



SKATE CANADA PRINCE EDWARD ISLAND LTD.

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BY-LAWS

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Article 1: Name, Affiliation, and Incorporation

1.1 Name

The name of the organization is **Skate Canada Prince Edward Island** (hereinafter the “Section”).

1.2 Affiliation

The Section is recognized by Skate Canada as the official Section for the Province of Prince Edward Island. The Section shall abide by the By-Laws, policies, rules, and regulations of Skate Canada as they apply to all Sections and operate in alignment with the **Memorandum of Understanding (MOU)** in effect between the Section and Skate Canada.

1.3 Incorporation

The Section is incorporated as a non-profit corporation under the laws of Prince Edward Island (PEI). It shall remain in good standing under all relevant PEI legislation and regulations.

1.4 Registered Office

The registered head office of the Section is located in Charlottetown, Prince Edward Island, or such other location as the Board of Directors (the “Board”) may determine.

1.5 Fiscal Year

Unless otherwise set by the Board, the fiscal year of the Section will be from **April 1 to March 31**, aligning with Skate Canada’s financial cycle.

1.6 Non-Profit Purpose

The Section shall operate without financial gain to its Members. Any profits or accretions shall be used solely to promote its objectives.



1.7 Interpretation

- 1.7.1 In these By-Laws, words in the singular include the plural and vice versa; words in one gender include all genders.
- 1.7.2 In the event of any conflict among these By-Laws, the Skate Canada By-Laws, and provincial/federal legislation, the latter documents shall govern in that order of priority.
- 1.7.3 The Board may interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of the Section.

1.8 Definitions

Where terms used in these By-Laws are defined in Skate Canada's By-Laws or the MOU, such definitions shall apply unless the Board adopts specific definitions for clarity.

Article 2: Purpose and Objectives

2.1 Purpose

The purpose of Skate Canada Prince Edward Island (the "Section") is to **promote, foster, and govern** the sport of figure skating within Prince Edward Island in accordance with the standards and rules of Skate Canada. The Section enables Islanders of all ages and abilities to participate in skating throughout their lives, providing leadership, development opportunities, and support to clubs, coaches, officials, and skaters.

2.2 Objectives

In pursuing its purpose, the Section's objectives include, but are not limited to:

- **Supporting and Overseeing Clubs/Schools**

Supporting and overseeing Skate Canada member clubs and skating schools in Prince Edward Island to deliver quality skating programs.

- **Organizing Competitions and Events**

Organizing competitions, tests, clinics, and other events to advance figure skating skills, celebrate



achievements, and foster camaraderie within the skating community.

- **Developing Coaches and Officials**

Training and developing coaches, officials (judges, evaluators, data specialists), and volunteers to promote excellence and safety in skating.

- **Upholding Skate Canada Standards**

Enforcing Skate Canada's rules, standards, and Safe Sport policies at the provincial level to protect participants and maintain program integrity.

- **Advocating for PEI Skaters**

Representing the interests of Prince Edward Island's skating community within Skate Canada, and collaborating with other Sections (e.g., New Brunswick, Nova Scotia) on interprovincial matters.

Article 3: Membership

3.1 Membership Structure

3.1.1 Derivation from Skate Canada

- The Section is a recognized provincial branch (Section) of Skate Canada. **All membership registration, renewals, and payments occur through Skate Canada;** the Section does not register Members independently.

3.1.2 Compliance

- All Members must abide by Skate Canada's and the Section's By-Laws, policies, rules, and regulations, including Safe Sport requirements, codes of conduct, and applicable provincial/federal laws.

3.2 Members of the Section

Membership within the Section consists of the following, **by virtue of their standing with Skate Canada:**

3.2.1 Member Clubs and Skating Schools

- Figure skating clubs and skating schools based in Prince Edward Island that are officially chartered by and remain in good standing with Skate Canada.



3.2.2 Registrants (Individual Members)

- Individuals (e.g., skaters, coaches, officials, volunteers) who register with Skate Canada through a Member Club or Skating School in Prince Edward Island, or directly with Skate Canada under the Section.

3.3 Membership Rights and Responsibilities

3.3.1 Member Clubs and Skating Schools

- May participate in the governance of the Section, including sending representatives/delegates to Members' meetings.
- Have voting rights on matters as outlined in these By-Laws.

3.3.2 Individual Registrants

- Participate in Section activities and programs but **do not hold voting rights** unless otherwise specified.
- Must comply with all relevant Skate Canada and Section rules, including any discipline or Safe Sport policies.

3.3.3 Conduct and Obligations

- All Members must maintain **good standing** by fulfilling financial obligations (fees, dues), respecting deadlines, adhering to conduct requirements, and abiding by discipline decisions.

