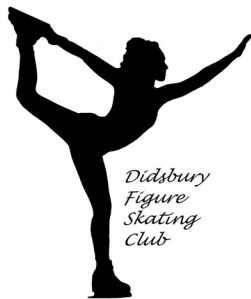


*Didsbury
Figure
Skating
Club*

Didsbury Figure Skating Club: Bylaws of the Society

TABLE OF CONTENTS



Didsbury Figure Skating Club:
Bylaws of the Society

ARTICLE 1: OVERVIEW OF THE SOCIETY

- 1.1 Name of the Organization
- 1.2 Purpose of the DFSC
- 1.3 Affiliations and Compliance
- 1.4 Purpose, Precedence, and Severability of Bylaws

- 3.3 Notice of Meetings
- 3.4 Error in Notice
- 3.5 Quorum
- 3.6 Meeting Agendas
- 3.7 Election of Directors and Executive
- 3.8 Voting
- 3.9 Electronic Meetings

ARTICLE 2: MEMBERSHIP

- 2.1 Membership Categories and Criteria
- 2.2 Additional Conditions of Membership
- 2.3 Membership Fees and Terms
- 2.4 Members in Good Standing
- 2.5 Rights and Privileges of Members in Good Standing
- 2.6 Membership and Voting
- 2.7 Cessation of Membership
- 2.8 Expectations of Members
- 2.9 Transfer of Membership
- 2.10 Debts and Liabilities of Members
- 2.11 Suspension or Revocation of Membership

ARTICLE 3: MEETINGS OF MEMBERS

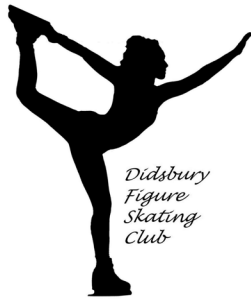
- 3.1 General Meetings
- 3.2 Special Meetings

ARTICLE 4: BOARD OF DIRECTORS AND THE EXECUTIVE

- 4.1 Composition of the Board of Directors
- 4.2 Election of Directors
- 4.3 Terms of Directors
- 4.4 Composition of the Executive
- 4.5 Election of the Executive
- 4.6 Terms of the Executive
- 4.7 Powers and Duties of the Board of Directors
- 4.8 Vacating, and Removal of Directors
- 4.9 Board Vacancies
- 4.10 Remuneration
- 4.11 Qualifications of Directors
- 4.12 Conflict of Interest
- 4.13 Delegation of Powers and Duties
- 4.14 Unforeseen Circumstances

ARTICLE 5: MEETINGS OF THE BOARD AND EXECUTIVE

- 5.1 Board of Directors Meetings
- 5.2 Executive Meetings



Didsbury Figure Skating Club:
Bylaws of the Society

- 5.3 Error in Notice
- 5.4 Quorum
- 5.5 Meeting Agendas
- 5.6 Voting
- 5.7 General Board and Executive Procedure
- 5.8 Motions of Reconsideration
- 5.9 Electronic Meetings

ARTICLE 6: EXECUTIVE AND DUTIES OF OFFICERS

- 6.1 Duties of the President
- 6.2 Duties of the Vice-President
- 6.3 Duties of the Treasurer
- 6.4 Duties of the Secretary

ARTICLE 7: FINANCES AND FINANCIAL RECORDS

- 7.1 Banking and Financial Accounts
- 7.2 Signing Authority

- 7.3 Financial Year
- 7.4 Transparency of Books, Accounts, and Records
- 7.5 Borrowing of Funds

ARTICLE 8: TRANSACTION OF THE AFFAIRS OF THE SOCIETY

- 8.1 Registered Office
- 8.2 Seal of the Society

ARTICLE 9: AMENDMENTS

- 9.1 Repeal or Amendment of Bylaws

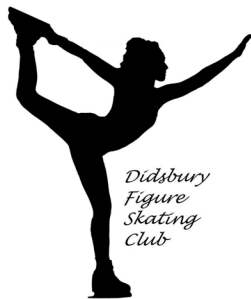
ARTICLE 10: DISSOLUTION

- 11.1 Distribution of Assets

ARTICLE 11: GENERAL PROVISIONS

- 12.1 Standards and Practices
- 12.2 Indemnification

ARTICLE 1: OVERVIEW OF THE SOCIETY



Didsbury Figure Skating Club:
Bylaws of the Society

1.1 Name of the Organization

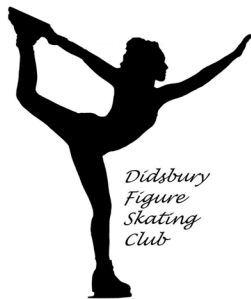
- a. The name of the organization shall be the Didsbury Figure Skating Club, hereafter referred to as the “DFSC”.

