

**MOTION TO REPEAL AND REPLACE THE BY-LAWS OF THE GLOUCESTER
CONCORDES S.S.C - C.P.V. INC.**

WHEREAS, the Gloucester Concorde S.S.C - C.P.V. Inc. (the "Corporation") is governed by its existing by-laws adopted on February 20, 1991;

AND WHEREAS, it has been proposed that the existing by-laws of the Corporation be repealed and replaced with new by-laws;

AND WHEREAS, notice of this special resolution has been duly given in accordance with the requirements of the *Canada Not-for-profit Corporations Act* and the existing by-laws of the Corporation;

NOW THEREFORE, BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

The existing by-laws of the Corporation, adopted on February 20, 1991, be repealed in their entirety.

The new by-laws attached hereto as Schedule A be adopted as the by-laws of the Corporation in substitution for, and to the exclusion of, the existing by-laws.


Any one director or officer of the Corporation is hereby authorized and directed to execute and file any documents or forms with the appropriate government authorities to give effect to this special resolution.

The directors of the Corporation are hereby authorized and directed to take all such actions as may be necessary or desirable to give effect to this special resolution.

AND FURTHER RESOLVED THAT:

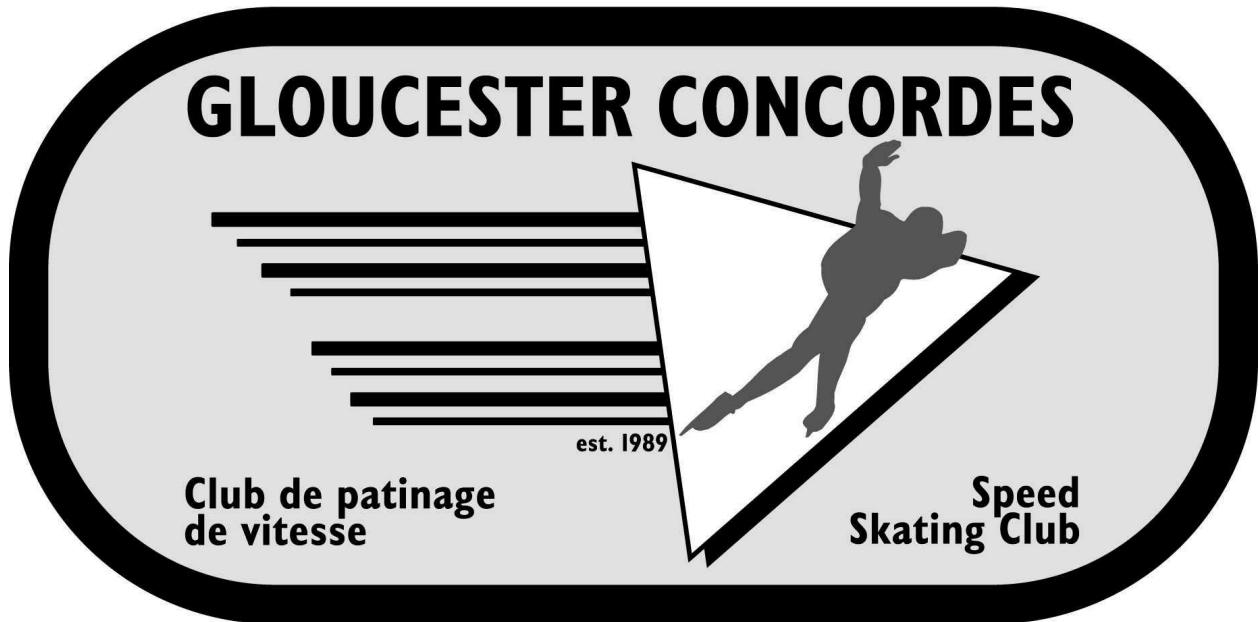
The undersigned President and Secretary of the Corporation do hereby certify that the foregoing is a true and correct copy of a special resolution duly adopted by the Board of Directors of the Corporation at a meeting held on March 25, 2024, and that said meeting was duly called and constituted, and that said resolution has not been amended or revoked and is in full force and effect as of the date hereof.