3.4 Membership Fees

3.4.1 Skate Canada Fees

- **Membership fees** are set by Skate Canada and collected directly by Skate Canada. The Section receives its portion through the **Memorandum of Understanding (MOU)** with Skate Canada.

3.4.2 Section-Specific Fees

- The Section Board of Directors ("the Board") may set additional fees for provincial activities or programs. These shall be communicated in a timely manner to Member Clubs and Skating Schools.

3.5 Membership Status and Good Standing

3.5.1 Good Standing

- A. A Member is in **good standing** when they:



- a) Maintain current registration with Skate Canada.
- b) Have no outstanding dues or financial obligations to Skate Canada or the Section.
- c) Comply with applicable rules, policies, and codes of conduct.

B. A Member who is **not in good standing with Skate Canada** is automatically deemed **not in good standing** with the Section.

3.5.2 Loss of Good Standing

A. Members who lose good standing (e.g., due to unpaid fees or disciplinary actions) may be ineligible to vote, attend events, or participate in other Section benefits until reinstated.

3.6 Termination and Reinstatement of Membership

3.6.1 Termination

- A. Membership in the Section **automatically ceases** if:
- a) A Member Club or Skating School ceases to be a Member of Skate Canada (including dissolving or failing to renew).
 - b) A Registrant (individual) withdraws, fails to renew, or is suspended/expelled by Skate Canada.
 - c) The Member provides written resignation to Skate Canada, which takes effect upon receipt (or the date specified).

3.6.2 Reinstatement

- A. If a suspended or expelled Member is reinstated by Skate Canada, **they are automatically reinstated** within the Section, subject to compliance with any additional conditions set by the Board or applicable policies.

3.7 Non-Transferability of Membership

3.7.1 Non-Transferable

- A. Membership in the Section **cannot be assigned, transferred, or sold**. It exists solely for the individual or organization that registered with Skate Canada.



Article 4: Notice

4.1 Written Notice

In these By-Laws, “written notice” means any notice that is delivered by hand, mailed, faxed, emailed, or sent by courier to the address of record of the individual, Director, Officer, or Member, as applicable.

4.2 Date of Notice

The effective date of notice shall be:

- The date on which receipt is confirmed when notice is delivered in person, by fax, or by email; or
- In the case of notice provided by mail, five (5) days after the date the mail is post-marked, unless a longer period is required by applicable law.

4.3 Error in Notice

An inadvertent omission to give notice, an error in the delivery of notice, or failure of any individual to receive notice, which does not affect the substance of the notice, shall not invalidate any action taken at a meeting.

Article 5: Meetings of Members

5.1 Annual General Meeting (AGM)

5.1.1 Timing

- The Section shall hold an Annual General Meeting each year, at a date, time, and location (or electronic platform) determined by the Board of Directors. Typically, it is held in the spring, after the close of the skating season.

5.1.2 Notice

- At least **30 days** prior to the AGM, written notice shall be provided to all Member Clubs/Skating Schools (and any other categories specified by the Board) by electronic or other suitable means.
- The notice shall include the **date, time, location (or online access)** and the **agenda**, as well as any special resolutions or proposed by-law amendments.



5.1.3 Quorum

- A quorum consists of **at least 50% of the Section's Member Clubs** in good standing, represented in person or through approved electronic participation. Each Member Club/Skating School present counts as one for determining quorum, regardless of the number of delegates attending from that club.
- If quorum is not reached within a reasonable time, the meeting may be adjourned to a later date set by the Chair.

5.1.4 Agenda

- The typical order of business includes:
 - Call to Order
 - Approval of Agenda
 - Approval of Minutes (previous AGM)
 - Business Arising from Minutes
 - Reports (Chair, Committees, etc.)
 - Presentation of Financial Statements (Treasurer's Report)
 - Appointment or Waiver of Auditor (if required)
 - Election of Directors
 - Proposed By-Law Amendments (if any)
 - New Business
 - Adjournment
- Meetings shall follow **Robert's Rules of Order (latest edition)** or another recognized authority chosen by the Board, **unless** those rules conflict with these By-Laws or applicable law.

5.2 Special General Meetings (SGMs)

5.2.1 Purpose and Calling

- A Special General Meeting may be called between AGMs to address **urgent or specific issues**. The Board may call an SGM by resolution, or one must be called if **25% of Member Clubs** submit a written requisition to the Secretary stating the purpose.



5.2.2 Notice and Quorum

- Notice requirements for an SGM are the same as for an AGM except the **minimum notice period may be 14 days** (or shorter if permitted by law for emergencies).
- The notice must specify the **exact purpose** of the SGM, and **no other business** shall be transacted.
- Quorum is the same as the AGM requirement (**50% of Member Clubs in good standing**).

5.2.3 Procedure

- SGMs shall follow meeting procedures similar to the AGM, including Robert's Rules of Order, unless otherwise specified.

