

GLOUCESTER SKATING CLUB INC.

INCORPORATED AS: Ontario Corporation #429252

DATE: 29th day of October, 1979

Constitution Revision Dates

- (1) April 24, 2002
- (2) As Amended May 18, 2005
- (3) As Amended May 14, 2008
- (4) As Amended May 20, 2009



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CONSTITUTION OF THE
GLOUCESTER SKATING CLUB INC.

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ARTICLES

ARTICLE 1 - NAME

The name of the Club shall be the Gloucester Skating Club Inc. hereinafter referred to as the "Corporation".

1.1. Definitions

In this by-law and in all other By-Laws of the Corporation unless the context otherwise requires:

- (a) "Act" means the Business Corporations Act, R.S.O. 1990, c. B.16, as amended or re-enacted from time to time and includes the regulations made pursuant thereto;
- (b) "board" means the board of directors of the Corporation;
- (c) "by-laws" means all By-Laws of the Corporation;
- (d) "director" means a director of the Corporation;
- (e) "Corporation" means "The Gloucester Skating Club Inc." (the "Club")
- (f) "number of directors" means the number of directors provided for in the Articles or, where a minimum or maximum number of directors is provided for in the articles, the number of directors determined by a special resolution or by a resolution of the Board of Directors where it is empowered by special resolution to determine the number of directors or where no such resolution is passed, the number of directors named in the Articles;
- (g) "eligible person and member" as defined by Skate Canada [**Skate Canada By-Law 1202(1)(a)**].

1.2 All terms used in the By-Laws of the Corporation which are defined in the Act shall have the meanings given to such terms under the Act.

1.3 In all By-Laws of the Corporation, the singular shall include the plural and the plural the singular and words importing gender include the masculine, feminine and neuter genders.

1.4 Headings used in the By-Laws are for convenience of reference only and shall not affect the construction or interpretation thereof.

1.5 Any Club By-Law contrary to the By-Laws, Rules and Regulations of Skate Canada and those of the Eastern Ontario Section (the "Section") shall be invalid. It is acknowledged that any provincial state governing a club has precedence over any inconsistent Skate Canada By-laws relating to that Club. [**Skate Canada By-Law 1201(1)(c)(iv)**].

ARTICLE 2 - HEAD OFFICE

The Head Office of the Club is situated in the City of Ottawa (formerly the City of Gloucester) in the Province of Ontario.

ARTICLE 3 – SKATE CANADA MEMBERSHIP

- a) The Club is a not-for-profit skating club, that is a member of Skate Canada and is managed by a volunteer board of directors for the general purpose of providing Skate Canada figure skating or skating programs for Skate Canada members. [**Skate Canada By-law 1100 (3)**].
- b) The Club shall pay such fees and such other charges as shall be required of clubs from time to time by Skate Canada. [**Skate Canada By-law 1201 (1) (c) (iii)**].
- c) The Club shall abide by all Skate Canada By-Laws, rules and regulations as per **Skate Canada By-law 1201 (1) (c) (iv)**.
- d) The Club is located in the Eastern Ontario Section of Skate Canada. [**See Skate Canada By-law 1503 for definitions of Sections.**]

ARTICLE 4 - INCORPORATION

The Corporation was incorporated on the 29th day of October, 1979 in the Province of Ontario, (Ontario Corporation #429252). The Corporation business shall be carried on without the purpose of gain for its members and any profits or other accretions of the Club shall be used in promoting its objectives.

ARTICLE 5 - CLUB OBJECTIVES

The Objectives of the Club are:

- a) to encourage the instruction, practice, enjoyment and advancement of its members in all aspects of skating in accordance with the Rules, Policies and Procedures of Skate Canada.
- b) to ensure that the Club is managed and operated by eligible persons who are duly registered as Members of Skate Canada. [**Skate Canada By-law 1201 (1) (c) (ii)**]
- c) to protect the eligibility status of its members. The Club shall not take or omit any action that would knowingly jeopardize the eligible status of its members.
- d) to operate Skate Canada figure skating and skating programs, and/or sanctioned Club programs.
- e) to ensure that only Skate Canada Professional Coaches are permitted to teach figure skating and skating in the Club.
- f) to promote fellowship among eligible persons and members through the Club's activities.
- g) to carry on printing and distribution of newsletters or any other literature for the benefit

of Club members.