Benoit Letourneau, President May 4, 2024



Meghan Ash, Secretary May 4, 2024

SCHEDULE A: NEW BY-LAWS



**GLOUCESTER CONCORDES
S.S.C.-C.P.V. Inc.**

BY-LAWS

May 4, 2024

BY-LAWS

By-laws relating generally to the conduct of the affairs of

Gloucester Concordes S.S.C - C.P.V. Inc.

(the "Corporation")

1. GENERAL

1.1 Definitions

In these by-laws and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-laws" means these by-laws and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"members' meeting" includes an annual members' meeting or a special members' meeting; "special members' meeting" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual members' meeting;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of these by-laws, 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 unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Purpose

The purpose of the Corporation is to promote the development of speed skaters of all ages and abilities in a safe, fun and inclusive environment while fostering athletes to achieve their highest potential.

1.4 Corporate seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The President and Secretary of the corporation shall be the custodians of the corporate seal.

1.5 Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-laws or other document of the corporation to be a true copy thereof.

1.6 Financial year end

The financial year end of the Corporation shall be March 31 in each year.

1.7 Banking arrangements

The banking business of the Corporation shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

1.8 Issuance of payment

All cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be authorized by two (2) of the three (3) named directors, which must consist of the President, Treasurer and an additional director chosen at the first meeting of the board after the annual members' meeting. These directors alone may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation's bankers and authorize all bank forms for settlement of balances and releases of verification slips.

1.9 Borrowing powers

For the purpose of carrying out the objects of the Corporation, the board may borrow or raise or secure the payment of money in such a manner as it deems fair and in the best interests of the Corporation by special resolution of the board.

1.10 Annual financial statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available and any member may, on request, obtain a copy by email.

1.11 Amendment of by-laws

Except for the items set out in by-law 1.11 (Fundamental changes) in accordance with section 197 of the Act, these by-laws may be amended or repealed by ordinary resolution of the board. The directors will submit the amendment or repeal to the members at the next meeting of members, and the members may, by ordinary resolution, confirm, reject or amend the by-laws amendment or repeal. The by-laws amendment or repeal is effective from the date of the resolution of the directors. If the by-laws amendment is confirmed, or confirmed as amended, by the members, it remains effective in the form in which it was confirmed. The by-laws amendment or

repeal ceases to have effect if it is not submitted to the members as described or if it is rejected by the members.

1.12 Fundamental changes

In accordance with section 197 of the Act, a special resolution of all members is required to make the following fundamental changes to the by-laws or articles of the Corporation:

- a. change the Corporation's name;
- b. change the province in which the Corporation's registered office is situated;
- c. add, change or remove any restriction on the activities that the Corporation may carry on;
- d. create a new class or group of members;
- e. change a condition required for being a member;
- f. change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- g. divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- h. add, change or remove a provision respecting the transfer of a membership;
- i. subject to Section 133 of the Act, increase or decrease the number of, or the minimum or maximum number of directors;
- j. change the statement of the purpose of the Corporation;
- k. change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l. change the manner of giving notice to members entitled to vote at a meeting of members;
- m. change the method of voting by members not in attendance at a meeting of members; or
- n. add, change or remove any other provision that is permitted by the Act to be set out in the articles.

1.13 Language of by-laws

These by-laws have been drafted in English and any French version is a translation. In the case of conflicting interpretations, the English version will prevail.

2. MEMBERSHIP

2.1 Membership classes

Subject to the articles, there shall be three classes of members in the Corporation, namely:

Skating Members

- a. Under the age 16 (non-voting membership) and
- b. 16 years of age or older (voting membership).

Associate Members (voting membership)

- a. Parent of a skater that is under the age of 16;
- b. Volunteers or officials; and
- c. Coaches.

Honourary or Life Members (non-voting membership)

2.2 Membership conditions

2.2.1 Annual membership year

The annual membership year shall be September 1 until August 31 of the following year.

2.2.2 Member admittance

An individual may be admitted to the Corporation at any time of the year, if they have completed the application process and paid the prescribed fee, as may be required. Honourary or Life Members shall pay no fees. Once admitted, they may exercise full membership rights for the annual membership year.

2.2.3 Skating Members and Associate Members

Skating Members and Associate Members that may be admitted to the Corporation must also be registered with Speed Skating Ontario. A Skating membership or Associate membership shall be annual, subject to renewal in accordance with the policies of the Corporation.