5.3 Voting Rights and Procedures

5.3.1 Voting Members

- The **voting members** at any general meeting (AGM or SGM) are the **Board of Directors, Member Clubs and Skating Schools** in good standing.
- Each **Board of Directors, Member Club/Skating School is entitled to one (1) vote**, cast by a designated delegate who is at least 18 years of age and in good standing.

5.3.2 Non-Voting Attendees

- Individual registrants (skaters, coaches, officials) who are not official delegates may attend and speak with the Chair's permission but **do not vote**.
- The Executive Director **does not vote**.

5.3.3 Majority Vote

- Unless otherwise specified, a **simple majority (>50%)** of votes cast decides a motion.
- The Chair of the meeting **does not vote** except in the case of a tie, in which case the Chair may cast the deciding vote (or break the tie in accordance with Robert's Rules).

5.3.4 Special Resolutions

- Changes to By-Laws or other matters requiring a special resolution under law require **at least two-thirds (2/3)** of votes cast to pass.
- Notice of such a special resolution must be provided in advance, per legal and By-Law requirements.

5.3.5 Proxy Voting

- **Proxy voting is not permitted**, in keeping with the Section's policy of encouraging direct



participation. Each Member must be represented by its own delegate.

5.3.6 Ballots and Verification

- Voting is typically by a show of hands (or oral/electronic indication). However, any voting delegate may request a **secret ballot** or roll-call vote for elections or sensitive matters.
- Before each vote, the Chair or Secretary confirms the number of eligible votes based on accredited delegates present.

5.4 Electronic Meetings and Voting

5.4.1 Electronic Participation

- The Section may conduct the AGM or an SGM by teleconference or other electronic means (video conference, online platform) that allows all participants to **communicate simultaneously**.
- Participation by such electronic means constitutes presence at the meeting.

5.4.2 Identity and Security

- The Board shall establish procedures to **verify the identity of voting delegates** attending electronically and to **ensure secure, accurate voting** (e.g., online polls or emailed ballots).
- All other rules regarding **notice, quorum, and voting** remain the same.

5.5 Adjournment

5.5.1 Adjournment Process

- The Chair may, with the meeting's consent (simple majority vote), adjourn an AGM or SGM to a fixed time and place.
- **No new business** may be introduced at the reconvened meeting; only the unfinished business from the adjourned meeting may be addressed.
- If the adjournment extends beyond **30 days**, reasonable notice of the new date must be provided to all Member Clubs/Skating Schools.



Article 6: Board of Directors

6.1 Composition of the Board

6.1.1 Officers

- The Board of Directors (the “Board”) shall consist of the following **voting** officers, elected at an Annual General Meeting (AGM):
 1. Chairperson
 2. Vice Chair
 3. Secretary
 4. Treasurer
 5. Committee Chairs
 6. Representative from each Member Clubs and Skating Schools in good standing
- The **Past Chair** serves ex officio as a **voting** member if one exists (i.e., the immediate former Chair).
- The **Executive Director** serves ex officio as a **non-voting** member (employee/contractor), providing advice and operational support.

6.1.2 Additional Positions

- No additional Directors shall be added unless these By-Laws are amended or mandated by Skate Canada policies.
- The Board may invite non-Directors (e.g., skaters, coaches, officials or other individuals) to attend Board meetings as observers or consultants without voting privileges.

6.2 Powers and Responsibilities

6.2.1 Authority

- The Board is the governing body of the Section and exercises all powers on behalf of the Section between general membership meetings, subject to these By-Laws, the Section’s Articles of Incorporation, and applicable laws.

6.2.2 Key Duties

- Oversee the Section’s strategic direction, policies, programs, and financial health.
- Approve budgets, monitor finances, and ensure compliance with Skate Canada rules and



Safe Sport requirements.

- Hire, supervise, and evaluate the Executive Director.
- Establish committees and appoint committee chairs as needed.
- Call and prepare for general meetings (AGMs/SGMs) of the membership.
- Ensure transparency, integrity, and alignment with Skate Canada's standards.

6.2.3 Policy-Making

- The Board may create, revise, or repeal policies and procedures for the Section's operations, provided these do not conflict with these By-Laws or Skate Canada's governing documents.

6.3 Eligibility

6.3.1 Criteria for Elected Directors

- Must be an individual **18 years of age or older**.
- Must be in **good standing** with Skate Canada and the Section.
- Must not be under suspension or expulsion by Skate Canada.
- Generally, should be a **registered Skate Canada participant** (through a PEI club) or an honorary member of the Section.
- The Executive Director, as an employee or contractor, **cannot** serve as a voting Director.

6.3.2 Residency and Representation

- Directors should ordinarily reside in PEI or have strong ties to the local skating community, ensuring familiarity with provincial needs and interests.

6.4 Term of Office

6.4.1 Term Length

- Elected Officers (Chair, Vice Chair, Secretary, Treasurer) normally serve two-year terms.