1.2 Purpose of the Society

- a. The purpose of the DFSC shall be to encourage the instruction, practice, enjoyment and advancement of its Members in all aspects of skating in accordance with the rules and policies of Skate Canada.

1.3 Affiliations and Compliance

- a. The DFSC shall be a member of Skate Canada.
- b. The DFSC shall pay fees and other charges that are required to be affiliated with Skate Canada.
- c. The DFSC is located in the Alberta-Northwest Territories/Nunavut Section of Skate Canada and shall pay fees and other charges that are required to be affiliated with Alberta-Northwest Territories/Nunavut Section of Skate Canada.
- d. The DFSC is a member of the Alberta Central Region and shall pay fees and other charges that are required to be affiliated with Alberta Central Region.
- e. The DFSC and its operations shall be managed by Members of DFSC in good standing.
- f. The DFSC shall protect the eligibility status of its Members. The DFSC shall not take or omit any action that would knowingly jeopardize the eligibility of its Members.



Didsbury Figure Skating Club:
Bylaws of the Society

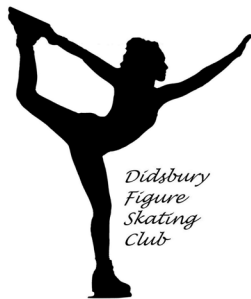
1.4 Purpose, Precedence, and Severability of Bylaws

- a. The bylaws shall describe the organization and its function, the rights and privileges of its Members, the means by which Members of the DFSC may elect the Board of Directors and the Executive, the scope of Board and Executive authorities and responsibilities, and oversight of the properties and activities of the DFSC.
- b. The bylaws, rules and regulations of Skate Canada and the Section shall take precedence over the DFSC's bylaws, provided they do not contravene the *Societies Act* of Alberta.
- c. Any bylaw contrary to the bylaws, rules and regulations of Skate Canada, those of the Section, and/or the *Societies Act* of Alberta shall be invalid.
- d. The provisions of these bylaws shall be deemed independent and severable and the invalidity in whole or in part of any Bylaw does not affect the validity of the remaining bylaws, which shall continue in full force and effect as if such invalid portion had never been included therein.

ARTICLE 2: MEMBERSHIP

2.1 Membership Categories and Criteria

- a. All Members of the DFSC shall be registered with Skate Canada and pay such registration fees to the DFSC and as set forth in the Skate Canada rule book, except for Members involved in a program not sanctioned by Skate Canada, but offered by the DFSC.
- b. The following are the categories of membership for the DFSC:
 - i. "Active Member": All skaters over the age of majority that have paid fees as set forth by these bylaws and the DFSC.

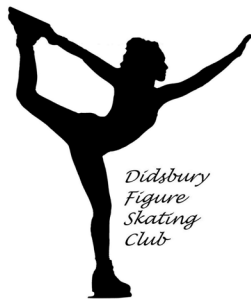


Didsbury Figure Skating Club:
Bylaws of the Society

- ii. “Family Member”: Parent or guardian of skaters under the age of majority who have paid fees as set forth by these bylaws and the DFSC.
- iii. “Community Member”: a Community Membership may be obtained by any person:
 - i. Interested in furthering the goals of the DFSC;
 - ii. Living in the Town of Didsbury and district;
 - iii. Who applies in writing for membership with the Secretary of the DFSC; and
 - iv. Who pays the annual ten-dollar membership fee for Community Members.
- c. A Family Member shall be recorded in the records of the DFSC as a single member, notwithstanding that there may be more than one person over the age of majority in the family unit.
- d. Persons within a Family Membership are not eligible to acquire additional membership status under the Community Membership class.
- e. Community Membership may only be obtained by a person, and not an organization or entity.

2.2 Additional Conditions of Membership

- a. The DFSC may also place additional conditions on the membership application process. These conditions may include, but are not limited to:
 - i. Signing a waiver or voluntary assumption of risk agreement; and
 - ii. Signing a personal conduct agreement or similar document.