2.2.4 Honourary Members or Life Members

Honourary or Life Members that may be admitted to the Corporation, include:

- a. Honourary Members - individuals or groups who endorse the mission and goals of the Corporation or wishing to provide financial assistance to the Corporation without the necessary involvement in the administration of it. An Honourary membership shall be annual, subject to renewal in accordance with the policies of the Corporation.
- b. Life Members - individuals who have made an outstanding contribution to the Corporation over an extended period of time and whose admittance to the Corporation receives unanimous approval of the board. A Life membership shall not expire.

2.2.5 Additional member requirements

All members shall accept and abide by any provision of the articles, by-laws, or written policies of the Corporation.

2.3 Membership rights

Subject to the Act and the articles:

- a. a voting member is entitled to receive notice of, attend and vote at all meetings of members and each such voting member shall be entitled to one (1) vote at such meetings.
- a. a non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
- b. All members shall:
 - i. be entitled to request an invitation to attend any board meeting of the Corporation;
 - ii. through written request to the president, have access to all Corporation records, subject to the requirements of law and in accordance with the rights of confidentiality;
 - iii. receive all publications and literature distributed by the Corporation unless they opt out; and
 - iv. be entitled to second and speak to resolutions at members' meetings;
- c. Skating and Associate Members shall be entitled to participate in instruction and training opportunities appropriate to their level or category.

2.4 Transferring membership

A membership of the Corporation may not be transferred.

2.5 Fundamental changes related to membership conditions or rights

Pursuant to subsection 197(1) (Fundamental Change) of the Act and by-law 1.11 (Fundamental changes), a special resolution of the members is required to make any amendments to by-laws 2.2 and 2.3, if those amendments affect membership rights or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

2.6 Fees

2.6.1 Annual membership fees

The board shall establish annual membership fees after Speed Skating Ontario's and Speed Skating Canada's fees have been released. The board shall notify members of the Corporation of annual membership fees by email. The board may also establish an annual prorated fee schedule for new members joining during the season, as appropriate.

2.6.2 Altering fees

Two (2) of the three (3) named directors, which must consist of the President, Registrar and an additional director chosen at the first meeting of the board after the annual members' meeting, may waive, prorate or downwardly adjust the membership fees in cases of requests for special consideration or subsidizations. Neither the board nor the named directors may alter Speed Skating Canada or Speed Skating Ontario association fees for any membership type.

2.6.3 Refunds

A request for a refund may be submitted by email to the Registrar within 30 days after the season begins or from when the membership commences. The Registrar shall inform the board of the request for a refund, and then return to the member all fees, except an administrative charge of \$75. A request for a refund after 30 days may be submitted to the Registrar by email for consideration by the board in accordance with the policies of the Corporation. The board may approve a request for refund after 30 days by ordinary resolution of the board.

2.6.4 Olympic athletes

The Corporation may pay the Speed Skating Ontario and Speed Skating Canada Out-of-Province membership fees for any alumni member who is a current Olympian or National Team member. The Corporation shall not pay these fees for an alumni who ceases to be a team member or retires.

2.6.5 Coaches

The Corporation may pay the Speed Skating Ontario and Speed Skating Canada coaching membership fees for the current season of a coach that is an Associate Member of the Corporation.

2.7 Termination of membership

2.7.1 Termination

A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

2.7.2 Termination by the board for failure to pay

The board may, by ordinary resolution, suspend or terminate a member who misses a scheduled payment. The suspended member may not be allowed to participate in Corporation activities (including but not limited to practices and competitions) until all arrears payments have been made.

2.8 Effect of termination of membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.9 Discipline of members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this by-law, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

3. MEMBERS' MEETINGS

3.1 Place of members' meetings

Subject to compliance with section 159 (Place of members' meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

A meeting of members may be held by means of telephone, electronic or other communication facility, provided the facility permits all participants to communicate adequately with each other during the meeting.

3.2 Persons entitled to be present at members' meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.3 Chair of members' meetings

Members' meetings shall be chaired by the President or their designate who shall be a member of the board.

3.4 Annual and Special Meetings

The annual members' meeting of the Corporation shall be held at such place and on a date designated by the board. Unless otherwise extended by applicable law, the annual members' meeting will be held within 15 months of the last annual members' meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

The general business to be considered at an annual members' meeting shall include the report of the President, elections of Directors, presentation of the annual financial statements and such other business, if any, as may properly come before the meeting.