6.4.2 Staggered Terms

- Terms are staggered so that approximately half of the positions are up for election each year (e.g., Chair + Treasurer in one year, Vice Chair + Secretary the next) to ensure continuity.

6.4.3 Limits

- Officers may be re-elected for consecutive terms as permitted by the Section.



- It is recommended that no individual serve more than **three (3) consecutive two-year terms** in the same office to encourage leadership renewal.
- **Exception:** If no new candidate is both eligible and willing to serve in a vacant position at the time of an election, the membership may, by ordinary resolution at the AGM (or a Special General Meeting), **re-elect** the incumbent beyond the three-term guideline for an additional term.

6.4.4 Start and End of Term

- A newly elected Officer's term begins at the conclusion of the AGM at which they are elected and runs until the end of the relevant AGM in the year their term expires (or until a successor is elected).

6.4.5 Past Chair

- The Past Chair serves ex officio on the Board for the term immediately following their tenure as Chair and serves a two-year term.
- If there is no immediate predecessor (i.e., no Past Chair exists), the Past Chair seat shall remain vacant until filled through subsequent election or appointment.

6.5 Election of Officers

6.5.1 Election Process

- Elections are held at the AGM for any open positions. The Board or a Nominating Committee will call for nominations in advance.
- If only one nominee is received for a position, that individual is **acclaimed**. If more than one nominee, voting is by **secret ballot** (or equivalent confidential method).
- Each Member Club/Skating School in good standing casts **one vote** for each Officer position.
- In the event of a **tie**, a revote or an agreed-upon tiebreak method (e.g., drawing lots) shall determine the winner.

6.5.2 Eligibility and Nomination

- Nominees must meet the eligibility criteria in 5.3.
- Nominations typically must come from a Member in good standing and be submitted by established deadlines.



6.6 Vacancies

6.6.1 Causes of Vacancy

1. A Board position may be vacated due to resignation, removal, death, incapacity, or if an Officer becomes ineligible (e.g., suspended by Skate Canada).

6.6.2 Filling Vacancies

2. The Board may appoint a qualified individual to fill a vacant position until the next AGM.
3. If the **Chairperson** position becomes vacant, the **Vice Chair** automatically serves as Acting Chair until an appointment or election is held.
4. The Past Chair seat shall be filled only if there is an immediate predecessor; otherwise, it may remain vacant..

6.7 Removal of Directors

6.7.1 Member-Initiated Removal

- An elected Director may be removed by a **two-thirds (2/3) majority** vote at a Special General Meeting called for that purpose. The individual must receive **written notice** of the intention to consider their removal and an opportunity to speak.
- Grounds may include breach of fiduciary duty, misconduct, or repeated failure to fulfill Board duties.

6.7.2 Board Recommendation

- If a Director (Officer) is unable or unwilling to perform their duties, or misses three consecutive meetings without valid reason, the Board (by majority) may recommend removal and call a Special General Meeting for a member vote. The Board itself **cannot** permanently remove an elected Director.

6.8 Board Meetings

6.8.1 Frequency and Call of Meetings

- The Board shall meet as needed to conduct Section business, aiming for at least **four** meetings per year.
- Meetings are called by the Chair or by any **two (2) Board members** submitting a request to the Secretary.

6.8.2 Notice

- At least **7 days'** notice should be given for regular Board meetings, unless urgency justifies



shorter notice.

- Meetings may be conducted in person or by electronic means (teleconference/videoconference).

6.8.3 Quorum

- A majority of the **voting** Board members constitutes quorum.

6.8.4 Decision-Making

- Each voting Director (Chair, Vice Chair, Secretary, Treasurer, Past Chair) has **one vote**. Motions pass by **simple majority**. The Chair only votes in the case of a tie or as otherwise determined by Board policy.
- The Executive Director is **non-voting** but participates in discussions.

6.8.5 Minutes and Records

- The Board shall keep minutes of all meetings. These minutes should be maintained at the Section office or another secure location designated by the Board.

6.9 Conflict of Interest

6.9.1 Disclosure

- Board members must disclose any real or perceived conflicts of interest (personal or financial) relating to Section matters.
- Those with conflicts shall **abstain** from voting on or influencing decisions in related matters.

6.9.2 Alignment with Skate Canada

- The Section follows Skate Canada's Conflict of Interest policy. The Board may adopt additional guidelines to maintain transparency and integrity.

6.10 Indemnification

6.10.1 Scope

- The Section shall indemnify its Directors, Officers, and volunteers against expenses or liabilities incurred in the good-faith execution of their duties, except in cases of gross negligence or willful misconduct.

6.10.2 Insurance

- The Board will obtain and maintain **Directors' and Officers' liability insurance** to protect Board members and other volunteers while serving the Section.