- h) to acquire by purchase, lease, gift or other legal manner, any and all things real and personal which may be required by the Club to carry out the Objectives as aforesaid.
- i) to invest the moneys of the Club not immediately required in such manner as may from time to time, be determined.
- j) to hold events in order to raise funds solely to assist the Club in carrying on its activities in furtherance of its objectives.
- k) to cooperate with other organizations whether incorporated or not, which are similar, in whole or in part, to the objectives of the Club.

ARTICLE 6 - BY-LAWS

- a) 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 Board of Directors and control the property and activities of the Club.
- b) The By-Laws, Rules and Regulations of Skate Canada and those of the Section in which the Club operates shall take precedence over any Club By-Law. **[Skate Canada By-law 1201(1)(c)(iv)].**
- c) Any Club By-law contrary to the By-Laws, Rules and Regulations of Skate Canada and those of the Section shall be invalid. It is acknowledged that any provincial statute governing a club has precedence over any inconsistent Skate Canada by-law relating to that club. **[Skate Canada By-law 1201(1)(c)(iv)].**

BY-LAWS OF THE GLOUCESTER SKATING CLUB INC.

A. MEMBERSHIP

By-Law 1 Skate Canada and Club By-Laws, Rules and Regulations

All members shall uphold, observe and conform to the By-Laws, Rules and Regulations of Skate Canada, the By-Laws of the Club and such regulations as determined from time to time by the Board of Directors of the Club.

By-Law 2 Club Membership shall be open to all, irrespective of race, nationality or ethnic origin, colour, religion, sex, sexual orientation, marital status, family status, disability, or conviction for an offense for which a pardon has been granted.

- a) **Membership Fees:** Members of the Club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as set from time to time by Skate Canada. [**Skate Canada By-law 1201(1)(c) and Policies and Procedures**].

By-Law 3 Membership classes as established by the Board of Directors shall be effective from September 1st to August 31st, which is designated the membership year. [**Skate Canada By-Law 1100(8)**]

- a) **Active Membership:** All eligible skaters who participate in a Club Skating Program and who have paid the fees as set by the Club and are Members of Skate Canada. All Active Members of the legal voting age (Ontario = 18 years old) shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club. (**Underage Active Members have no vote but may be represented by Special Members**). [*Note that if rights and privileges differ between members of different Skating Programs, this differentiation must be clearly specified.*]
- b) **Individual membership:** Non-skating members who have paid the fees as set by the Club and are members of Skate Canada. Individual members of legal voting age (Ontario = 18 years old) shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club. This would normally include Club Board of Directors, Skate Canada Officials and other adults serving on Club committees.
- c) **Special Membership:** Parent or guardian of legally underage Active Members who have paid the fees as set by the Club and are Members of Skate Canada.
- d) **Partial Membership:** All eligible skaters who are Members or Restricted Members of Skate Canada through another HOME club and have paid a fee as set by the Club.

Partial members have no vote at the Annual General Meeting but may have a voice at the Annual General Meeting or Special Meetings of members.

- e) **Honorary Membership:** The Annual General Meeting of members may elect any person(s) an Honorary Member(s) of the Club. An Honorary Member shall be exempt from Club dues (but not Skate Canada dues) and shall not vote at meetings of the Club unless otherwise qualified.

They may have a voice at the meetings of the Club.

- f) **Restricted Membership:** A restricted member is an individual who is a paid employee (of the Club, Section or Association), a non-active coach, a performing professional skater or a professional dance partner. A restricted member is not permitted to hold elected office, may not vote at meetings, is not permitted to compete in competitions, and is not permitted to officiate at tests or competitions. [See Skate Canada By-law 1202 (2)]

- g) **Non-Voting Active Members** – An active member (non-voting rights) is a member who meets certain criteria. For example, if the Club offers a CanPowerSkate program and this program is not germane to the purpose of the Club, it may want to restrict voting rights. [Skate Canada By-law 1202 (1) (e)]

NB: CanPowerSkate members have no voting rights but may have a voice at the Annual General Meeting or Special Meetings of members. These active members (non voting rights) may not be represented by Special Members.