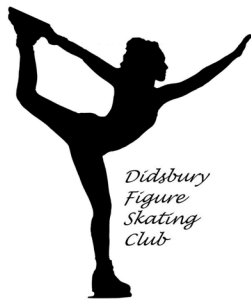


Didsbury Figure Skating Club:
Bylaws of the Society

- b. The Board shall have the discretion to accept or refuse an application for membership. Grounds for the refusal of membership may include, but are not limited to:
 - i. Prior Members or participants who have breached the DFSC's conduct standards or who have been a burden to the DFSC in the past may be refused re-entry.
 - ii. Potential Members or participants from other figure skating Societys with a reputation of poor behaviour or conduct may have their Membership application declined.

2.3 Membership Fees and Terms

- a. Any individual may become a Member in the appropriate category by meeting the requirements of Article 2. The individual will be entered as a Member under the appropriate category in the Register of Members.
- b. The Membership year is September 1 to August 31. All Memberships will be deemed to expire on August 31 and must be reactivated annually if the Member desires to continue as a Member.
- c. The Board decides annual membership fees for each category of Members. Membership fees for the categories of membership outlined in Article 2.1 are assumed through the payment of the annual registration fee of the skater with the DFSC, the annual Skate Canada fee, and/or the annual membership fee to the DFSC, as applicable.
- d. The annual membership fee, registration, and other applicable fees to the DFSC and/or Skate Canada must be paid, or considered current by the DFSC, for a Member to be considered in good standing in accordance with Article 2.4 of these bylaws. Members who are one month or more in arrears will not be permitted to take part in any DFSC activities.



Didsbury Figure Skating Club:
Bylaws of the Society

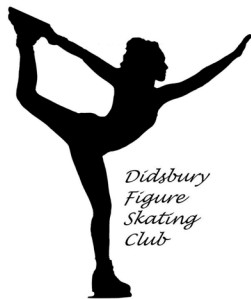
- e. If a Membership has ceased under Article 2.7 of these bylaws, the Membership fee is non-refundable, unless otherwise provided for in the DFSC's policies for the refund of general registration fees.

2.4 Members in Good Standing

- a. A Member is in good standing when:
 - iii. The Member has paid membership fees or other required fees to the DFSC and/or other required fees to Skate Canada; and
 - iv. The Member is not suspended or otherwise subject to a restriction of Membership rights as part of a disciplinary process as provided for under Article 2.5.

2.5 Rights and Privileges of Members in Good Standing

- a. Any Member in good standing is entitled to:
 - i. Receive notice of meetings of the Membership of the DFSC;
 - ii. Attend any meeting of the Membership of the DFSC;
 - iii. Speak at any meeting of the Membership of the DFSC;
 - iv. The right to petition to appear before the Board to be heard on matters of interest;
 - v. Allow their name to be put forward for election to a Board or Executive position, provided they meet the criteria in Article 4.11; and
 - vi. Exercise other rights and privileges given to Members in these bylaws.
- b. The Board may restrict these rights and privileges as part of a disciplinary process.



2.6 Membership and Voting

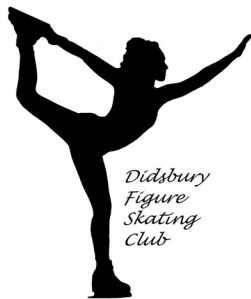
- a. The only Members who can vote at meetings of the Membership of the Society are Members in good standing who are at least eighteen years old.
- b. A voting Member is entitled to one vote at a meeting of the Society.
- c. A Family Member shall have one vote per family.

2.7 Cessation of Membership

- a. Any Member may resign from the DFSC by sending or delivering a written notice to the Secretary of the Society. When notice of resignation is received, the Member's name will be removed from the Register of Members. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.
- b. A Family Membership automatically ends upon all their children being withdrawn from the skating program.
- c. If a Member has not paid the prescribed membership fees, the Member shall be considered as having terminated their membership and the name of the Member will be removed from the Register of Members. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

2.8 Expectations of Members

- a. All Members are expected to conduct themselves in a manner befitting the standards set out by the DFSC.
- b. All members shall uphold, observe and conform to the rules Skate Canada, the Section, and the bylaws of the DFSC and other such regulations, policies, and procedures as set forth from time to time by the DFSC.



