

# **SKATE NOVA SCOTIA**

# **BYLAWS**

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## ARTICLE I GENERAL

- 1.1 Purpose** – These Bylaws relate to the general conduct of the affairs of Skate Nova Scotia, which as the Provincial Sport Organization representing figure skating in the Province of Nova Scotia; and as a recognized Section as defined within the Skate Canada Bylaws, shall represent the interests, advance and promote the sport within the Province of Nova Scotia. A corporation under the Nova Scotia Societies Act.
- 1.2 Definitions** – The following terms have these meaning in these Bylaws
- a. *Act* – the Nova Scotia Societies Act
  - b. *Annual General Meeting* – the Annual General Meeting of the members and will be presented at that meeting a financial statement
  - c. *Appointed Director* – a Director appointed by the Board by way of Ordinary Resolution;
  - d. *Financial Reviewer* – an individual appointed by the Members at the Annual General Meeting of the Members to review the books, accounts and records of the Corporation for a report to the Members at the next Annual Meeting. The Financial Reviewer will not be an Employee or a Director of the Corporation
  - e. *Articles* – the Corporation’s Articles of Incorporation filed with the Registrar
  - f. *Board* – the Board of Directors of Skate ~~Canada~~ Nova Scotia
  - g. *Club* – a non-profit organization that is operating for the general purpose of providing Skate Canada skating programs and is managed by a volunteer board of directors
  - h. *Coach Representative* – Registered Professional Coach in Good Standing who is registered as a resident within the Section and who has been elected by registered Professional Coaches in Good Standing within the Section in accordance with these Bylaws;
  - i. *Corporation* – Skate Nova Scotia
  - j. *Days* – days including weekends and holidays
  - k. *Delegate* – a representative of a voting member entitled to vote at Annual General Meetings and Special Meetings;
  - l. *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws;
  - m. *Good Standing* – a person who has paid all dues outstanding to Skate Canada, the Section, a club, or skating school, who has not been suspended or expelled, has completed and remitted all documents required, has complied with all governing documents and who the Board has not declared to not be in good standing. In the case of members, a member whose membership has not been terminated in accordance with Skate Canada Bylaws;
  - n. *Member* – each entity or individual that meets the requirements of any of the two member classes as defined in 2.4;
  - o. *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;
  - p. *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution
  - q. *Organization* – an association, corporation, partnership;
  - r. *President* – the person elected to the office of the President

- s. *Region Representative* – a member of the Board of Directors elected annually by the member clubs located within each region.
  - t. *Registered Professional Coach in Good Standing* – A skating expert with the required National Coaching Certification Program qualifications to provide a remunerated service at Skate Canada sanctioned clubs and skating schools, both on and off-ice. These individuals have registered, provided full payment and have met all professional coach's registration requirements as set annually by Skate Canada;
  - u. *Registrant* – Includes (i) an individual who is registered by a Club or Skating School with Skate Canada and who is subject to all rules, regulations and policies of Skate Canada but who is not a member; and (ii) an individual who is engaged in any activity provided, sponsored, supported, sanctioned or recognized by Skate Canada and registered directly with Skate Canada but who is not a member
  - v. *Registrar* – the Nova Scotia Registrar of Joint Stocks, or any successor or replacement agency
  - w. *Skate Canada* – a corporation incorporated or continued under the laws of Canada under corporation number 346446;
  - x. *Skating School* – an organization other than a Club that is operating for the general purpose of providing Skate Canada skating programs;
  - y. *Section* – Skate Nova Scotia
  - z. *Special Meeting* – a meeting of members which is not the Annual General Meeting; and
  - aa. *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting members entitled to vote on that resolution
- 1.3 Head Office** – The head office of the Corporation will be located at 5516 Spring Garden Road 4<sup>th</sup> floor, Halifax, Nova Scotia B3J 1G6.
- 1.4 Corporate Seal** – The Corporation has a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.5 No Gain for Members** – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.6 Ruling on Bylaws** – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.7 Conduct of Meetings** – Unless otherwise specified in the Act or these Bylaws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

- 1.8 Interpretation** – Words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, and an unincorporated organization.