By-Law 4 **Member in Good Standing:** For a member of the Club to be considered in good standing with the Club, that member must pay Club fees as are stipulated by the Club Board of Directors in advance of the membership year in question. Members will not be permitted to take part in any Club activities if these fees are not paid within **30** days of the date set for payment. Members in arrears shall be considered as having terminated their Club membership.

By-Law 5 **Suspension and Expulsion from the Club:** The Board of Directors may suspend or expel a member of the Club for acting contrary to the By-Laws, Rules and Regulations of Skate Canada or of the Club. Cancellation or suspension of membership for violation of By-Law 4 shall be by two thirds majority decision of the Board of Directors. [Skate Canada By-Law 1204].

By-Law 6 **Members skating out of classification** must have Board sanction. The Board of Directors may define program classification on an as required basis.

B. LIABILITY

By-Law 7 The Club shall not be responsible for any damages or injury or loss of property of any Club member, or of guests or visitors to the Club's leased or owned premises, regardless of the reason or nature of such damage, loss or injury. Every member,

guest or visitor shall use the Club facilities at his or her own risk. The Club shall participate in the Skate Canada Club Liability and Member Accident Insurance programs. [Skate Canada By-law 1201 (1) (c) (viii)].

C. CLUB MANAGEMENT

- By-Law 8 **Members of the Board of Directors, Committees and Club Delegate(s) to Skate Canada.** The members of the Board of Directors, members and chairs of committees and the Club Delegate(s) to Skate Canada must be members in good standing of the Club, be registered as members of Skate Canada, be of legal age, and be eligible persons [with the exception of the Coaching Representative(s)] as defined by Skate Canada Rules. [Skate Canada 1305 (1) and 1305 (3)].
- By Law 9 **The general management** of the Club shall be vested in a Board of Directors (*consisting of: immediate Past President, President, Senior Vice-President, 2 Vice-Presidents, Treasurer and a sufficient number of Directors to handle the Club's programs with a minimum of FIVE (5) but not more than TEN [10]*). The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Club and which are not specified in the By-Laws or by any resolution of the Club or by statute expressly directed or required to be done by the Club at a meeting of the members. All members of the Board of Directors except the immediate Past President shall be elected at the Annual General Meeting (hereinafter referred to as "AGM").
- By-Law 10 As provided in the Letters Patent and the Skate Canada ***Rules and Regulations***, the Board of Directors shall serve without remuneration and they shall not directly or indirectly receive any profit from this position, except that a Board member may be reimbursed reasonable expenses incurred in the performance of the Club duties, which are in accordance with Skate Canada. All expenses to be approved by ***two (2)*** members of the Executive Committee.
- By-Law 11 Anyone holding office in another skating club may not be elected to the Board of Directors.
- By-Law 12 The Board members shall be eligible for re-election.
- By-Law 13 The President shall be elected at the AGM for a term of two (2) years.
- By-Law 14 The Senior Vice-President, two Vice-Presidents and Treasurer shall be elected for a term of one year.
- By-Law 15 The immediate Past President shall be a Director for two (2) years. If this position is vacant, the Board of Directors may appoint a Club member as a Director until the next AGM.
- By-Law 16 All other Directors shall be elected for a term of one year.

- By-Law 17 Any vacancy on the Board of Directors may be filled, by a vote of the Board of Directors, for the period up to the next AGM of the Club but the continuing Board of Directors may act, notwithstanding such vacancy.
- By-Law 18 A member of the Board of Directors may resign at any time by giving notice in writing, or notwithstanding By-Law 28, may be removed from office at any time upon resolution approved by a two-thirds majority of the Board of Directors. (See also By-Law 28)
- By-Law 19 Each Board member should avoid **conflicts of interest** between his/her position as a member of the Board of Directors and his/her personal life. Should a conflict arise, the Board Member(s) must declare the conflict before the Board of Directors and refrain from voting on such matters.