Article 7: Officers and Executive Director

7.1 Chairperson (Section Chair)

7.1.1 **Role:** Principal elected officer of the Section; presides over all general meetings and Board meetings.

7.1.2 **Duties:**

- Provides leadership and strategic direction in cooperation with the Board and Executive Director.
- Calls and chairs meetings; oversees implementation of Section programs and policies.
- Serves as primary liaison to Skate Canada; represents the Section within the PEI sports community.
- Ensures the Board and its committees function effectively.

7.1.3 **Voting:**

- At **general membership meetings**, the Chair **only votes in the event of a tie** (see Article 4.3).
- At **Board meetings**, the Chair is a voting member (may also break tie votes there).

7.1.4 **Ex-Officio Committee Member:** The Chair is an ex-officio member of all committees except the Nominating Committee (if one exists) to maintain impartiality.

7.2 Vice Chair

7.2.1 **Role:** Assists the Chairperson and acts on their behalf when the Chair is absent or unable to serve.

7.2.2 **Duties:**

- May oversee specific portfolios or committees as assigned by the Board.
- Typically coordinates major events (e.g., AGM planning) and ensures committee reports/business items are ready for Board meetings.
- Becomes the **Acting Chair** if the Chair position is vacant until an appointment or election



can be held.

7.3 Secretary

7.3.1 Role: Responsible for documentation and communication of Section business.

7.3.2 Duties:

- Maintains accurate minutes of Board, AGM, and SGM meetings; issues notices of meetings as required.
- Keeps official records, correspondence, and up-to-date registers of Member Clubs.
- Ensures safe custody of core Section documents (incorporation papers, By-Laws, policies, minutes).
- Coordinates with the Chair and Executive Director to prepare and distribute meeting agendas.
- Communicates Section changes (Board or By-Laws) to Skate Canada and relevant authorities in a timely manner.

7.4 Treasurer

7.4.1 Role: Oversees the financial affairs of the Section.

7.4.2 Duties:

- Keeps proper accounting records, monitors bank accounts, and manages Section finances.
- Prepares financial reports for Board meetings; drafts annual budgets and tracks performance.
- Presents annual financial statements to the membership at the AGM and arranges any required audits or reviews.
- Ensures required financial filings (provincial/federal) are completed on time.
- At least **two** signatures (from elected Officers, or an Officer and the Executive Director, if authorized by the Board) must appear on all financial instruments.

7.5 Past Chair

7.5.1 Role: Serves in an advisory capacity to provide continuity and historical perspective.

7.5.2 Duties:

- Offers guidance based on prior experience; may chair specific committees (e.g.,



Nominating Committee) if assigned.

- This position is **voting** if the individual is available and willing to serve, and only applies to the **immediate** former Chair.
- The role ends once a new Chairperson leaves office (i.e., when there is a different immediate past Chair).

7.6 Executive Director

7.6.1 **Role:** Senior staff person of the Section, engaged by and accountable to the Board.

7.6.2 **Duties:**

- Manages day-to-day operations, implements Board decisions and strategic plans.
- Oversees the Section office, staff, and contractors (if any).
- Coordinates competitions, clinics, and workshops alongside relevant committees.
- Represents the Section on operational matters as directed; maintains communication with Skate Canada.
- Attends all Board meetings as an **ex-officio (non-voting)** member.

7.6.3 **Limitations:**

- The Executive Director has **no voting rights** on the Board or at general meetings, and **cannot** hold an elected Officer position.

7.7 Additional Officer Positions

The Section may create additional officer roles (e.g., Second Vice Chair, Directors-at-Large) **only by amending these By-Laws**, in accordance with Article 11. Until such an amendment is passed, no other officers beyond those listed in Article 5.1 are recognized.

Article 8: Committees

8.1 Standing Committees

To effectively manage figure skating development and administration in Prince Edward Island, the Section shall establish the following **standing committees** (or similar):



8.1.1 Data Specialists Committee

- Oversees the training, development, and assignment of Data Specialists and manages scoring systems/results for competitions.

8.1.2 Competitions Committee

- Plans and oversees Section-run competitions (local invitationals, Provincial STARSkate) and ensures technical arrangements (scheduling, officials) meet Skate Canada standards.

8.1.3 Coaching Committee

- Coordinates coaching development, clinics, and communication with Skate Canada's coaching programs.
- The Chair (Coaching Rep) is typically elected by or representing the Section's professional coaches.

8.1.4 Technical (Skating Programs) Committee

- Manages technical development for programs (e.g., STARSkate, Competitive content).
- Oversees athlete development initiatives, and technical updates from Skate Canada.

8.1.5 Evaluators & Judges Committee

- Recruits, trains, and assigns Judges, Evaluators, and other officiating roles.
- Coordinates test days, clinics and trial judging, ensuring officials are qualified and certified.

