WOODSTOCK (On) SKATING CLUB CONSTITUTION

Articles of Incorporation

INCORPORATION

The name of the Club shall be Woodstock Skating Club herein after called the Club. The club was incorporated under the Ontario Companies Act as a Corporation without share capital by Letters Patent issued September 9, 1970. The head office of the Club shall be at the City of Woodstock, in the County of Oxford, in the Province of Ontario.

SKATE CANADA

The Club shall be a member in good standing of the Skate Canada. The Club shall pay such fees and other charges as shall be required of Clubs by Skate Canada. The Club is located in the Ontario Section of the Skate Canada.

PURPOSE

It shall be the purpose of the club to promote enjoyment in the area of figure skating, through safe instruction, practice and advancement of its members in all forms of skating: to encourage and cultivate a spirit of fraternity among skaters: and a community interest in this healthful form of recreation, through the presentation of amateur ice carnivals and other Club activities - all in keeping with the general policies of the Skate Canada.

The Club will operate on a not-for-profit basis for the general purpose of providing skating facilities and activities for its members. The Club, with respect to any aspect of skating, is to be managed and operated by amateurs who are duly registered as Associate Members of the Skate Canada. The Club shall protect the eligible status of its members. The Club shall not take or omit any action that would knowingly jeopardize the eligible status of its members.

MANAGEMENT

The management of the affairs of the Club shall be solely vested in an elected Board of Directors who shall appoint from their number, an Executive Committee. The Board shall have the entire authority in the management of the affairs and finances of the Club and general control of its properties.

BY-LAWS

The By-Laws, appended to this Constitution, shall describe the organization and functions of the Club, and the means by which members of the Club may elect the Club Executive and control the property and activities of the Club.

The Rules and Regulations of the Skate Canada shall take precedence over any Club By-Laws. Any By-Law contrary to the Rules of the Skate Canada and those of the Section shall be invalid.

By - Laws

BOARD OF DIRECTORS

The Board of directors shall consist of SEVEN (7) elected members (one of which can be a past president) and up to three honourary members for a maximum of TEN (10) elected members, of the age of eighteen (18) years or over. Each Director must be an active associate or Honourary Member in good standing. One of the coaches shall be elected from all coaches teaching in the club to represent them on the board and will have a vote. The coaches can also choose an alternate to represent them. However, the Alternate shall not have a vote. (Note a total of eleven (11) board votes.)

The Board may appoint Honourary Board Members, in addition to the regular Board, who, without voting power, may function as any other Board Member with respect to any Club business or activity in an internal manner. There shall be no more than three (3) such Honourary Board Members at any given time.

The members shall be elected each year at the regular annual meeting of the membership. The initial term of office shall be for a period of three (3) consecutive years. Each year the Executive shall co-ordinate terms so as to balance the retiring terms without creating extensive turnover.

If, for any reason, a Directorship becomes vacant, the board may appoint a Director for the balance of the current Club year, and at the next regular annual meeting of the membership shall elect a Director for the unexpired term, if any.

The Board shall appoint from their number, an Executive Committee consisting of President, Vice-President, Secretary and Treasurer. This action shall take place at the first Board Meeting which is to be held within two (2) weeks following the annual meeting and election, or as soon as practicable thereafter.

The Executive Committee Members shall hold office for one (1) year.

Vacancies to this Committee shall be filled by appointment from the remaining elected board members.

The board may appoint an Administrator, assistant Secretary and/or assistant Treasurer from the Club Membership or outside it, on such terms the Board deems advisable, to assist the Board members in their duties.

The Board may approve to hire an administrator for the purposes as directed by the Executive Committee members. This employee of the club would report directly to the Board of Directors and would submit for renumeration to the Treasurer as prescribed by the Executive committee.

The Board shall meet, to direct the activities and the financial obligations, at least once each month during the active skating season and as determined by the President during the remainder of the calendar year. Such meetings shall be called by the President.

In an emergency situation, the principal Board Member of the situation must attempt to contact all other Board Members to arrange an emergency Board meeting. This Emergency Meeting must consist of a minimum of 50% plus one Members of the Board, agreeing to meet within 72 hours of notification to discuss the issue. No business shall be transacted at such an Emergency Meeting except that for which notification was given. Of the Directors attending the Emergency Meeting, 75 per cent of the votes must be consenting in order for the issue to be decided. A written report is to be submitted to all Directors within 72 hours of the decision at the Emergency Meeting. The principal board member, who initiates the Emergency Meeting, must report the complete details of the Emergency Meeting at the next scheduled Board of Directors Meeting for ratification.