D. DUTIES OF OFFICERS

- By-Law 20 **The President** shall be the Chief Executive Officer of the Club and shall exercise general supervision over its affairs. The President, when present, will act as Chairperson of all Board of Directors and General Meetings of the Club.
- By-Law 21 **The President** shall hold office until a successor has been duly elected at the AGM.
- By-Law 22 **The Senior Vice-President** shall be responsible for the organizational functions and any other responsibilities as deemed necessary for the general operations of the Club. The Senior Vice-President will also perform the functions of the President if the President is not present. In the event that the President resigns from the position, the Senior Vice-President shall assume the duties of the President until the next AGM.
- By-Law 23 **The Two Vice-Presidents** shall be jointly responsible for the general “day to day” operations of all programs.
- By-Law 24 **The Treasurer** shall be responsible for the safe control of all Club funds, for preparing and submitting to the Board of Directors on a monthly basis, updated financial statements, an annual budget and keeping such records as are required for financial review. The Treasurer shall ensure the books are kept in an orderly and proper fashion. The Treasurer is also responsible for arranging and preparation of audited annual financial statements.
- By-Law 25 **The Club Administrator**, an employee of the Club, shall deal with all correspondence subject to the approval of the President or his/her delegate, shall issue all notices for Board of Directors and general meetings, shall take minutes at all meetings, and shall be responsible for submitting to Skate Canada and the Section such reports as are required by Skate Canada rules and other regulations.

The Club Administrator may receive funds payable to the Club.

- By-Law 26 A list of positions of the Executive Committee and Directors is attached hereto and marked as Appendix “A” and Appendix “B” to this Constitution. Functions and responsibilities to be determined and/or altered by the Board of Directors from time to time.
- By-Law 27 The Board of Directors shall hold ten (10) monthly meetings upon a day previously decided upon. Each member of the Board of Directors shall be notified and receive a copy of the minutes of the previous meeting in advance. Special Board Meetings may be called by the President, and Board members shall be notified within seven (7) days before the meeting. A member of the Executive Committee may also call a Special Board Meeting with seven (7) days written notice to the Club Administrator, signed by two-thirds majority of the Executive Committee.
- By-Law 28 A member of the board must attend 75% of the monthly Board meetings or a resignation may be requested. [**Reference GSC By-Law 18**].
- By-Law 29 A quorum for the Board Meetings shall and for the transaction of business consist of a majority of the Board members in office.
- By-Law 30 The Club Administrator shall keep minutes of the resolutions and proceedings of all meetings of the Board of Directors and the Club. The minutes shall be signed by the Chairperson and the Recording Secretary and filed in a special book by the Club Administrator. Copies of the minutes shall then be made available upon request to all Club members within ten working days after being accepted by the Board of Directors.
- By-Law 31 A majority vote of the Board members present at a meeting of the Board of Directors shall decide any question. The Chairperson shall vote only in the case of a tie. Exceptions to this By-Law are covered in By-Law 2.
- By-Law 32 A resolution/motion determined without a meeting (i.e. by telephone conference call or by electronic transmission) of the Board of Directors and evidenced in writing under the hands of all the Board members shall be valid and effectual as a resolution passed at a meeting of the Board of Directors.
- By-Law 33 The delegates for the Skate Canada, Eastern Ontario Section and such other organizations as may require representatives of the Club shall be appointed on an as required basis by the Board of Directors and shall be Club members in good standing.
- By-Law 34 Committees shall be established from time to time, for the good management of the Club and are not necessarily restricted to those listed in this Constitution.

By-Law 35 The Board of Directors shall appoint committee chairs to *standing* and/or *ad hoc* committees who shall look after the duties assigned to them. Such duties are to be accurately described in writing and provided to the appointed Chairperson. All Committee chairs must submit the names of their committee members to the Board of Directors for approval.

By Law 36 The President shall be an *ex-officio* member of all committees.

By Law 37 Rules of Order for all meetings, General and Board of Directors, shall be as outlined in *Roberts Rules of Order* in all cases in which they are applicable and consistent with the By-Laws or special rules of the Association. [Skate Canada By-law 1603].

E. SIGNING AUTHORITIES

By-Law 38 The President, Senior Vice President, two Vice Presidents, and Treasurer are designated as the signing authorities of the Club.

By-Law 39 The Treasurer and one of the President, Senior Vice-President or Vice Presidents shall sign all cheques, i.e. two (2) signatures being required. In the event that the Treasurer is unavailable, an alternate Executive member may substitute.

By-Law 40 All legal documents including contracts entered into on behalf of the Club shall be approved by a majority vote of the Executive Committee and signed by any two of the signing authorities.

F. FINANCES

By-Law 41 Funds may be raised for all purposes of the Club.

