors holding office, including the meeting Chair.
- d. Each Director is entitled to one vote except the Coaching Representative who does not have a vote at the Board meeting. Resolutions shall be by majority vote. Voting shall be by a show of hands, orally or by telephone ballot at the discretion of the Chair. Votes may be cast by secret ballot if a majority of Directors present at the meeting so request.
- e. The meeting Chair may vote only when the vote would change the result. Therefore, the meeting Chair may vote to break a tie, and thus pass the motion or to create a tie, and thus defeat a motion.
- f. There shall be no voting by proxy at a Board meeting.
- g. Email motions may be conducted at the discretion of the Chair between meetings.
- h. A resolution, duly moved and seconded, may be voted by, email, electronic voting system, or telephone ballot at the discretion of the Chair.
- i. Meetings of the Board will be closed to Members and the public except by invitation of the Chair of the Club.
- j. In the absence of the Chair, the Directors shall appoint a Chair for a meeting from among those Director's present, and
- k. Meeting minutes shall be taken by the Secretary or designate and kept at the Club office.

6.0 OFFICERS

6.1 Officers are the Chair and Directors elected by the Membership and other Directors appointed by the Board by Ordinary Resolution.

6.2 All Officers share serve without remuneration.

6.3 The Chair shall ensure the Board functions in accordance with its policies governing its own performance, ensure the execution of decisions made by the Board, sign all documents that require signature, fulfill all duties inherent to the office of Chair and shall have such other powers and duties as may be assigned by the Board.

6.4 The Board may vest in a Director all powers and authorize such person to perform all duties of the Chair in the latter's absence or inability to act.

6.5 Any Officer may be removed by a special majority vote of three-quarters (75%) of the Board of Directors, provided that such Officer has been provided notice of and the opportunity to be present and to be heard at the meeting where such resolution is put to vote.

6.6 An Officer may be removed by Special Resolution of the members, provided that notice has been given in the notice calling the meeting and the Officer has been given notice of and the opportunity to be heard.

6.7 An Officer who has been removed from office is also considered to have been removed from the Director position on the Board.

7.0 COMMITTEES

7.1 Creation and Delegation to Committee

The Board may from time to time appoint any committees, or other advisory bodies, as it deems necessary or appropriate for such purposes and such powers as the Board shall see fit. Any such committee is subject to such directions as the Board may make. A Terms of Reference will be developed by the committee and approved by the Board. Any committee member may be removed by Ordinary Resolution of the Board.

7.2 Meetings

The members of a committee may meet and adjourn as they think proper. Meetings of the committees will be governed by the rules set out in the bylaws governing meetings of the Board.

8.0 Conflict of Interest

A Director and or any member of a committee who has an interest or who may be perceived as having an interest in a proposed contract or transaction with the Club shall comply with Club policies. They shall disclose fully and promptly the nature and extent of such interest to the Board or committee, shall refrain from voting or speaking in debate on such contract or transaction and shall refrain from influencing the decision on such contract or transaction.

9.0 FINANCE

9.1 The financial year of the Club shall be September 1 to August 31.

9.2 The banking business of the Club shall be conducted as such financial institutions as the Board may designate from time to time by Ordinary Resolution.

9.3 All financial transactions shall be by cheque or other authorized payment process. All cheques under \$10,000 drawn on the Club bank accounts shall be signed by two signing officers. Cheques drawn in the amount of \$10,000 or greater shall be signed by two signing officers, one of which shall be a Director.

9.4 The Club books and financial affairs shall be audited annually by an independent professional accountant or firm. Audited financial statements covering all funds received and administered shall be prepared annually and presented at the Annual General Meeting. Annual audited financial statements shall be sent to any appropriate organization as required and in compliance with their submission deadlines.

9.5 Auditors for the financial statement and accounts shall be recommended by the Board of Directors and approved at the Annual General Meeting by Ordinary Resolution.

9.6 If funds are required for the purpose of meeting short term operating expenses of the Club or for hosting various competitions, a debenture can only be issued by Special Resolution of the Members.

9.7 All Directors and members of committees will serve without remuneration and will not directly or indirectly receive any profit from their respective positions, provided that such Directors or members of committees may be paid reasonable expenses incurred in the performance of their respective duties.

10.0 CORPORATE

The business and affairs of the Club shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its purposes. The registered office of the Club shall be located in Calgary as such address as the Board may determine.

10.1 The necessary books and records of the Club required by the bylaws or by applicable law shall be necessarily and properly kept. Minutes from meetings of the Board and records of the Club shall be available to the Directors of the Board and each Director shall receive a copy of such minutes. All other books and records shall be available for viewing at the registered office of the Club in accordance with the Societies Act.

10.2 Members of the Club may examine the financial records and books or member minutes of the Club, by providing a written electronic request to the Club and providing one week's notice.

10.3 The Club shall not require a seal to be affixed to any written contract, document or instrument requiring the execution by the Club.

11.0 AMENDMENT OF BYLAWS

11.1 The bylaws may be proposed, amended, or repealed by the Board of Directors at a meeting of the Board. The Directors shall submit the bylaw proposal, amendment, or repeal to the Members at the next Annual General Meeting or Special Meeting.

11.2 Any Member of the Club may submit proposed bylaw proposals, amendments, or repeals in writing to the Chair of the Club a minimum of ninety (90) days in advance of the Annual General Meeting at which they are to be considered. The proposals, amendments, or repeals shall be sent to each Member and Director sixty (60) days prior to the date of the Annual General meeting. Each Member and Director shall have fifty-two (52) days prior to the date of the Annual General Meeting to respond, via written submission to the Club. The Club shall notify each Member and Director of any responses twenty-one (21) days prior to the said AGM. The Board of Directors may modify these deadlines by Ordinary Resolution and will provide notice of the revised deadlines to the Members prior to the deadlines specified in these Bylaws.

11.3 Proposed amendments shall be distributed with the notice of meeting of the Annual General meeting or Special Meeting.

11.4 Amendments to the Club bylaws may be amended or repealed at any Annual General Meeting or special meeting provided that such amendments have been specified in the notice of the meeting provided a minimum of twenty-one (21) days prior to the date of the meeting. To enact any amendment, 75% of Members present must vote in favor of the Special Resolution.

12.0 DISSOLUTION

In the event of the dissolution of the Club, its assets will be distributed in trust to the Skate AB|NT|NU Section for the use of bursary grants or otherwise in accordance with any applicable legislation.

13.0 INDEMNIFICATION

13.1 Calalta Figure Skating Club will indemnify and hold harmless out of the funds of the Club each Board Director, their 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 Board Director.

13.2 Calalta Figure Skating Club will not indemnify a Board Director or any other person for acts of fraud, dishonesty or bad faith.