At any Board Meeting, 50% plus one Member, excluding Honourary Members, shall constitute a QUORUM, one of which must be the President or Vice-President.

At any meeting of the Board, a simple majority of votes shall decide any issue except non-budgeted expenditures and/or commitments in excess of five hundred dollars (+$500.00) which shall require a minimum of seven (7) consenting votes.

The Board shall make such Rules and Regulations as they may deem necessary for the proper operation, government and management of the Club. These Rules and Regulations shall be printed and available to all Members of the Club. This listing shall be updated and/or revised according to the authority of the Board.

The Board shall, at its first regular Meeting of each season, appoint Chairpersons and other Members of all standing Committees necessary for the functional operation of the Club during the current Club year. All Committee Members shall be responsible to and report to the Board of Directors. All Board Members and Committee Chairperson shall be Associate members of the Skate Canada.

The Board shall, prior to the beginning of each skating season, and in consultation with the Treasurer, adopt, set and publish the fee structure for membership and activities within the Club for the ensuing year. Unusual circumstances during the Club year, may, at the discretion of the Board, require a review and modification of the fee structure.

If at any time, any Director through absenteeism or any other unbecoming behavior which would contravene that which would be reasonably expected behavior of a Member of the Board of Directors, the Board may choose to take appropriate action, up to and including the termination of that Directors activities on the Board of Directors.

DUTIES of EXECUTIVE, ADMINISTRATOR and COACHING REPRESENTATIVE

PRESIDENT

The President shall accept other duties as directed by the Board, from time to time, in addition to those previously mentioned.

VICE-PRESIDENT

The Vice President shall assist the President in the discharge of the President's duties.

During the absence of the President, the Vice President shall assume all responsibilities and duties and officiate in his stead.

SECRETARY

The Secretary shall keep "minutes" of all meetings called by the President, be it General Membership or Board Meeting of regular nature, in books provided by the Club.

The minutes will be distributed to the board members within seven (7) days or sooner of the meeting.

The Secretary shall provide new Board Members with a copy of the Constitution and By­ laws.

The Secretary shall keep attendance of all Board Meetings either within the minutes or in a separate log provided by the Club.

The Secretary shall be responsible for the correspondence of the club and the giving of notice of all regular meetings of the Club and of the Board.

TREASURER

The Treasurer shall have charge of all the funds of the Club and, in books provided by the Club, shall keep a record of all receipts and disbursements, and shall render a written report monthly to the Board of Directors.

The treasurer shall also prepare for presentation at the Annual Meeting a written statement showing in various categories, the receipts and disbursements during the year and all money owing to and by the Club and the financial status of the club.

The Treasurer shall deposit the funds in the name and to the credit of the Club in any of the local branches of the Chartered Banks of Canada or Trust Companies and Credit Unions approved by the Board of Directors, or when directed and approved by the latter, convert into securities in the name of the Club and place in said bank for safe keeping. All cheques, bills of exchange and other instruments in the general course of banking to be signed, drawn or accepted or endorsed in the name of the Club by the Treasurer and by such person(s) as the Directors may by resolution appoint.

The Treasurer shall by one of at least two (2) signing officers on all club accounts including Synchronized Skating.

The treasurer, on approval by the Board of Directors, may make disbursements from the funds of the Club, by cheque or money order, to defray the day by day expenses of the Club, subject to report to and approval by the Board of directors at their next meeting.

Two (2) signatures are required on all cheques and other instruments of payment.

The Treasurer provided adequate safeguards are maintained and on approval of the other members of the Executive Committee, may delegate authority to another person or persons to undertake part of his or her duties in regard to the collection of annual fees for membership and other Club activities when circumstances warrant.

The Treasurer shall be responsible for preparing the Club’s annual budget and advising the Executive as to proposed expenditures and investments.

The Board shall appoint qualified person(s), upon recommendation of the treasurer, to conduct a financial review annually.

COACHES REPRESENTATIVE

The Coaches Representative shall be the liaison and main vehicle of communication between the Board and the Coaching Staff.

COMMITTEES/ APPOINTEES

STRUCTURE

The Standing Committees/ Appointees shall be but not limited to:

Judges and Test

Membership

Coaching Liaison

Music

Arena Liaison

Ice Show (Carnival)

Publicity

CanSkate/ Program Assistants

Nominating (Past President as Chair)

Session Conveners

Club Fund Raising

Synchronized Program

Bursary

Budget / Audit (Treasurer as Chair)

and any other committees as the Board of Directors may deem necessary.