## ARTICLE II MEMBERSHIP

### 2.1 Membership Dues and Duration

- a. **Year** – The membership year of the corporation will be September 1 to August 31 unless otherwise determined by the Board
- b. **Dues** – Membership dues will be determined by, and submitted to Skate Canada and a portion thereof will be transferred to the Corporation

### 2.2 Membership Categories - Skate Canada has the following categories of Membership

- a. **Skate Canada Member Clubs and/or skating schools** – A registered Skate Canada Member Club/skating school that is located within the Province of Nova Scotia and has agreed to abide by the Corporation’s Bylaws, policies, procedures, rules and regulations
- b. **Coach** – who is a member in good standing with Skate Canada, has agreed to abide by the Corporation’s Bylaws, policies, procedures, rules and regulations.

### 2.3 Admission and Renewal of Members – Any registrant/Club will be admitted as a Member or renewed as a Member IF:

- a. The candidate member makes an application for membership in a manner prescribed by Skate Canada;
- b. The candidate member has paid dues and is a member in good standing of Skate Canada;
- c. The candidate member agrees to uphold and comply with the Corporation’s governing documents;
- d. The candidate member meets any other condition of membership determined by the board
- e. The candidate member has met the applicable definition listed in Section 2.4 and

### 2.4 Suspension and Termination of Membership

- a. **Suspension** – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, or by Ordinary Resolution of the Board.
- b. **Termination** – Membership in the Corporation lies within the jurisdiction of Skate Canada.
- c. **May not Resign** – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation
- d. **Dues Payable** – Any dues, subscriptions, or other monies owed to either Skate Canada or the Section by suspended or expelled Members will remain due.

### 2.5 Good Standing – A Member will be in good standing provided that the Member:

- a. Has not ceased to be a member of Skate Canada
- b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

- c. Has completed and remitted all documents as required Skate Canada and the Section;
- d. Has complied with the Bylaws, policies and rules of Skate Canada and the Section;
- e. Is not subject to a disciplinary investigation or action by Skate Canada or the Section, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f. Has paid all required membership dues to Skate Canada.

## ARTICLE III MEETINGS OF MEMBERS

- 3.1 Annual Meeting** – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Nova Scotia. The Annual Meeting will be held within 90 days of the Corporation’s fiscal year end.
- 3.2 Special Meeting** – A Special Meeting of the Members may be called at any time by the President, the Board or upon the written requisition of ten (10%) percent or more of the voting Members. Agenda of the special meeting will be limited to the subject matter for which the meeting was duly called
- 3.3 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 permit all participants to communicate adequately with each other during the meeting if the Corporation 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.
- 3.4 Notice** – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and posted on the Skate Nova Scotia website at least twenty-eight (28) days prior to the date of the meeting. A proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.
- 3.5 Waiver of Notice** – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of 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.
- 3.6 Error or Omission in Giving Notice** – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 New Business** – No other items of business will be included in the notice of the meeting of the Members unless notice by email or electronic submission of such other item of business has been

submitted to the President and Executive Director (twenty -one (21) days prior to the meeting of the Members.

- 3.8 Quorum** – A quorum for any meeting of the members shall represent twenty-five (25%) percent of the voting Members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 3.9 Where No Quorum** - If a quorum of Members is not present at the meeting. Members in attendance may reschedule the meeting to a new date and time. Notice shall be given to all Members at least fourteen (14) days prior to the rescheduled meeting date, and at such rescheduled date the Members shall, with the exception of, passing a Special Resolution, be permitted to transact business at the meeting with or without a quorum.
- 3.10 Closed Meeting** – Meetings of Members will be closed to the public except by invitation of the Board or Members attending the meeting, and in accordance with 4.13.
- 3.11 Agenda** – The agenda for the Annual Meeting may include:
- a. Reading of Notice of Meeting
  - b. Call to order
  - c. Establishment of quorum
  - d. Adoption of Minutes of the previous Annual Meeting
  - e. Confirmation of actions taken by the Board
  - f. Presentation and approval of reports
  - g. Financial Statement
  - h. Nomination report and election of Board Members
  - i. Appointment of scrutineers if necessary
  - j. Awarding of competitions
  - k. Review of Amendments if required
  - l. New Business
  - m. Adjournment

Such order may be changed at the request of the President

- 3.12 Scrutineers** – The Nominating Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted if necessary.
- 3.13 Adjournments** – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 3.14 Attendance** – The Annual General Meeting of the Society is open to observers.

