

DURHAM SPEED SKATING CLUB

CONSTITUTION & BY-LAWS

CONSTITUTION

1. The name of the Club is “Durham Speed Skating Club”.
2. The objectives of the Club are to:
 - a) To organize, promote, encourage and develop interest and participation in the sport of speed skating.
 - a) To seek support from and work cooperatively with other organizations, groups and individuals, whose aims or objectives are consistent with those of the Club, to promote amateur speed skating.
 - b) To stimulate public awareness and involvement, and to encourage participation in speed skating as a healthful exercise for improving physical fitness;
 - c) To provide opportunities for all amateur speed skating athletes and to encourage and promote proficiency and excellence by Ontarians in all aspects of amateur speed skating;
 - d) To encourage and support speed skating competitions leading to participation in Provincial, National competition.
 - e) To seek and accept donations, gifts, legacies and bequests for the purpose of furthering its objectives.

DURHAM SPEED SKATING CLUB - BYLAWS

ARTICLE I: GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Durham Speed Skating Club
- 1.2 Definitions - The following terms have these meanings in these Bylaws:
- a) *Act* – the Ontario Corporations Act.
 - b) *Club* – Durham Speed Skating Club.
 - c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Club for a report to the Members at the next Annual General Meeting.
 - d) *Board* – the Board of Directors of the Club.
 - e) *Constitution* – a statement comprising the Club’s objectives.
 - f) *Days* – will mean days irrespective of weekends and holidays.
 - g) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - h) *Officer* – an individual elected or appointed to serve as an Officer of the Club pursuant to these Bylaws.
 - i) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
 - j) *Registered Address* – the most recent address, including e-mail address, of record in the register of Members.
 - k) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of Members for which proper notice has been given.
- 1.3 Head Office – The head office of the Club will be located at all times within the Province of Ontario.
- 1.4 Corporate Seal - The Club may have a corporate seal which may be adopted and may be changed by resolution of the Directors.
- 1.5 No Gain for Members – The Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its objects.
- 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 Club.
- 1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.8 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

ARTICLE II: MEMBERSHIP

Categories of Membership

- 2.1 Categories – The Club has four (4) categories of membership:
- a) Board of Director Members;
 - b) Individual Members;
 - c) Associate Members;
 - d) Honorary Member.

Qualifications for Membership

- 2.2 Board of Director Member – An individual who is a volunteer holding a position within five (5) Director Positions available. A Director must be registered as an affiliate member of the provincial sport body Ontario Speed Skating Association
- 2.3 Individual Skater Member – Any individual who is an athlete, volunteer, coach, manager, official or administrator registered with the Club and they must be a member of the provincial sport body Ontario Speed Skating Association. Any individual skater under the age of 18 will be seen by the club as being represented by their parent/guardian as listed on their registration forms and that person is bound by the bylaws regardless if they are a member of Ontario Speed Skating Association.

- 2.4 Associate Member – Any individual who is a volunteer, coach, manager, official or administrator registered with the Club and with the provincial sport body Ontario Speed Skating Association.
- 2.5 Honorary Member - An individual or entity approved by majority vote of the Board of Directors who has contributed greatly to the development or promotion of the sport of speed skating in Ontario.

Admission of Members

- 2.6 Admission of Members - No individual or entity will be admitted as a Member of the Club unless:
- a) The candidate member has made an application for membership in a manner prescribed by the Club;
 - b) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
 - c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
 - d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
 - e) The candidate member has paid dues as prescribed by the Board.
- 2.7 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Membership Dues

- 2.8 Year - Unless otherwise determined by the Board, the membership year of the Club will be July 1st to June 30th
- 2.9 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

Registration

- 2.10 Pre-registration may be held at the end of the skating season for the upcoming season, in order to enable current members in good standing and their immediate family members the opportunity to register before new members to the club are admitted
- 2.11 During the designated registration period at the beginning of the season, members in good standing and their immediate family members are required to complete a Registration Package and are given preference over the admittance of new members
- 2.12 New members complete an Application for Registration Form and their names are entered on a waiting list held by the Registrar
- 2.13 Once the skating group assignments have been completed, the Head Coach will determine the availability of space in each skating group, if any, for any new members
- 2.14 Once it has been established which group has space available and the number of skating spots within the said group, the Head Coach and the Registrar will consult the waiting list for selection of new members
- 2.15 The selection process is at the discretion of the Head Coach and the Registrar. The Head Coach and the Registrar will submit a list of new members for the current Board of Directors approval

Withdrawal and Termination of Membership

- 2.16 Resignation – A Member may resign from the Club by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board. A member who is in good standing will be considered resigned if they do not renew their membership in the subsequent season.
- 2.17 May Not Resign – A Member may not resign from the Club when the Member is subject to disciplinary investigation or action of the Club.