By-Law 42 All funds of the Club shall be deposited in the name of the Club in such Canadian Chartered Banks or Trust Companies under the *Canadian Bankers Act* as designated by the Board of Directors.

By-Law 43 If in accordance with By-Law 40, execution of instruments subject to any special resolution of the Club, contracts, documents or instruments in writing requiring the signature of the Club may be signed by:

- a) any two of the following, President, Senior Vice-President, any one of the two Vice-Presidents or any one of the foregoing together with the Treasurer:

and all contracts, documents and instruments in writing so signed shall be binding upon the Club without any further authorization or formality. The Board of Directors shall have power with a two-thirds majority vote from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Club either to sign contracts, documents and

instruments in writing generally or to sign specific contracts, documents or instruments in writing.

- b) the seal of the Club may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.
- c) the term “*contracts, documents or instruments in writing*” as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing:

- d) any two of the following, the President, Senior Vice-President, or any one of the two (2) Vice-Presidents or any one of the foregoing together with the Treasurer:

shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Club and to sign and execute (under the seal of the Club or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities, with the approval of the Board of Directors.

By-Law 44 All disbursements of funds of the Club, where possible, shall be by cheque.

By-Law 45 Receipts must be issued at all times for funds received by the Club.

By-Law 46 The fiscal year of the Club shall terminate March 31st each year.

By-Law 47 An audit of the financial transactions of the Club must be made by a qualified and certified auditor as designated at the AGM. The auditor should not be a member or family member of the Board of Directors.

By-Law 48 An audited financial statement of the Club’s operations for the previous fiscal year shall be tabled at the AGM including a comparison from the preceding fiscal year.

By-Law 49 Any member of the Board of Directors may receive funds and must transmit them

to the Treasurer or the Club Administrator as soon as possible, or an appointee.

G. PROFESSIONAL COACHES

- By-Law 50 Coaches may be selected as the Board of Directors considers necessary and shall be under written contract to the Club under terms agreed upon between the Board of Directors and the Coach.
- By-Law 51 Coaches shall advise the Board of Directors in writing of their fee rates and any fee changes thereafter, for private lessons to members. The fees for teaching Club programs will be determined by the Board of Directors.
- By-Law 52 The Club Coaches may help co-ordinate a special event and may assume the position of Manager or Chairperson, as required.
- By-Law 53 The Coaches will be directly responsible to the President, through the normal chain of command.

H. CLUB TROPHIES

- By-Law 54 Trophies belonging to the Club shall be on permanent display whenever possible. Attached as Appendix "E" is a current list of Gloucester Skating Club Trophies that should be maintained and kept current.

I. SPECIAL EVENTS

- By-Law 55 Special Events may be held each year at the discretion of the Board of Directors. The Board of Directors shall appoint a Chairperson for each Special Event who shall have complete charge of arrangements and shall be responsible to the Board of Directors. Such chairperson need not necessarily be a member of the Board of Directors.
- By-Law 56 ***A BUDGET OF EXPENSES AND REVENUES MUST BE SUBMITTED BY THE SPECIAL EVENT CHAIRPERSON TO THE TREASURER FOR APPROVAL BY THE BOARD OF DIRECTORS.*** Any other incidental expenses must receive prior approval of the Treasurer.

J. OFF-SEASON SCHOOLS

- By-Law 57 Spring, Summer and Fall Skating Schools may be held in each year at the discretion of the Board of Directors. If schools are held, the Director of Skating shall have complete charge of the School, including preparation of schedules and budgets, and shall be responsible to one of the Vice-Presidents and to the Board of Directors.

K. ANNUAL GENERAL MEETING - NOMINATING COMMITTEE

- By-Law 58 The Nominating Committee Chairperson shall be appointed by the Board of Directors and the Committee member's names posted on the Club bulletin board at least forty-five (45) days prior to the AGM (*i.e. no later than April 5th*).
- By-Law 59 The nominating Committee shall consist of four (4) members, two (2) from the general membership and two (2) from the Board of Directors.
- By-Law 60 The Nominating Committee shall obtain names of persons willing to serve (including immediate past-president) and prepare a slate from the names gathered.
- By-Law 61 For any nomination to be valid, it must be signed by the nominee and approved by four (4) voting members in good standing and submitted in writing to the Nominating Committee Chairperson.
- By-Law 62 The slate of Nominees shall be posted fifteen (15) days prior to the AGM on the Club's bulletin board.
- By-Law 63 Additional nominations, if in accordance with By-Law 61 will be accepted up to five (5) days prior to the AGM.
- By-Law 64 NO NOMINATIONS SHALL BE RECEIVED FROM THE FLOOR AT THE AGM.

L. ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- By-Law 65 The AGM shall be held every year no later than fifty (50) days following the closing of the Club's fiscal year which is March 31st.
- By-Law 66 The AGM shall be held on a date set by the Club Board of Directors, but no later than May 25th.
- By-Law 67 The Office Administer shall forward the Notice of AGM or Special General Meetings to all voting members in good standing and shall be posted on the Club's bulletin boards at least forty-five (45) days prior to the meeting (*i.e. no later than April 5th*).
- By-Law 68 At any Annual General or Special General meeting of the Club a quorum shall be ten (10) voting members.
- By-Law 69 A voting member is a member in good standing, who has reached the age of majority and is an eligible person or member in accordance with the Skate Canada rules. A voting member under the age of majority may be represented by one parent or a legal guardian, provided necessary proof is submitted.

- By-Law 70 Three scrutineers shall be appointed by the Chairperson, as soon as the Annual General or Special General Meeting convenes to determine whether a quorum is present at the meeting.
- By-Law 71 If, within half an hour from the time appointed for any meeting, a quorum of voting members is not present the meeting shall stand adjourned for not more than two (2) weeks, and if at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the voting members present shall be a quorum.
- By-Law 72 The purpose of the AGM shall be as follows:
- (a) Reading of the Notice of Meeting;
 - (b) Quorum
 - (c) Approval of Agenda
 - (d) Approval of the Minutes of the last Annual General Meeting/Special Meeting.
 - (e) Presentation & Approval of Treasurer's Report (Annual Financial Statement).
 - (f) Approve the Auditor's Report.
 - (g) Appointment of Auditors for the coming fiscal year.
 - (h) Nomination of Honorary Members
 - (i) Amendments to the Constitution and By-Laws.
 - (j) Transact such other business as may be properly brought before the AGM.
 - (k) Election of Board of Directors
 - (l) Adjournment
- By-Law 73 In the event of more than one nomination for any position, an election, by secret ballot, will be held at the AGM.
- By-Law 74 Special General Meetings may be held at any time at the request of the Board of Directors or by a majority of voting members in good standing.
- By-Law 75 AGM and Special General Meetings shall be open to all voting members in good standing. Except by invitation from the Board of Directors no other persons may attend.
- By-Law 76 Voting for the Officers and Directors shall be by secret ballot and a simple majority will serve to elect a candidate. The President, Senior Vice President, two Vice-Presidents and Treasurer shall be elected by separate ballots. The remaining Directors up to ten (10) (not including immediate Past-President) shall be elected by a single ballot.
- By-Law 77 All other voting may be decided by a majority of votes on a show of hands unless a majority of voting members present request the voting be by secret ballot. Exception to majority vote is covered in By-Law 76.

By-Law 78 Any voting member, as defined in By-Law 2, may vote at the Annual General and Special General Meetings, but proxy votes shall not be allowed.

M. AMENDMENTS TO THE CONSTITUTION

By-Law 79 Proposed amendments must be submitted, in writing, to a Board Executive Member or the Club Administrator at least thirty (30) days prior to the Annual General Meeting or Special General Meetings. The Club Administrator shall attach copies of all proposed amendments to the Notice of meeting. Amendments not submitted in this manner shall not be accepted for consideration. Amendments will only be accepted from club members in good standing.

By-Law 80 No part of this Constitution may be amended except by a vote of at least two-thirds of the voting members in good standing, present at an Annual General Meeting or Special General Meeting. (*The laws of the Province of Ontario shall be observed for changes to the Letters Patent*).

By-Law 81 If the Board of Directors or Club member(s) in good standing, as defined in By-Law 2 propose to amend the Constitution, the proposed amendments shall be distributed to the voting members in good standing forty-five (45) days (*no later than April 10*) prior to the Annual General or Special General Meeting.