Each Standing Committee, except the Nominating Committee, will consist of one (1) member of the Board of Directors and as many other Members at Large as the Board deems necessary to fulfill the duties and responsibilities.

The Nominating Committee will consist of the Past Chair, two (2) members from the Board and one (1) member from the General Membership. Board Members must not be in the last year of their term of office.

The Bursary Committee will consist of the Treasurer and one other Board member with two members of the General membership.

Two (2) or more committees may be chaired by the same individual member of the board as this position is an appointment.

No disbursement from the funds of the Club may be made by any committee, without prior approval of the Board of Directors. All committees shall comply with the budget/audit committee requirements.

The members of each committee shall be appointed annually and the term shall expire within ninety (90) days following the date of each annual meeting.

The Chairman of each committee and/or the Treasurer shall submit, in writing, to the Board, prior to each skating season, an estimate of its expenditure requirements for the ensuring year.

The Chairman or representative of each committee shall report to the Board on all activities at each regular meeting of the Board of Directors.

All decisions by the Board are final and shall override any conflicts.

DUTIES AND RESPONSIBILITIES

JUDGES AND TEST COMMITTEE

This committee shall be responsible for arranging and supervising all tests in consultation with any appointed referees. This committee shall obtain qualified Judges or evaluators for all events held within the Club. Records of all tests tried and all tests passed and forwarding of same to Skate Canada is the responsibility of this committee. It is the duty of this committee to encourage potential judges and assist and promote judges schools and clinics. It is the duty of this committee to keep test records of all test skaters.

MEMBERSHIP COMMITTEE

It is the duty of this committee to actively campaign for the retention of current memberships and to promote the enrolment of new memberships. It is the responsibility of this committee to collect and maintain data on all members of the club as it pertains to activities of the club.

COACHING LIASON

It is the duty of this appointee to maintain the highest calibre of coaches for the skating membership.

On behalf of the Club, this appointee shall negotiate with all coaches annually to establish equitable working conditions, responsibilities and remuneration. Contracts shall be renewed annually and must be approved by the Board of Directors and signed by the President and the Coach before said Coaches may assume their responsibilities. Carnival contracts with Coaches shall be negotiated by the carnival committee and approved by the Board of Directors prior to start of practice for carnival.

ARENA LIAISON

This appointee's duty is to provide suitable ice surfaces at reasonable times and costs. On behalf of the Board this appointee shall negotiate with the owners of ice surfaces at least annually to meet the requirements of the Club. This liaison shall be the only vehicle for communications between the board and the owners of the ice surface. This appointee shall comply with the budget/ audit committee requirements.

BULLETIN COMMITTEE

This committee shall publish for all club members, accurate and timely information concerning all club activities and events.

CARNIVAL / ICE SHOW COMMITTEE

This committee shall be formed only during a year that the Board elects to hold an ice show or at such times as the Board may decree. This committee shall oversee and be responsible for the planning and all other activities relating to the production of an ice show. All contracts must be negotiated in writing and signed prior to the start of the ice show practices. The overall Production of an ice show must lie within this committee. A coach may not assume this position. This committee shall comply with the budget / audit committee requirements.

SESSION CONVENOR COMMITTEE

Committee to oversee all skating sessions

PUBLICITY COMMITTEE

It is the duty and responsibility of this committee to promote all activities of the club and its members to the public. This shall include media coverage of events and advertising in all forms.

CANSKATE / PROGRAM ASSISTANTS

This Committee shall oversee all aspects of CanSkate / Program Instructing within the club. This committee shall, in consultation with the club professional coaches, make recommendations to the Board for candidates to be CanSkate / Program Instructors. All schedules, including training, tests, and on-ice activities of CanSkate / Program Instructors are the direct responsibility of this committee.

CLUB FUND RAISING COMMITTEE

To oversee all fund raising events except Synchronized Skating. This committee shall comply with the budget/ audit committee requirements.

BURSARY COMMITTEE

The Bursary Committee will consist of the Treasurer and one other Board member with two members of the General membership. To administer funds allocated by the Board of Directors and/ or received otherwise.

Define criteria for the selection of awards and or bursaries. All criteria shall be approved by Board of Directors. Recommend recipients as per defined criteria to Board of Directors for approval.

SOCIAL COMMITTEE

Responsible for providing food etc. as required for Test days, Club competitions, Ice Show Party and other functions as directed by Board of Directors.