2.8 Transfer of Membership

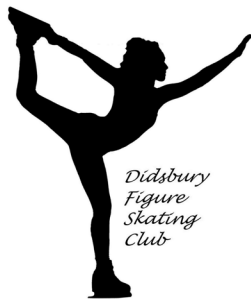
- a. No right or privilege of any Member is transferable to another person.
- b. All rights and privileges cease when the Member resigns, dies, is expelled from the DFSC, or the membership automatically ceases.

2.10 Debts and Liabilities of Members

- a. No Member is, in an individual capacity, liable for any debt or liability of the DFSC.

2.11 Suspension or Revocation of Membership

- a. The membership of a Member may be suspended or revoked by the Board in accordance with these bylaws for conduct that contravenes, in the sole opinion of the Board, any bylaw, policy, procedure, rule, regulation, or other instrument of the DFSC or Skate Canada.
- b. A registrant may be suspended or expelled from Skate Canada in accordance with Skate Canada's policies and procedures relating to the discipline of registrants; in this occurrence, the DFSC will comply with directives issued by Skate Canada.
- c. The Board will provide a Member who is subject to a suspension or expulsion consideration with written notice of the matter.
- d. The Board may, upon a two-thirds majority vote of the Board of Directors, suspend or expel any Member for any cause which is deemed sufficient in the interest of the DFSC.
- e. The Member shall have the opportunity to appear before and be heard by the Board prior to any vote to suspend or revoke their membership.
- f. The decision of the Board is final on matters of membership suspension or revocation, unless the individual exercises their right of appeal at a general meeting of the Members.



Didsbury Figure Skating Club:
Bylaws of the Society

- g. The Board shall provide the individual with a written notice outlining the result and rationale of the Board's decision regarding the suspension or revocation of membership.
- h. On the passage of the Board's vote, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

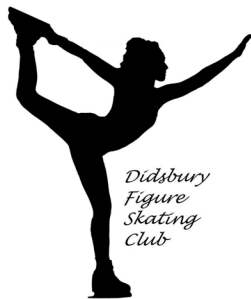
ARTICLE 3: MEETINGS OF MEMBERS

3.1 General Meetings

- a. The Society shall hold an Annual General Meeting in the month of April in each year.

3.2 Special Meetings

- a. All other meetings of the membership shall be Special Meetings and may be called by the President or, in his or her absence, the Vice-President.
- b. Any Member in good standing wanting to call a Special Meeting may present the President with a petition, signed by a majority of the Members of the Society, stating the reason for requesting the Special Meeting. Upon receipt of a valid petition, the President shall call a Special Meeting of the Members stating the reason for the meeting. For purposes of this clause:
 - i. A majority of the Members is: simple majority of fifty percent of the Members.
 - ii. A valid petition is a petition which states the purpose of the petition on every page of the petition, contains the printed name, signature, and date of the signature of the petition signatories, with the Members signatures verified against the Register of Members.



Didsbury Figure Skating Club:
Bylaws of the Society

3.3 Notice of Meetings

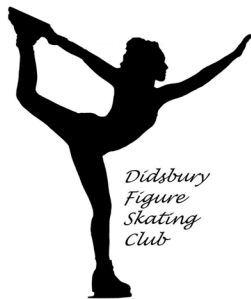
- a. Notice for a General Meeting will be, at minimum, twenty-one days of notice to the Members.
- b. Notice of the Annual General Meeting shall be publicized on the Society website and/or other electronic media a minimum of twenty-one days prior to the Annual General Meeting.
- c. Notice of the Annual General Meeting will include the purpose for, date, and location of the meeting.
- d. Notice for a Special Meeting will be, at minimum, seventy-two hours of notice to the Members.
- e. Notice of a Special Meeting will include the purpose for, date, and location of the meeting.
- f. Notice of the Special Meeting shall be publicized on the Society website and other electronic media a minimum of seventy-two hours prior to the Special Meeting.

3.4 Error in Notice

- a. The accidental omission to give notice of a meeting of the Members, the failure of any 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.

3.5 Quorum

- a. Any ten percent of eligible voting Members in good standing present at a General or Special Meeting shall constitute a quorum.

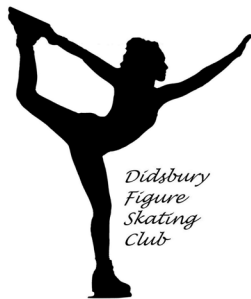


Didsbury Figure Skating Club:
Bylaws of the Society

- b. Meeting attendance will be cross referenced with the current Register of Members for purposes of membership verification before any meeting of the Members is called to order.