8.1.6 Synchronized Skating Committee

- Focuses on the discipline of synchronized skating, supporting teams, organizing development clinics, and integrating synchro events into competitions.

8.1.7 Awards Committee

- Manages recognition for skaters, coaches, officials, volunteers, and clubs.
- Administers awards, scholarships, and annual recognition events or ceremonies.

Note: These committees may be merged, adapted, or restructured by the Board as needed. The Section aligns its committee structure with Skate Canada's overarching guidelines and the needs of PEI's skating community.



8.2 Committee Formation and Membership

8.2.1 Committee Chairs

- Each committee has a committee Chair (or Director) with relevant expertise or background, appointed or elected per Board policy.
- Some committee Chairs (e.g., Coaching Representative, Officials Representative) may be chosen by their respective peer groups, then confirmed by the Board.

8.2.2 Members

- Committee members are selected by the Chair or by the Board to ensure appropriate skills and club representation.
- All committee participants must be **in good standing** with Skate Canada and the Section.

8.2.3 Appointment/Election

- The Board typically appoints Chairs after the AGM each year, unless a specific committee elects its own Chair from among its group (e.g., coaches, officials).

8.3 Authority and Reporting

8.3.1 Advisory Role

- Committees **recommend** policies, actions, or event plans within their areas, but do not independently make binding decisions unless specifically delegated such authority by the Board.

8.3.2 Accountability

- Each committee **reports** regularly to the Board (written or verbal).
- Committee Chairs prepare an **annual report** for the AGM to summarize the year's activities.

8.3.3 Budget

- Committees operate within budgets approved by the Board. Any additional expenditure requires Board approval.

8.3.4 Ex-Officio Membership

- The Section Chairperson is an **ex-officio** member of all committees (except where a conflict may arise, such as a Nominating Committee).



8.4 Ad Hoc Committees and Task Forces

8.4.1 Creation

- The Board may establish **ad hoc committees** or **task forces** for specific projects or issues (e.g., fundraising, strategic planning, discipline), outlining their purpose and term.

8.4.2 Dissolution

- Ad hoc committees dissolve automatically upon completion of their task or upon Board decision.

8.5 Nominating Committee (Optional)

8.5.1 The Board may form a **Nominating Committee** annually to identify and vet candidates for Board elections.

8.5.2 If formed, this committee operates impartially, seeking nominations from the membership and confirming candidates' willingness to serve. It may be chaired by the **Past Chair** or another impartial volunteer.

8.6 Committee Meetings

8.6.1 Frequency and Conduct

- Committees meet at the call of their Chair, in person or via electronic means, as often as needed to fulfill their duties.

8.6.2 Decision-Making

- Consensus is preferred; if a vote is necessary, a simple majority decides, with the Chair breaking any tie.

8.6.3 No Conflicts

- Committees cannot pass decisions that conflict with Board-approved policies or motions. Significant actions require prior Board approval.

8.7 Removal of Committee Chairs or Members

8.7.1 The Board may remove any committee Chair or member for **just cause** (e.g., inactivity, misconduct) by Board resolution.

8.7.2 If a Chair was elected by a specific constituency (coaches or officials), the Board should consult with that group before finalizing removal or appointing a replacement.



Article 9: Finances and Management

9.1 Finance Management

9.1.1 Usage of Funds

- The Section's funds shall be used **solely** to further the Section's and Skate Canada's purposes. All revenues (e.g., membership fees, sponsorships, fundraising, competition proceeds) must be deposited in financial institutions approved by the Board.

9.1.2 Oversight

- The Treasurer and Executive Director jointly oversee daily financial transactions, but any expenditures must comply with Board-approved budgets or receive specific Board approval.
- The Section is primarily funded through its portion of Skate Canada membership fees (per the MOU), plus any additional funding from Skate Canada (e.g., Equalization Payments), grants, sponsorships, or program revenues.

9.2 Signing Authority

9.2.1 Authorized Signers

- Cheques, online banking, and banking agreements requiring the Section's signature shall be signed by **two (2)** of the following: Chairperson, Treasurer, and another individual authorized by Board resolution.
- Contracts, documents, or instruments requiring the Section's signature shall be signed by **one (1)** of the following: Chairperson, Treasurer, or another individual authorized by Board resolution..

9.2.2 Routine Documents

- The Board may pass a resolution specifying officers or the Executive Director who can sign low-value or routine documents on behalf of the Section.

9.3 Financial Statements and Audit

9.3.1 Records

- The Section's books and records shall be maintained in accordance with **generally accepted accounting principles** (GAAP) for non-profit organizations.

9.3.2 Annual Statements

- After each fiscal year, the Treasurer (with assistance as needed) prepares financial



statements (e.g., Statement of Income and Expenditures, Balance Sheet).

- These statements must be approved by the Board and presented to Members at the **Annual General Meeting**.