BUDGET/ AUDIT COMMITTEE

The committee shall consist of the Treasurer, Vice-President, and two (2) other Directors as appointed by the Board of Directors other than the Chairs of the Synchronized Skating and Ice Show. Shall receive from all committees complete, detailed plans and financial requirements. These shall include an outline of the proposed activity/ program, detailed cost estimates, professional coaching requirements and ice requirements. Shall review the plans submitted and make recommendations to the Board of Directors. This committee may also reject such plans and return to the submitting committee for revision and resubmission

A committee may not bypass the Budget /Audit committee when ANY funds are required to administer the activity/ program. Shall review / audit as required the status of such activities/ programs including advising the Board of Directors as to appropriate action if any to maintain budget / audit control.

MEMBERSHIP

APPLICATION FOR MEMBERSHIP

Application for membership in the club shall be open to all interested parties, irrespective of sex, age, creed or colour.

Application for membership must be made annually on forms prescribed by the club and by the date or dates prescribed by the club. Intentional falsification of an application may invalidate such application.

MEMBERSHIP ACCEPTANCE

Membership application acceptance is at the sole discretion of the membership committee and/or the Board of Directors.

Full payment of fees, as prescribed by the Board must be made prior to the attaining of the status of membership in good standing.

Club privileges and activities are not available to those who have not achieved a membership in good standing status. i.e. test permission, competition permission, and ice show participation

ANNUAL FEES

Annual fees for all classifications of membership shall be as prescribed by the Board of Directors annually.

Annual fees shall be due and payable at the beginning of each skating season or as prescribed by the Board of Directors.

There shall be no reduction in fees for any member claiming inability to skate or otherwise participate throughout the skating season.

Persons admitted to membership after one half of the current skating season has elapsed or withdrawing their membership before one half of the current skating season has elapsed may be allowed a reduction in annual fees according to fees policy and at the discretion of the Board of Directors.

The club shall pay its Skate Canada Associate fees for all active judges, evaluators, data specialists and club board of directors and committee chairs who list WSC as their Home Club,

REGISTRATION

All members of the club, except special classifications shall be registered with the Skate Canada.

All members of the club, except special classifications shall pay such registration fees to the association as are set forth in the Skate Canada rule book.

The Executive, may, by written notice, terminate membership of a member for acting contrary to the Rules and Regulations of the Skate Canada or the Club.

The Executive shall, on request, give to the individual an explanation for the termination of membership.

The individual, if he so desires shall have the right of appeal at the descretion of the Board of Directors appealing may be made to the Executive and to a General meeting

MEMBERSHIP CLASSIFICATIONS

STARSkate: This classification shall be as prescribed annually by the Board of Directors.

CANSKATE: This classification shall be as prescribed annually by the Board of Directors.

PARENT/ CHILD: This classification shall be as prescribed annually by the Board of Directors.

FAMILY: This classification shall be as prescribed annually by the Board of Directors.

ASSOCIATE: This classification shall include the members of Board of directors, Committee chairpersons, husbands, wives, parents and other persons who are interested in the welfare of the club and the promotion of skating but do not skate.

SPECIAL: This classification is of parents or guardians of club members who are not of legal age. There shall be no fee schedule for this classification. (This classification shall be applicable ONLY at annual and special general meetings).

SKATING UNCHALLENGED: This is a special classification granted and shall be prescribed annually by the Board of Directors

SYNCHRONIZED SKATING: This is a special classification and shall be as prescribed annually by the Board of Directors

DAMAGE, LOSS OR INJURY

The Club, its directors, officers, servants and employees shall not be responsible for any damages, injury, or loss of property sustained by any member, guest, visitor or other person on any premises or facilities owned or occupied by the Club or associated in any way with its activities. Every member, guest, visitor, or other person shall use the Club's facilities equipment at his or her own risk. All complaints must be made in writing to the Board of Directors for due consideration and any action the Board deems necessary.

INTERPRETATION OF BY-LAWS, RULES AND/OR REGULATIONS

The decision of the board of Directors, as to the meaning or intention of any by-laws, or sections thereof, or of any rules or regulations made or posted by the Board, shall be final and binding

CHANGES OF BY-LAWS

Any amendment to be accepted or ratified, must pass by vote of at least two-thirds of those present and eligible to vote at an Annual or General Meeting of the Club.

All changes to the Constitution or by-laws become effective immediately they are passed by a consenting vote unless the motion specified otherwise. The passing of a change shall effectively repeal the previous

wording.