**3.15 Record of Proceedings:** A complete record of the Meeting shall be taken and kept at the Section Office.

### **Voting at Meetings of Members**

- 3.16 Voting Rights:** Members have the following voting rights at all meetings of the Members:
- a. Each Member Club is entitled to appoint one Delegate who has one vote on behalf of that Member
  - b. Each Board member of the Section shall be entitled to one vote
- 3.17 Delegates:** Each club/skating school is entitled to 1 voting delegate. Delegate must be at least eighteen years of age, of sound mind, and be acting as the voting Member's representative.
- 3.18 Determination of Votes** – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 3.19 Majority of Votes** – Except as otherwise provided in these Bylaws, an Ordinary Resolution (simple majority) will decide each issue. In the case of a tie, the motion will be deemed defeated.

## **ARTICLE IV GOVERNANCE**

- 4.1 Composition of the Board and Terms of Office** - The Board of Directors of Skate ~~Canada~~ Nova Scotia will consist of the following (*All terms of office are for a three year term*).
- a. **President**-Shall be elected for a three-year term or until they or their successors have been duly elected in accordance with these Bylaws unless they resign or are removed from or vacate their office.
  - b. **Past President** – Shall exist for a three-year term and shall serve as Nominations Chair and Awards Chair during that time.
  - c. **Vice President**– Shall be elected for a three-year term or until they or their successors have been duly elected in accordance with these Bylaws, unless they resign or are removed from or vacate their office.
  - d. **Secretary/Treasurer** - Shall serve terms of three years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign or are removed from or vacate their office.
  - e. **Four (4) Director** - Shall serve terms of three years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign or are removed from or vacate their office-
  - f. **Section Coaching Representative** – Shall serve terms of three years and will hold office until they or their successors have been duly elected by the coaches prior to the Section AGM at a coaches meeting conducted by the Executive Director or designate;

- g. **Officials Chair** – will be appointed by Chair and shall serve terms of three years and will hold office until they or their successors have been duly appointed in accordance with these Bylaws, unless they resign or are removed from or vacate their office.
- h. **Region Representative** – Region Representatives are elected by the clubs within each region and shall serve terms of three years. They will hold office until they or their designate have been duly elected by their Region.
- i. An Elected Director elected to serve a partial term will, upon completion of the partial term, remain eligible to serve as an elected Director

**4.2 Eligibility of Directors** – To be eligible for election as a Director, an individual must:

- a. Be eighteen (18) years of age or older;
- b. Have the power under law to contract;
- c. Not be a paid employee of Skate Canada or Skate ~~Canada~~ Nova Scotia
- d. Shall be willing to abide by the policies and Bylaws governing Skate Canada and the Section
- e. Shall be a Registrant in Good Standing of Skate Canada
- f. Shall be a resident of Nova Scotia.
- g. All Board Members shall serve without remuneration.

**Election of Directors**

**4.3 Nominating Committee** – The Nominations Committee will be chaired by the Past Section President or designated Officer or Director. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors and ensure that the established skill set requirements are met. All nominations must be received at least thirty (30) days prior to the Annual General Meeting to the Nominating Committee Chair or designate. Names of valid nominees will be circulated to all Members fifteen (15) days prior to the Annual General Meeting as per 5.4.

**4.4 Nominations** – Any nomination of an individual for election as a Director will:

- a. Include the written consent of the nominee by signed or electronic signature;
- b. Comply with the procedures established by the Nominations Committee;
- c. There will be no nominations from the floor of the meeting

**4.5 Election** - Election for each position will be decided by a majority vote of the Members in accordance with the following;

- a. **One valid nomination for each vacant position**- the Director(s) shall be declared elected by Ordinary Resolution.
- b. **Two or More Valid Nominations** – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

- c. **Three Director Positions** – If there is a one (1 or 2) year term for a Director position then the candidate with the fewest number of votes will receive the one (1 or 2) year term.

### Appointed Directors

- 4.6 **Appointed Directors** – The President may ~~by~~ appoint one or more directors, who shall hold office for a term expiring not later than the close of the next Annual General Meeting.