9.3.3 Audit or Review

- If required by law or directed by Skate Canada, an **external audit or review** shall be conducted by a qualified accountant appointed by the Members at the AGM.
- The membership may waive a formal audit if allowed by law and if the Section's size and circumstances justify such waiver.
- Copies of audited or reviewed statements (or unaudited statements, if audit is waived) shall be available to any Member upon request.

9.4 Budgets and Spending

9.4.1 Annual Budget

- An annual operating budget is prepared by the Treasurer/Executive Director and **presented for approval at the Annual General Meeting (AGM)**. Although the AGM may occur after the fiscal year has commenced, the approved budget shall govern the Section's financial operations for the remainder of the fiscal year. If necessary, the Board may adopt interim financial measures until the AGM-approved budget takes effect.
- Committees operate within allocated budgets or seek additional Board approval for unbudgeted spending.

9.4.2 Spending Limits

- The Section shall not incur debts beyond its foreseeable ability to pay, unless the Board explicitly approves.
- Any expenditure exceeding an approved budget line or above a certain threshold set by Board policy requires prior Board approval.

9.4.3 Emergency Decisions

- The Board (or a delegated finance committee) may authorize urgent spending between meetings, subject to later **Board ratification**.



9.5 Non-Profit Distribution

- 9.5.1 The Section is a **non-profit** entity. No part of its revenue or assets shall benefit any Director or Member except as reasonable compensation for services rendered (e.g., staff salary, honoraria for seminars).
- 9.5.2 Any surplus is to be **reinvested** in programs and operations aligned with the Section's objectives.

9.6 Record Keeping

9.6.1 Books and Minutes

- The Section keeps minutes of Board and general meetings and maintains adequate books and records of account at its head office (or another secure location).
- The Secretary typically maintains minutes and official documents; the Treasurer maintains financial records; and the Executive Director handles day-to-day administrative files.

9.6.2 Access and Retention

- Records must be retained at least as long as required by law (e.g., seven years for financial records, minutes kept permanently).
- Any Member in good standing may, upon reasonable notice, request to view the Section's financial statements or other records, in accordance with the law.



9.7 Borrowing Powers

9.7.1 Borrowing or issuing loans/debentures in the Section's name must be authorized by a **special resolution** of the membership or in accordance with the Section's incorporation documents, subject to applicable PEI legislation.

9.7.2 The Section should only borrow when absolutely necessary, with the membership's awareness or approval.

9.8 Property and Assets

9.8.1 Any property (equipment, scoring software, supplies) acquired by the Section remains the **Section's property**.

9.8.2 The Board oversees proper use and maintenance of physical or intellectual property (e.g., logos, web materials).

9.8.3 Items entrusted to clubs or individuals must be returned upon request.

9.9 Contracts and Agreements

9.9.1 Board Approval

- The Board must approve any significant contracts or agreements that bind the Section (e.g., event hosting, sponsorship, government funding).

9.9.2 Executive Director Role

- The Executive Director may sign routine or low-risk agreements under guidelines set by the Board.
- **All** contracts must be documented and kept on file in the Section's records.

Article 10: Compliance, Discipline, and Indemnification

10.1 Compliance with Provincial Law

10.1.1 Provincial Legislation

- These By-Laws are subject to the **Prince Edward Island Companies Act** and any other applicable non-profit legislation. If a By-Law provision conflicts with mandatory law, the law prevails.



10.1.2 Good Standing

- The Section shall file all required **returns, notices, and documents** with the provincial government to maintain its incorporation.

10.1.3 Legal Requirements

- Directors and Officers must ensure that **meetings, finances, and operations** comply with PEI law and any relevant regulations.

10.2 Compliance with Skate Canada Rules

10.2.1 Precedence of Skate Canada

- The Section will adhere to **Skate Canada's By-Laws, Policies, and Rulebook**. Where a conflict exists, Skate Canada regulations take precedence until the Section can amend its own By-Laws.

10.2.2 Cooperation

- The Section shall cooperate with Skate Canada in investigations or disciplinary matters affecting PEI clubs or members, following national Safe Sport and dispute resolution processes.

10.3 Cultural and Operational Nuances

10.3.1 PEI Context

- Recognizing Prince Edward Island's unique **close-knit community** and **geographic** factors, the Section aims to be inclusive, respectful, and considerate of local customs.

10.3.2 Volunteer Spirit

- The Section values its volunteers and fosters a **community-focused** approach to scheduling events, consultations, and meetings.

10.4 Relationship with Sport PEI and Other Agencies

10.4.1 Membership Obligations

- The Section, as a member of **Sport PEI** and other provincial sport bodies, will comply with any applicable membership requirements (e.g., Safe Sport, statistical reporting).

10.4.2 Provincial Regulations

- The Board may enact or update policies to reflect **PEI regulations** for child protection, concussion protocols, health guidelines, or other government directives.