Special meetings of the Corporation may be called by members who hold not less than five percent (5%) of the total members' votes or by any four (4) directors. A call for a special meeting must be delivered in writing to the President. The call must be signed by those requesting the meeting and set forth the purpose for which such meeting is called. Upon receipt of such request, the president shall within five (5) business days, send out such notice as required to call a special meeting of the members.

3.5 Quorum at members' meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be fifteen (15) members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.6 Voting at members' meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

3.7 Participation by electronic means at members' meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these by-laws, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

3.8 Members' meetings held entirely by electronic means

If the directors or members of the Corporation call a members' meeting pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4. BOARD OF DIRECTORS

4.1 Nomination procedures

4.1.1 Nominations

Nominations of an individual for election as a director may be made only by a member or by a nominations committee established by the board, in a form and in accordance with a timeline set by that committee. A nominations committee shall present to the members at least twenty-one (21) days prior to the commencement of the annual members' meeting all eligible nominations (as per Section 4.4) and, if and to the extent it sees fit, make recommendations for election at the annual members' meeting. In the absence of eligible nominations prior to the annual members' meeting, nominations may be made from the floor at the annual members' meeting.

4.1.2 Proposals nominating directors at annual members' meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than five (5) percent of members entitled to vote at the meeting at which the proposal is to be presented.

4.1.3. Cost of publishing proposals for annual members' meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

4.2 Number of directors

The board shall consist of the President, the Treasurer, the Secretary and the Registrar and a number of Directors at Large determined annually, such that the board is comprised of no fewer than four (4) and no more than 14 directors, in accordance with the articles. A Vice President may also be elected to the board. If an ordinary resolution of the members provides for such powers, the board shall determine, by resolution of the board, a fixed number of directors to be elected at each annual meeting. In the absence of such powers having been assigned to the board, the number of elected directors will be fixed annually by ordinary resolution of the members.

The board shall appoint a Skaters' Representative who is a Skating Member and is 16 years of age or older and Coaches' Representative who is an Associate Member to serve annually as non-voting members of the board. The Past President may also serve as a non-voting member of the board.

4.3 Terms of office of directors

The President, the Treasurer, the Secretary and the Registrar are elected for a term of two (2) years or the remainder of the two (2)-year term if a director is elected to fill a vacancy. For the purposes of commencing this cycle, the identity of those individuals, and the years in which their terms commence, shall form part of the resolution approving these by-laws or any amendment to it. A director in one of these positions may serve for consecutive terms in it.

The directors in these positions shall be elected to hold office at the annual members' meeting according to the following two (2)-year cycle:

Year 1: election of the Secretary and Registrar, and if elected, the Vice President;
and

Year 2: election of the President and Treasurer.

Directors at Large shall be elected for a term of one (1) year and may serve for consecutive terms.

The Past President shall be required to attend the first four (4) meetings after a new President is elected or as requested by the board.

4.4 Qualification of directors

An individual who meets the following criteria and is in accordance with subsection 126(1) of the Act, may be nominated for election or appointment as a director:

- a. is 18 years of age or older
- b. is nominated by two (2) individuals entitled to vote at members' meeting of the Corporation;
- c. does not have the status of bankrupt;
- d. is a member in good standing with the Corporation at the time of election; and
- e. has not been found to contravene any policies or Code of Conducts of the Corporation, Speed Skating Canada or Speed Skating Ontario.

4.5 Board vacancies

Any director position shall be automatically vacated:

- a. if a director resigns by delivering a written resignation to the Corporation;
- b. if a director becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out the duties required;
- c. on the death of a director;
- d. if a director ceases to be a member;
- e. if a director has the status of bankrupt;
- f. if a director is charged or convicted of any criminal offence related to the position;
- g. if an director fails to perform their assigned duties to the satisfaction of the board and after having followed a process identified by the board, and by unanimous decision of the remainder of the board is asked to vacate the position; or
- h. when a director is removed from office pursuant to these by-laws.

When any vacancy occurs on the board, the remaining directors may, by resolution and if applicable, in compliance with by-law 4.4, fill the vacancy with a member in good standing until the next annual members' meeting.

4.6 Removal of a director

Members may, by ordinary resolution, remove any director from office before the expiration of that director's term of office, and elect any registrant in their stead until the next annual members' meeting.