By-Law 82 Amendments not submitted in accordance with By-Laws 79 and 81 shall not be accepted for consideration from the floor at the Annual General or Special General Meeting.

N. THE G.S.C. INC. - GRACE NADEAU MEMORIAL FUND

By-Law 83 The Club has established a fund in memory of Grace Nadeau, one of the founding members of the Club to enhance skater development herein referred to as the "Fund" (**Terms of Reference - Appendix "C"**). A committee consisting of three members, (one of whom shall be an honorary member), to be established annually to be responsible for making written recommendations for the use of the interest from the Fund, for approval by the Board of Directors.

This Revised Constitution was approved at the Annual General Meeting held in the City of Ottawa, on the 20th day of May, 2009

PRESIDENT:

Jody Langelier

SR. VICE-PRESIDENT:

Harmony Madill

TREASURER:

Tara McGowan

RECORDING SECRETARY:

Harmony Madill

APPENDIX "A"

The Composition and Duties of the Executive Committee

Executive Committee shall consist of:

TITLE	Term of Office
1. President	2 years
2. Senior Vice-President	1 year
3. 1 st Vice-President	1 year
4. 2 nd Vice-President	1 year
5. Treasurer	1 year

Executive Responsibilities:

1. To carry on the overall general good management of the Club;
2. To act as professional liaison;
3. To negotiate ice requirements;
4. To review schedules for approval by the Board of Directors;
5. To set fees for all skating schools and programs run by the Club;
6. To liaise with other directors and chairpersons;
7. To prepare contracts;
8. To review policies & procedures;
9. To enforce rules & regulations;
10. To deal with bad accounts;
11. To prepare recommendations for the Board of Directors;
12. To sit on various committee
13. To recommend and approve acquisition of equipment, etc.
14. To guide and oversee to the acts of the Board of Directors

Treasurer: (In addition to the above)

1. To review, oversee and advise on budget development & control;
2. To present Financial Reports to Board of Directors on a monthly basis;
3. To sign cheques with one member of Executive Committee;

APPENDIX "B"

The Composition & Duties of the Board of Directors [By-Law No. 27]

The Board of Directors shall consist of an Executive Committee (namely The President, Senior Vice-President, 2 Vice-Presidents and Treasurer), and 10 Directors (including the Immediate Past-President).

By-Law 27 “..... Functions and responsibilities to be determined and/or altered by the Board of Directors from time to time.”

The duties of the directors to be voted at the first meeting of the Board of Directors. Director duties may relate to but are not limited to the positions set out below

10 DIRECTORS (not including Immediate Past President)

POSITION	TERM OF OFFICE
Immediate Past President	2 years
1. Director of Fundraising & Sponsorship	1 year
2. Director of Communications	1 year
3. Director of Special Events	1 year
4. Director of Hospitality	1 year
5. Test Chairperson	1 year
6. Director of Bingo	1 year
7. Director of Skater Development	1 year
8. Director of Membership	1 year
9. Director of Synchro	1 year
10. Director of Pro-Liaison	1 year

Non-Elected Members of the GSC Board of Directors

- | | |
|-------------------------|--|
| 1. Director of Skating | Voting member as required by Skate Canada |
| 2. Director of CanSkate | Passed by GSC Board of Directors 2002/2003 |

ROLES OF CLUB DIRECTORS

Director of Fund-raising and Sponsorship

- organizes and co-ordinates the general overall fund-raising for the Club on an annual basis
- researches and brings to the Board recommendations with respect to fund-raising efforts
- develops, distributes and co-ordinates all fund-raising material, budgets, documentation, etc.
- co-ordinates and supervises all major fund-raising events
- identifies and collects sponsorships for Spring Festival Skate and other events as required

Director of Communications

- collects, and prepares materials for the Club Newsletter, and arranges for the printing and distribution of the Club newsletter and any other material/information as directed by the Board on a regular basis (newsletter is currently bi-monthly)
- assists in the maintenance and development of the GSC Web site - ensures that the Web site is maintained and/or upgraded on a regular basis
- acts as liaison with local/national/international press (print and television) with respect to athletes representing the Club
- prepares news releases/articles highlighting GSC athletes, coaches, judges, etc.
- makes recommendations to the Executive with respect to raising the Club profile within the community
- makes recommendations to publicly profile GSC members
- assists in the maintenance of the Club's showcases