10.5 Discipline and Complaints

10.5.1 National Policies

- The Section follows **Skate Canada's discipline and complaints procedures**, including Safe Sport protocols.

10.5.2 Due Process

- Any individual or club subject to disciplinary action is entitled to **notice of allegations** and an opportunity to respond.
- Appeals follow Skate Canada's processes.

10.5.3 Local Measures

- The Section may impose interim measures (e.g., removal from events or committees) to protect members and uphold the sport's integrity.

10.6 Amendments to Skate Canada

- The Section may propose amendments to **Skate Canada's By-Laws or Rules** via the proper channels, typically in collaboration with other Sections or through Skate Canada's AGM process.

10.7 Indemnification

10.7.1 Indemnification Granted

- The Section shall indemnify and hold harmless, from the funds of the Section, each Director or Officer (and any individual who acts at the Section's request) against all claims, charges, expenses, or costs incurred in connection with their duties, **provided** they acted in **good faith** and in the best interests of the Section.

10.7.2 Exclusions

- Indemnification does not apply in cases of fraud, dishonesty, bad faith, or willful breach of statutory duties. If a matter involves criminal or administrative proceedings with a monetary penalty, the individual must have had **reasonable grounds** to believe their conduct was lawful.

10.7.3 Insurance

- The Board shall maintain **Directors' and Officers' liability insurance** at all times to protect individuals acting on the Section's behalf.



Article 11: Amendment of Bylaws

11.1 Amendment Procedure

11.1.1 **Method:** These By-Laws may be amended, revised, or repealed only by a Special Resolution of the membership at a duly called Annual General Meeting (AGM) or Special General Meeting (SGM).

11.1.2 **Special Resolution:** A Special Resolution requires approval by at least **two-thirds (2/3)** of the votes cast by the voting delegates.

11.1.3 **Notice:** The meeting notice must include the text or a summary of the proposed amendment. Amendments may be proposed by the Board of Directors or by any Member Club (through the established motions process) prior to notice distribution.

11.2 Effective Date

11.2.1 An approved amendment becomes effective immediately upon approval (or on a later date specified in the motion) after any required ratification or approval by Skate Canada or provincial authorities.

11.2.2 The Secretary is responsible for filing the amendment with the appropriate government agency and forwarding it to Skate Canada, then circulating the updated By-Laws to all Member Clubs and posting them on the Section's website.

11.3 Review of By-Laws

- The Board shall review these By-Laws at least every three years or whenever significant changes occur in Skate Canada's governance or PEI legislation.
- Input from the membership shall be considered during each review, and any necessary changes will be submitted for approval as outlined above.

11.4 No Contravention of Skate Canada

11.4.1 No amendment to these By-Laws shall be valid if it contradicts Skate Canada's By-Laws or the fundamental principles governing membership and voting.

11.4.2 Should Skate Canada modify its required structure or policies, the Section will amend these By-Laws at the next AGM (even if a Special Resolution is required) to remain in compliance.



Article 12: Dissolution

12.1 Dissolution Procedure

12.1.1 The Section may be dissolved or wound-up only in accordance with applicable law (e.g., the Prince Edward Island Companies Act) and by a Special Resolution of the membership with any required provincial approvals.

12.1.2 In the event of dissolution, the Board of Directors shall remain in office as a **liquidation committee** (or another committee or liquidator may be appointed) to ensure the orderly wind-up of the Section's affairs.

12.2 Disposal of Assets

12.2.1 Upon dissolution, after all liabilities have been satisfied, any remaining assets shall be distributed to one or more organizations with similar purposes, to Skate Canada, or to a registered charity or amateur sport organization, as determined by the membership.

12.2.2 No assets shall be distributed for the personal benefit of any individual member.

12.2.3 The intent is for remaining funds to continue supporting figure skating or related community activities in Prince Edward Island.

12.3 Notification

12.3.1 The Section's Chair or Secretary shall promptly notify Skate Canada of any intention to dissolve.

12.3.2 Upon dissolution, all required final reports, including any reallocation or return of property or data belonging to Skate Canada, shall be forwarded to both Skate Canada and the provincial government.

12.3.3 The Section's incorporation will be surrendered in accordance with provincial requirements once the wind-up process is complete.

Approved by a Special Resolution of the Members of Skate Canada Prince Edward Island Section on May 3, 2025, thereby repealing and replacing any previous constitutions or bylaws of the Section. All Section members, directors, and officials are bound by the provisions of these Bylaws. These Bylaws shall be read in conjunction with Skate Canada's Bylaws and governing documents. Should any clarification be needed in interpretation, the Board of Directors has authority to interpret these Bylaws in a manner consistent with the mission of the Section and Skate Canada's standards, subject to eventual confirmation by the membership.