4.7 Calling of meetings of board of directors

4.7.1 Meeting notice

Meetings of the board shall be called by the President or any other three (3) directors, on at least seven (7) days notice. Board meetings or meetings of any committees of the board may be held by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.7.2 Persons entitled to be present at board meetings

All directors, officers and representatives shall be invited to board meetings. Any other member may also be admitted to the meeting on the invitation of the President or by resolution of the members. Members may also request an invitation to regular board meetings or committee Meetings.

4.7.3. *In camera* meetings

The board may conduct a portion of a meeting in privacy or *in camera*, with only board members or officers in attendance. The minutes and business of this portion of the meeting shall be recorded and kept separately from the meeting minutes.

4.7.4 Quorum and voting

A quorum for the transaction of business at any meeting of the board shall be a majority of directors then in office. Each director has one (1) vote and all matters of the board shall be decided by a majority of votes cast. Unless otherwise provided by the articles or by-laws or by the Act, the board may cast votes on a question determined by the board by electronic voting or other means, as deemed appropriate, outside of a meeting with results determined by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

4.7.5 Calling of a board meeting by members

A meeting may be requested to be called by not less than six (6) members of the Corporation that are not elected directors. The request must be emailed to the President and if the President does not call and hold the meeting within fourteen (14) days, the members may call the meeting within thirty (30) days of when the request was sent.

4.8 Powers

Except as otherwise provided in the Act or these by-laws, the board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the board's responsibilities include:

- a. fulfilling the duties and responsibilities given to it by the members at the annual members' meeting;
- b. approving the vision, mission, values and strategic direction of the Corporation;

- c. approving policies, procedures, rules and regulations;
- d. establishing committees and approving terms of reference for those committees;
- e. ensuring payment of Corporation debts, including the borrowing funds and pledging any assets; and
- f. delegating, as deemed necessary, any or all powers, duties, and authority of the board that may be lawfully delegated to any committee, officer or other person.

4.9 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

4.10 Remuneration of directors

The directors shall not receive any financial remuneration for their services, but they shall be entitled to be reimbursed for reasonable travel and other expenses properly incurred by them in connection with the affairs of the Corporation.

5. OFFICERS

5.1 Description of officers

The officers of the Corporation shall be the President, the Treasurer, the Secretary, the Registrar, who shall also be elected directors of the Corporation, and if elected the Vice President. Officers may include such other officers as the board may appoint from time to time.

Unless otherwise specified by the board which may, subject to the Act, modify, restrict or supplement such duties and powers, the officers of the Corporation shall have the following duties and powers associated with their positions:

- a. The President of the Corporation shall provide the leadership required to attain the mission of the Corporation in accordance with the articles; namely by:
 - i. setting the agenda for, establish the dates of all meetings of the members and the board;
 - ii. presiding as chair of all meetings of the members and the board;
 - iii. representing the Corporation in all official business, or delegating to a representative; and
 - iv. being an ex-officio member of all committees of the Corporation.
- b. The Vice President, if elected as a director, is responsible for filling the role of President in the absence of the President and assists the President in carrying

out their duties as required. Should the position of President become vacant, the Vice President will assume the position and full responsibilities as President until the next annual members' meeting when a new President can be elected. In the event no individual holds the office of Vice President at that time, the board shall appoint a President from among themselves to serve until the next annual members' meeting when a new President will be elected.

- c. The Treasurer shall have general charge and oversight of the finances of the Corporation, namely by:
 - i. coordinating the preparation of, and adhering to an annual budget of the Corporation;
 - ii. reporting on the financial status of the Corporation on a regular basis;
 - iii. being responsible for the arrangement of the keeping of accurate accounts of all receipts and disbursements;
 - iv. arranging for the preparation of year end financial statements and presenting the same at the annual members' meeting of the Corporation; and
 - v. managing all financial affairs of the Corporation as assigned by the board.
- d. The Secretary shall act as secretary of all meetings of the directors and members and have charge of the minute book of the Corporation and the documents referred to in the Act. The Secretary shall ensure that a copy of the minutes is available to any member upon request.
- e. The Registrar shall manage the registration activities of the Corporation, namely by:
 - i. working with the President and the Treasurer to provide members with information related to registration in a timely manner, as required, to facilitate, support and maintain registration for new and existing members;
 - ii. ensuring the proper registration of all members in accordance with the articles of the Corporation and these by-laws, including by collaborating with Speed Skating Ontario and Speed Skating Canada and using the electronic registration system as may be required by them, and by participating in the Corporation's registration nights at the commencement of season; and
 - iii. being responsible for the arrangement and maintenance of accurate annual membership lists of the Corporation, in an electronic format that is organized and accessible to the board and coaches, while protecting any confidential information of members.
- f. The board may appoint such additional officers, as it deems necessary, which shall have such authority and shall perform such duties as may from time to time be prescribed by the board.