3.6 Meeting Agendas

- a. At the Annual General Meeting there shall be presented to the Members:
 - i. Minutes of the preceding General or Special Meeting;
 - ii. Financial statements of the DFSC setting out its income, disbursements, assets and liabilities, audited and signed by the DFSC's auditor;
 - iii. The report of the DFSC's appointed auditor;
 - iv. A report on the affairs and business of the DFSC for the previous year;
 - v. Committee or Sub-Committee reports, as necessary;
 - vi. Election of Officers and Directors, with a complete list of the candidates who have allowed their name to stand for elections;
 - vii. Amendments to the bylaws, as necessary. Proposed amendments to the bylaws must meet the Special Resolution notification requirements prescribed by the *Societies Act* of Alberta; and
 - viii. Such other information or reports as the Board determines.
- b. The Members shall appoint the auditor for the DFSC for the unaudited subsequent fiscal year.
- c. The Members shall transact such other matters as may properly be brought before the meeting.
- d. Members shall be given access to the meeting agenda a minimum of five days in advance of the meeting, unless otherwise prescribed by these bylaws and the *Societies Act* of Alberta.



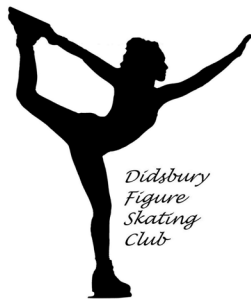
Didsbury Figure Skating Club:
Bylaws of the Society

3.7 Election of Directors and Officers

- a. Members allowing their name to stand for a Director or Officer position must indicate their intention to the Secretary to meet the agenda notification requirements in advance of the Annual General Meeting if they wish their name to be circulated with the agenda.
- b. Nominations from the floor will be accepted.
- c. Election of Directors and Officers shall occur at the Annual General Meeting.

3.8 Voting

- a. If two or more names are nominated for any Director or Officer position, voting shall be conducted by secret ballot.
- b. The vote of the President at any meeting shall be cast only in the event of a tie.
- c. Members in good standing present at a General or Special Meeting have the right to vote at said meeting.
- d. Unless a secret ballot is requested by any Member entitled to vote at any meetings, all resolutions, except Special Resolutions or where otherwise prescribed by these bylaws, shall be passed by a simple majority show of hands.
- e. Voting on any matter may only occur in person by the Member, unless a mail in, email or other ballot is specifically designated by the Board of Directors on an individual matter.
- f. Proxy voting is not permitted on any matter in the DFSC.
- g. If an electronic meeting is called in accordance with Article 3.9, electronic voting must likewise be facilitated in accordance with Article 3.8.



Didsbury Figure Skating Club:
Bylaws of the Society

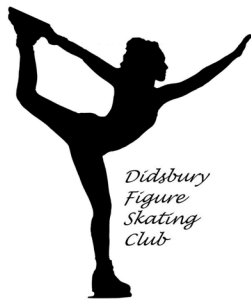
3.9 Electronic Meetings

- a. Meetings of the DFSC will, as a matter of standard practice, be held in person.
- b. The DFSC may facilitate electronic general membership meetings.
- c. Voting for electronic meetings must abide by Article 3.8 of the DFSC bylaws. A Member is considered “present” and “in person” for purposes of Article 3.8 if they are in attendance for the electronic meeting.
- d. The DFSC will choose a platform for electronic meetings that the Society understands to be reasonably accessible to the Membership.

ARTICLE 4: BOARD OF DIRECTORS

4.1 Composition of the Board of Directors

- a. The Society will be governed by a Board of Directors (the “Board”).
- b. The Board shall consist of a minimum of five Directors and a maximum of fourteen Directors.
- c. All members of the Board shall be deemed to be Directors.
- d. In addition to the Executive Officer positions articulated in Article 4.4 of these bylaws, other Director positions may include the: Registrar, Ice Scheduler, Carnival Representative, Communications Coordinator, Test Chair, Fundraising Coordinator, Volunteer Coordinator, and/or Coach Representative. The Coach Representative Director is non-voting and advisory to the Board of Directors on behalf of the DFSC coaching staff.
- e. Directors fulfilling positions identified in Article 4.1.d of these bylaws shall not be considered Officers of the Society for the purposes of the *Societies Act* of Alberta.