Director of Special Events

- assists with the co-ordination and organization of the Annual Awards Banquet April/May each year (i.e. set up of location, menus, flowers, ticket sales, presentations, awards, etc.)
- plans, co-ordinates and supervises the annual Club Competition (beginning of December); coordinates with Registrar, Hospitality, Director of Skating, Membership Director, Music Players, Tech Representative and Accountants, Judges, etc.
- organizes the Annual Club Picnic (July) including supplies, food, refreshments and assists in the planning of activities/games as required
- assists the Director of Skating with the organization of EOSIC Team and Competitive Team activities/events such as send-off parties
- assists with the organization of any other special events that occur during the year

Director of Hospitality

- prepares a budget
- works in co-ordination with Test Chairperson and/or any other member of the Club with respect to arranging facilities for test days, competitions, and special events to be held at GSC
- plans and co-ordinates menus
- co-ordinates volunteers with respect to supervision of feeding judges, coaches, volunteers, etc.

Test Chairperson

- organizes/schedules the test sessions for the four skating schools that the Club offers
- arranges for judges on test days - in conjunction with Skate Canada
- prepares test schedules for test days
- runs test days
- ensures that all paper work with respect to tests is completed in accordance with Skate Canada requirements and rules.
- acts as Registrar for competitions held at GSC, Spring Festival, Club, ESOIC, etc.

Director of Bingo

- completes the required paperwork for the City of Ottawa
- attends meeting of the executive for the *Rendez-Vous Charities and Owners Committee*
- schedules volunteers for 3 month sessions

Director of Skater Development

- assists the Canskate Director with co-ordination, planning and organization of the annual CanSkate Club Competition
- Assists the CanSkate Director with the organization of the annual Christmas Party
- acts as Club Representative on the Interclub Committee
- provides support to the Director of Skating on skater development initiatives

Director of Membership

- identifies and recruits volunteers from among the general Club members to support members of the Board in carrying out their responsibilities
- communicates and coordinates the application of the Club's Volunteer Policy including updating the report on volunteer time
- coordinates housing assignments for out-of-town skaters participating in the CASA summer school program at the Club

Director of Synchro

- develops a budget for all GSC related Synchro Programs
- works with Ice Co-ordinator with respect to ice requirements and schedules
- assists with promotion of GSC Synchro programs,
- works with GSC and Synchro Team Managers to run the Synchro programs and develop a budget for the Summer PICS program

Director of Pro-Liaison

- Communicate with professional staff, Board of Directors and Club members
- to work with on any areas of communication requiring individual attention but not limited to conflicts and disagreements
- to hold regular meetings with professional staff for the purpose of sharing information or training

APPENDIX “C”

Grace Nadeau Memorial Fund

(Original Wording from Constitution dated 28 April, 1981 as approved at a Special Meeting)

By-Law 80: The Corporation will establish a fund in memory of Grace Nadeau, one of the founding members of the Club to enhance skater development herein referred to as the “Fund”.

*Club Administrator (see Appendices “A” & “B”).

By-Law 81: The Fund will have a separate set of books and controlled by all the By-Laws of this Constitution.

By-Law 82: The Capital for the Fund will be obtained from donations and fund raising specifically designated for the Fund.

By-Law 83: The Capital of the Fund will be invested in Canadian insurable registered certificates.

By-Law 84: The interest from the Fund may be used for skater development programs as determined by the Club Executive.

By-Law 85: The Capital of the Fund will remain in the Fund for perpetuity unless the Corporation is dissolved, the Letters Patent conditions apply.

APPENDIX “D”

Toronto Dominion Bank By-Law Authorizing And Pledging

APPENDIX “E”

Gloucester Skating Club Inc.
Current GSC Trophies

1. Lorne Woods Memorial Trophy - “Most Improved Skater”
2. President’s Award - Plaques
3. Elizabeth Manley Award (for skater reaching the highest competitive level)
4. Interpretive Trophy
5. Open Ladies
6. Junior Silver Ladies
7. Senior Bronze Ladies
8. Junior Bronze Ladies
9. Petra Burka Trophy for Preliminary Ladies
10. Preliminary Men
11. Pre-preliminary Ladies
12. Pre-preliminary Men
13. Introductory Ladies