BY MEMBERS

Any member of the Club, in good standing, may propose an amendment to the constitution or any section or sub-section of the by-laws of the Club. This proposal must be submitted in writing to the Board of Directors of the Club. Upon acceptance by the board, this proposed amendment will be presented to the next General or Annual meeting falling at least twenty-one (21) calendar days or more after the date of submission.

No amendment to the constitution or any section or sub-section of the by-laws shall be accepted from the floor at any meeting.

BY DIRECTORS

Amendments to the constitution or any section or sub-section of the by-laws may be enacted by the Board of Directors as required. Consenting vote of at least two- thirds of those present and eligible to vote is required for enactment. Such amendments must be presented at the next General or Annual meeting of the members for ratification. If such amendments fail to be ratified, they will cease to be effective and may not be re-enacted by the Board for one calendar year.

NOMINATIONS

NOMINATING COMMITTEE

A proposed slate of candidates and the name of the chairman of the nominating committee shall be included in the notice of all annual general meetings of the membership.

Nomination for Directors of the Board shall not be accepted from the floor at any Annual / General Meeting.

OTHER NOMINATIONS

Further nominations shall be accepted by the nominating committee in writing only and must be received at least 5 days prior to the date of the AGM. Each such written nomination must be dated and contain the printed name and signature of the seconder, and the printed name and signature, indicating acceptance of the nominee, in order that the nomination be valid. No nominations shall be permitted from the floor of any meeting. All such valid nominations shall be included with the nominating committee report at the Annual General Meeting.

CLUB MEETINGS

ANNUAL GENERAL MEETINGS

There shall be one (1) Annual General Meeting of the membership of the Club. The Annual Meeting shall be held within two (2) calendar months of the Club's fiscal year end.

The Order of Business at all Annual Meetings of the Club shall be as follows:

Call to Order

Minutes of the preceding Annual Meeting

Treasurer's Report

Secretary' Report

Other Reports

Acceptance of reports

Amendments of the Constitution and By-Laws

Election of Directors

New Business

Adjournment

SPECIAL GENERAL MEETING

A special General Meeting of the Membership of the Club may be called at the direction of the Board, or upon written request of at least ten (10) voting members in good standing. The written request must be forwarded to the Board and must contain the reasons for the request and all business matters for transaction. No Business shall be transacted at any Special General Meeting except that of which notice was given.

BOARD OF DIRECTORS MEETINGS

The Board shall meet, to direct the activities and the financial obligations, at least once each month during the active skating season and as determined by the President during June, July and August. Such meetings shall be called by the President or the Vice­ President. Electronic meeting format is allowed (facetime / zoom)

NOTICE OF MEETINGS

A notice of any Special or Annual General Meeting of the membership must be given to all members at least twenty eight (28) calendar days in advance thereof. Acceptable means of notice to all members in person by newsletter, mail or e-mail. All notices shall include the time and place of the meeting, proposed amendments to the constitution and by-laws, and a list of candidates nominated for elections to the Board.

QUORUM

A quorum for any Annual or Special General Meeting shall be fifteen (15) present of the eligible voting membership.

VOTING

Voting for directors shall be by secret ballot with a simple majority governing. A simple majority must be received by a candidate to be declared elected - voting for those not receiving a majority shall continue until required # are elected.

Voting on others matters may be a show of hands with a simple majority governing.

Voting on any matter at a Special or Annual General Meeting shall be restricted to eligible club members of legal age regardless of classification. Special Members as designated in By-laws shall be restricted to one vote per family regardless of how many children of the family. All persons voting shall be members in good standing of the Club.

In all instances of a tie vote at any Special or Annual General Meeting, a second round of voting shall take place between the entities so tied.

There shall be no proxy voting allowed at any meeting of the Club.

FISCAL YEAR AND FINANCIAL REVIEW

The fiscal year of the Club shall end on the 31st day of May in each calendar year. A financial review shall be made each fiscal year.

DISOLUSION OF CLUB

Should the Board of Directors determine that the Woodstock Skating Club shall cease to operate as per their charter, after final audit and AGM; any residual assets shall be directed to the “Oxford Community Foundation” or successor for management. The foundation shall manage these assets to benefit “Woodstock Area Youth” in Winter Sport activities. Specific details to be determined at the time of the charter surrender.

ENACTMENT

This constitution of the WOODSTOCK (On) SKATING CLUB – Articles and By-laws - are approved and enacted by the Board of Directors at the meeting held on JUNE 17, 2020 --- confirmed and adopted at the Annual General Meeting of the members held on ­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­­\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_ 2020.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ President

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Secretary