### Resignation and Removal of Directors

- 4.7 **Resignation** – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President and Executive Director or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.8 **Vacate Office** – The office of any Director will be vacated automatically if:
- The Director becomes no longer eligible to be a Director;
  - The Director dies or sustains a permanent disability that prevents carrying out the duties of a Director;
  - If the Director is found by a court in Canada to be of unsound mind
  - If the Director is found guilty of a relevant criminal offense
  - The Director becomes bankrupt
- 4.9 **Removal** – A Director may be removed by Ordinary Resolution of the Members at a meeting of the Members, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

### Meeting of the Board

#### Call of Meeting

**Board** - Meeting of the Board of Directors will be held at any time and place as determined by the Section President or by written requisition of at least 50% of the Directors

- 4.10 **Notice** – Electronic notice of Board meetings will be sent to all Board Members no later than 1 week before the meeting date.
- 4.11 **Chair** – The Section President will be the Chair of all Board of Directors meetings, unless otherwise determined by the Section President.
- 4.12 **Quorum** – At any meeting of the Board, quorum will be the majority of the Board of Directors holding office.

- 4.13 Voting**- Each Director is entitled to one vote. Voting will be by a show of hands, written, orally or electronically unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. Exception see 5.17.
- 4.14 Meeting Chair** – The Meeting Chair may vote only to break a tie.
- 4.15 No Alternate Directors** – No person shall act for an absent Director at a meeting of Directors
- 4.16 Electronic Resolutions** – A resolution having been circulated via e-mail to all Directors is as valid as if it had been passed at a meeting of the Board
- 4.17 Closed Meeting** – Meetings of the Board of Directors will be closed to Members and the public except by invitation of the President.
- 4.18 Meetings by Telecommunications** – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.
- 4.19 Meeting Minutes** – For the Board of Directors meetings minutes will be done by the Section Executive Director. Meeting minutes will be held in the Section Office.

#### **Duties of Directors**

- 4.20 Standard of Care** – Every Director will:
- a. Act honestly and in good faith with a view to the best interests of the Corporation; and
  - b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **Powers of the Board**

- 4.21 Powers of the Corporation** – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.
- 4.22 Empowered** – The Board is empowered, including but not limited to:
- a. Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these Bylaws;
  - b. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
  - c. Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
  - d. Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
  - e. Follow registration procedures, membership fees, and other registration requirements as determined by Skate Canada;
  - f. Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;

- g. Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h. Borrow money upon the credit of the Corporation as it deems necessary in accordance with these Bylaws; and
- i. Perform any other duties from time to time as may be in the best interests of the Corporation.

## ARTICLE V OFFICERS

**5.1 Composition** – The Officers will be comprised of the President, the Past President, Vice President, Secretary/Treasurer and the Executive Director (non-voting), its powers shall consist of those delegated to it by the Board of Directors.

**5.2 Duties** – The duties of Officers are as follows:

- a. The **President** will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b. One **Vice President** will, in the absence or disability of the President, perform the duties and exercise the powers of the President and will perform such other duties as may from time to time be established by the Board.
- c. The **Past President** will be responsible for the Nominations Committee and the Awards Committee and will perform such other duties as may from time to time be established by the Board.
- d. The **Secretary/Treasurer** will review financial statements and provide the Board with an account of the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board. The duties of the Secretary may be delegated by the Board to the Executive Director. The day to day financial business of the Corporation may be delegated by the Board to the Executive Director.

**5.3 Delegation of Duties** – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

**5.4 Removal** – – A Director may be removed by Ordinary Resolution of the Members at a meeting of the Members, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

**5.5 Vacancy** – Where the position of an elected Officer becomes vacant for whatever reason, the Board will appoint another Officer to fill the vacancy until the end of the term.

## ARTICLE VI COMMITTEES

- 6.1 Appointment of Committees** – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.
- 6.2 Quorum** – A quorum for any committee will be the majority of its voting members.
- 6.3 Vacancy** – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.
- 6.4 President Ex-officio** –the President will be an ex-officio non-voting member of all Committees of the organization.
- 6.5 Removal** – The Board may remove any member of any Committee.
- 6.6 Debts** – No Committee will have the authority to incur debts in the name of the Corporation.
- 6.7 Standing Committees** - Standing committees are established by and are responsible to the Board of Directors.