- 2.18 Arrears – A Member will be expelled from the Club for failing to pay membership dues or monies owed to the Club by the deadline dates prescribed by the Club.
- 2.19 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Club in accordance with the Club’s policies and procedures relating to discipline of Members.

Good Standing

- 2.20 Definition – A Member of the Club will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
 - 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 by the Club;
 - d) Has complied with the Constitution, Bylaws, policies and rules of the Club; and
 - e) Is not subject to a disciplinary investigation or action by the Club, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
 - f) Had paid all required membership dues.
 - g) Does not have any legal action against club and its members
 - h) Does not at any time distribute or relay information that is: slanderous or defamatory against the club or any club member(s) or Executive(s) or;
 - i) In not determined to be detrimental to the integrity of club and/or its objectives.
- 2.21 Cease to be in Good Standing - Members who cease to be in good standing will have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

- 3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.
- 3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10%) percent or more of the voting Members of the Club. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.
- 3.3 Location and Date - The Club will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.
- 3.4 Notice - Written notice of meetings of Members will be given to all Members at least thirty (30) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.
- 3.5 Agenda – The agenda for the Annual General Meeting will at least include:
- a) Call to order
 - b) Establishment of Quorum
 - c) Appointment of Scrutineers
 - d) Approval of the Agenda
 - e) Declaration of any Conflicts of Interest
 - f) Adoption of Minutes of the previous Annual Meeting
 - g) Board, Committee and Staff Reports
 - h) Report of Auditors
 - i) Appointment of Auditors
 - j) Business as specified in the meeting notice
 - k) Election of new Directors
 - l) Adjournment
- 3.6 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Club at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

3.7 Quorum – Five (5) of the voting Members will constitute a quorum.

3.8 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

- a) Board of Director Members;
- b) Individual Members;
- c) Associate Members;
- d) Honorary Member.

3.9 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Board of Director Members; Director Members may attend and participate in meetings and is entitled to vote
- b) Individual Skater Members under the age of eighteen are not entitled to vote, however, may be represented by a parent / guardian. Both skater and parents must be in good standing with the club.
- c) Associate Members eighteen years of age and older may attend and participate in meetings are entitled to vote.
- d) Honorary/Lifetime Members eighteen years of age and older may attend and participate in meetings but are not entitled to vote.

3.10 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.11 Proxy Voting – There will be no voting by proxy.

3.12 Determination of Votes - Votes will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those Members voting.

3.13 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of a minimum of five (5) Directors.

4.2 Positions on the board maybe combined whereby one individual performs dual roles however the board must not ever be smaller than 5 directors and the President and Finance positions must always be done by separate individuals.

4.3 Composition of the Board – The Board of Directors of the Club will consist of the following:

- a) President
- b) Vice-President
- c) Secretary
- d) Finance and Administration Director
- e) Coaching Director
- f) Public Relations

Election of Directors

4.4 Eligibility - Any Member who is eighteen (18) years of age or older and who has the power under law to contract and is a member of the Club in good standing may be nominated for election as a Director.

4.5 Nominations - A request for nominations will be forwarded to all club members in writing soliciting nominations for the upcoming terms at least 6 weeks prior to the Annual General Meeting.

- 4.6 Nominations - Any nomination of an individual for election as a Director which are received prior to the Annual General meeting will include the written consent of the nominee by signed signature and must be submitted to the Head Office of the Club fourteen (14) days prior to the Annual General Meeting.
- 4.7 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.
- 4.8 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.
- 4.9 Election – The election of Directors will take place as follows:
- a) The President, Public Relations Director and Coaching Director will be elected by the membership at the Annual General Meeting held in odd numbered years.
 - b) The Vice-President, Finance and Administration Director and Secretary will be elected by the membership at the Annual General Meeting held in even numbered years.
- 4.10 Election – The election of Directors will take place annually at the Annual General Meeting.
- 4.11 Decision – Elections will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
 - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.
- 4.12 Terms - Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors.

Resignation and Removal of Directors

- 4.13 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 request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Club resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.14 Vacate Office - The office of any Director will be vacated automatically if:
- a) the Director is found by a court to be of unsound mind;
 - b) the Director becomes bankrupt;
 - c) Upon the Director's death.

- 4.15 Removal – An elected Director may be removed by two-thirds vote of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

- 4.16 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

- 4.17 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors.
- 4.18 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.19 Number of Meetings – The Board will hold at least four (4) meetings per year.