5.3 Vacancies

The position of an officer shall be automatically vacated:

- a. If an officer resigns by delivering a written resignation to the Corporation;
- b. If an officer becomes of unsound mind or is found to be mentally incompetent or physically unable to carry out the duties required;
- c. On the death of an officer;
- d. If an officer has the status of bankrupt;
- e. If an officer is charged or convicted of any criminal offence related to the position;
- f. In the case of the President, Treasurer, Secretary, Registrar and Vice President, if elected, upon that individual ceasing to be a director; or
- g. When an officer is removed from office pursuant to by-law 5.4.

5.4 Removal of officers

The board may remove any officer from office and appoint any qualified individual that is also a director in their stead.

5.5 Remuneration of officers

Officers shall not receive any financial remuneration for their services, but they shall be entitled to be reimbursed for reasonable travel and other expenses properly incurred by them in connection with the affairs of the Corporation.

6. NOTICES

6.1 Method of giving notice

- a. Any notice (which term includes any communication or document) to be given shall be served either personally or by sending it by registered mail or digital transmission (e.g., facsimile or email) addressed to such member, director, or auditor, or other person, at their contact information as it appears in the books of the Corporation. A notice so delivered shall be deemed to have been given when it is personally delivered, when it is posted in a post office or public letter box, or when it is transmitted using electronic communications means, as applicable.
- b. Notices of meetings of the members or the board will include the time and place of a meeting, the proposed agenda and reasonable information to permit the participants to make informed decisions. Notice of a meeting of the members will be given between 21-60 days before the day on which the meeting is to be held or as otherwise permitted pursuant to the Act.

- c. The accidental omission to give notice of any meeting, the failure of any person to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

7. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.1 Indemnity

Directors, officers, officials, committee members and other volunteers carrying out acts for or on behalf of the Corporation, and their heirs, executors, and administrators, and estate and effects, respectively, shall, at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges, and expenses whatsoever that such person reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them in or about the execution of the duties of their office; and
- b. all other costs, charges and expenses that such person reasonably sustains or incurs in or about or in relation to the affairs thereof, except costs, and charges and expenses as are occasioned by such individual's own wilful neglect, illegal acts, acts of fraud, dishonesty, bad faith or default.

7.2 Limitation of liability

Every director, officer, official, committee member and other volunteer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no such person shall be liable for the acts, omissions, failures, neglects or defaults of any other person, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

7.3 Responsibility for corporate acts

The directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done, or entered into, in the name, or on behalf of, the Corporation, except such as shall have been submitted to and authorized, or approved by, the board.

7.4 Insurance

The Corporation shall purchase and maintain such liability insurance for the benefit of its directors, officers, committee members, employees, officials or such other volunteers as the board may from time to time determine.

7.5 Conflict of interest

It is the duty of every director or officer of the Corporation who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Corporation to declare their interest at any meeting of the Corporation and, except as permitted by the laws governing the Corporation, to refrain from voting in respect of any contract or proposed contract in which such director or officer is so interested, and otherwise to observe the provisions of those laws.

8. MISCELLANEOUS

8.1 Invalidity of any provisions of these by-laws

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

8.2 Omissions and errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.


8.3 Rules of Order

The Corporation shall be governed by the rules and procedures of Robert's Rules of Order, in all cases in which they are applicable, provided they are not inconsistent with these by-laws or any special rules of order the Corporation may adopt.

CERTIFIED to be the By-law of the Corporation, as enacted by the directors of the Corporation by resolution on the 25th day of March, 2024 and confirmed by the members of the Corporation by special resolution on the 4th day of May, 2024.

WITNESS the Corporate Seal of the Corporation.

PRESIDENT – Benoit Letourneau



SECRETARY – Meghan Ash