## ARTICLE VII FINANCE AND MANAGEMENT

- 7.1 Fiscal Year** – Unless otherwise determined by the Board, the fiscal year of the Corporation will be April 1 to March 31.
- 7.2 Bank** – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 7.3 Financial transactions** - All financial transactions shall be by cheque or other authorized payment process. All cheques shall be signed by 2 of the 3 signing officers. There will be 3 signing officers recognized by the bank at all times.
- 7.4 Financial Reviewers** – At each Annual Meeting the Members will appoint a financial reviewer to conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. If the members fail to appoint a financial reviewer the Directors may do so. The financial reviewer will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.
- 7.5 Annual Financial Statements** – The Directors will approve financial statements (evidenced by signature of the Section President and one or more Directors) of the Corporation of the last fiscal

year of the Corporation and present the approved financial statements to the Membership. The financial statements will include;

- a. The financial statements;
- b. Any further information respecting the financial position of the Corporation

**Books and Records** – The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a. The Corporation's articles and Bylaws;
- b. The minutes of meetings of the Board;
- c. The resolutions of the Board
- d. A register of Directors;
- e. A register of Officers;

- 7.6 Signing Authority** – From time to time the Board of Directors may authorize a Board Member , or Employee of Skate Canada Nova Scotia to sign for and on behalf of Skate Canada Nova Scotia Contracts, agreements, leases, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.
- 7.7 High Value Contracts** – All financial instruments and contracts with a value larger than \$10,000 must be signed by two (2) Officers or other individuals as designated by the Board that hold the signing authority of the Corporation.
- 7.8 Property** – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.9 Borrowing** – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

## Remuneration

- 7.10 No Remuneration** – All Directors, Officers (with the exception of paid employees of the Corporation who have been appointed as Officers), and members of Committees (except as permitted by these Bylaws) will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.

**7.12 Conflict of Interest** – A Director, Officer or 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 Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest and any Board approved Conflict of Interest Policy.

## ARTICLE VIII AMENDMENT OF BYLAWS

### 8.1 Voting

These Bylaws may only be amended, revised, repealed or added to by Special Resolution duly passed at an Annual General Meeting or Special Meeting. Upon affirmative vote any amendments, revisions, addition or deletions will be effective upon approval of the registrar.

## ARTICLE IX NOTICE

- 9.1 Written Notice** – In these Bylaws, written notice will mean notice which is emailed to the address of record of the individual, Director, Officer, or Member, as applicable.
- 9.2 Date of Notice** – Date of notice will be the date on which receipt of the notice is confirmed electronically where the notice is emailed.
- 9.3 Error in Notice** – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## ARTICLE X DISSOLUTION

- 11.1 Dissolution** – The Corporation may be dissolved in accordance with the Act.

## ARTICLE XI INDEMNIFICATION

- 11.1 Will Indemnify** – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the

duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

**12.2 Will Not Indemnify** – The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

**12.3 Insurance** – The Corporation will, at all times, maintain in force reasonable insurance including Directors and Officers liability insurance.

## ARTICLE XIII ADOPTION OF THESE BYLAWS

**12.1 Ratification** – These Bylaws were ratified by Ordinary Resolution of the Members of the Corporation at a meeting of Members duly called and held on May 5<sup>th</sup> 2022

**12.2 Repeal of Prior Bylaws** – In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws

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# SKATE NOVA SCOTIA

## MISSION STATEMENT

*Skate Canada Nova Scotia is the leader in promoting and providing quality skating programs that inspires Nova Scotians to participate throughout their lifetime for fun, fitness and achievement.*

## VISION

*“A unified skating community that inspires participants to skate for Life”*

## VALUES

*Skating is at the heart of all that we do. We are passionate about making a difference in our sport. We do so by living our values every day.*

COLLABORATION. As partners in the delivery of skating in Nova Scotia, we believe in working together to provide the best possible programs and services to our members.

RESPECT. We treat each other with integrity and fairness and are committed to creating a safe and welcoming environment

EXCELLENCE. We inspire, support and create the best possible environment to achieve individual and organizational excellence.