- 4.20 Quorum – At any meeting of the Board of Directors, quorum will consist of three-fifths (3/5) of Directors holding office.
- 4.21 Voting – Each Director is entitled to one vote. Voting will be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The President of the Club is entitled to a second vote upon a tie.
- 4.22 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.23 Meetings by Telephone - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

- 4.24 Powers of the Club – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Club and may delegate any of its powers, duties and functions.
- 4.25 Managing the Affairs of the Club – The Board may make policies, procedures, and manage the affairs of the Club in accordance with the Act and these Bylaws.
- 4.26 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- 4.27 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Club and all disputes will be dealt with in accordance with such policies and procedures.
- 4.28 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Club.

Powers of the Coach

- 4.29 The Head Coach or Coaching Director will establish standards for all coaching staff which are supportive of the Club's objectives and supportive of the Athlete's Agreement
- 4.30 Coaching staff will be selected by the head coach subject to approval by the Board of Directors
- 4.30.1 The coaching staff will be comprised of designated coaches as well as assistant coaches.
- 4.31 Individual skaters must follow all the instructions of the designated Coach
- 4.32 Once the skating group assignments have been completed, the designated Coach conducting the practice will determine the drills for the practice session. The Coach may subdivide the group into smaller groups as needed to foster the best coaching environment while staying in line with the club's objectives.
- 4.33 Pending each practice the Coach may make adjustments and assignments based on the group size in attendance
- 4.34 The designated Coach conducting the practice has ultimate power as to the drills to be performed by the skaters observing "SAFETY for ALL" in attendance
- 4.35 The designated Coach may consult with the Head Coach

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

- 5.1 Composition – The Officers will be comprised of the President, Finance and Administration Director and all other named positions are considered Director(s) at Large
- 5.2 Duties - The duties of Officers are as follows:
- a) The President will be responsible for the general supervision of the affairs and operations of the Club, will preside at the Annual and General Meetings of the Club and at meetings of the Board and the Exec-

utive Committee, will be the official spokesman of the Club, oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board.

- b) The Finance and Administration Director will keep proper accounting records; will cause to be deposited all monies received by the Club in the Club's bank account; will supervise the management and the disbursement of funds of the Club; when required will provide the Board with an account of financial transactions and the financial position of the Club; will prepare annual budgets; and will perform such other duties as may from time to time be established by the Board. The records and practices of the Finance and Administration Director may be audited at anytime based on a request from the President.
- c) The Director(s) at Large will attend all meetings of the Board, will be responsible for the documentation of all amendments to the Club's Constitution and Bylaws, will ensure that all official documents and records of the Club are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors, Executive and Committees of the Club; and will perform such other duties as may from time to time be established by the Board.

5.3 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Committees

5.4 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Club and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

5.5 Quorum - A quorum for any committee will be the majority of its voting members.

5.6 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.7 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.

5.8 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Club.

5.9 Removal - The Board may remove any member of any Committee.

Remuneration

5.10 No Remuneration - All Directors, Officers and members of Committees, will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

5.10.1.1 The Club will pay OSSA associate membership fees for the Club's coaches who do not compete.

5.10.1.2 The Club pays the coaches' registration fee to coaching clinics.

Conflict of Interest

5.11 Conflict of Interest – A Director, Officer, Committee member 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 Club 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.

ARTICLE VI FINANCE AND MANAGEMENT

6.1 Fiscal Year – The fiscal year of the Club will be July 1st to June 30th, or such other period as the Board may from time to time determine.

- 6.2 Bank - The banking business of the Club will be conducted at such financial institution as the Board may designate.
- 6.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Club. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Club.
- 6.4 Books and Records - The necessary books and records of the Club required by these Bylaws or by applicable law will be necessarily and properly kept and available for review by the President or Vice-President at any-time.
- 6.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Club will be signed by two individuals being the President, Finance and Administration Director or one other assigned Director.
- 6.6 Property - The Club 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.

ARTICLE VII AMENDMENT OF BYLAWS

- 7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- 7.2 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.
- 7.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

ARTICLE VIII NOTICE

- 8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, posted on club bulletin board or courier to the address of record of the Director or Member, as the case may be.
- 8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked
- 8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or 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 IX DISSOLUTION

- 9.1 Dissolution - Upon the dissolution of the Club, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Club as determined by the Board of Directors.

ARTICLE X INDEMNIFICATION

- 10.1 Will Indemnify - The Club will indemnify and hold harmless out of the funds of the Club each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 10.2 Will Not Indemnify - The Club will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

10.3 Insurance - The Club will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI ADOPTION OF THESE BYLAWS

11.1 Adoption by Board – These Bylaws are adopted by the Board of Directors of the Club at a meeting of the Board duly called and held on April 10, 2016 .

11.2 Ratification – These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Club present and entitled to vote at a Meeting of Members duly called and held on a date to be determined.

11.3 Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members of the Club repeal all prior Bylaws of the Club provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

President

Finance and Administration Director