Didsbury Figure Skating Club:
Bylaws of the Society

- f. The Board may recommend to the Members amendments to Director positions from time to time based on the needs of the Society.

4.2 Election of Directors

- a. Director positions shall be filled by majority resolution of the Members at the Annual General Meeting each year, unless provided for elsewhere in these bylaws.
- b. The Coach Representative to the Board of Directors will be elected annually from within the DFSC coaching staff.

4.3 Terms of Directors

- a. All Director positions, except for Officers, will be elected to a one-year term. The term of every appointed Director shall commence at the date of such appointment and the Board of Directors shall hold office until the close of the general membership meeting at which their successors have been duly elected, unless otherwise prescribed by these bylaws.

4.4 Composition of the Executive

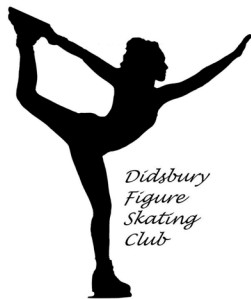
- a. The Executive will be the President, Vice-President, Secretary, and Treasurer.
- b. The Directors holding Executive positions will be deemed to be Officers.

4.5 Election of the Executive

- a. Executive positions shall be filled by majority resolution of the Members at the Annual General Meeting each year.

4.6 Terms of the Executive

- a. All Executive positions will be elected to a two-year term.

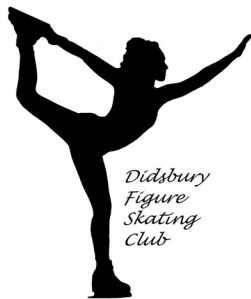


Didsbury Figure Skating Club:
Bylaws of the Society

- b. The President and Vice-President's terms shall be staggered, such that the first year of one's term corresponds with the second year of the other. The Treasurer and Secretary's terms will be likewise staggered.

4.7 Powers and Duties of the Board of Directors

- a. The Board shall, subject to the *Societies Act*, the bylaws or other directions given to it by a seventy-five percent majority vote at any General Meeting of the Members of the Society properly called and constituted:
 - i. Make decisions for the better governance and organization of the Didsbury Figure Skating Club;
 - ii. Govern the affairs of the DFSC in accordance with the provisions of the DFSC's bylaws, policies and procedures and ensure that decisions of the Board and Members, made in accordance with the same instruments, are executed;
 - iii. Have oversight and management of the day-to-day business and affairs of the DFSC;
 - iv. Formulate and monitor the implementation of the strategic direction of the Society;
 - v. Approve the budget and adjustments thereto;
 - vi. Provide oversight of the collections and authorize the expenditures of the funds of the DFSC, provided always that funds coming into and allocated by the DFSC shall be in accordance with the purpose so intended;
 - vii. Appoint, dismiss, and determine compensation for the DFSC's operational positions, if applicable, which report to the Board of Directors;
 - viii. Establish and provide oversight to any type of insurance plan that the Board has approved for the benefit and protection of the DFSC and its participants;

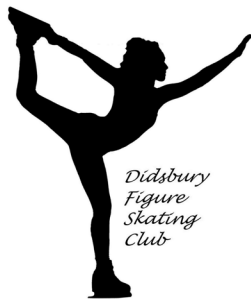


Didsbury Figure Skating Club:
Bylaws of the Society

- ix. Establish Committees of the Board, Sub-Committees of the membership, or other advisory bodies as it deems necessary or appropriate for such purposes as the Board shall see fit;
 - x. Adopt terms of reference for Committees, Sub-Committees, and other advisory bodies and review and approve recommendations from Committees, Sub-Committees, and other advisory bodies as specified in their terms of reference;
 - xi. Appoint and dismiss Committee, Sub-Committee, and advisory body members;
 - xii. Recommend to the Members at the Annual General Meeting the appointment of a duly qualified accountant or any two voting Members reasonably qualified to act as auditor to audit the DFSC for the fiscal year;
 - xiii. Interpret, define and settle all provisions of the bylaws of the DFSC and adjudicate all disputes arising within the DFSC. The Board shall further have the authority to institute policies, mediation, or arbitration proceedings to deal with grievances.
- b. In addition to any other powers which are conferred upon the Board by law or these bylaws, the Board shall have the power to interpret, construe, define and explain the bylaws, policies and procedures of the DFSC.

4.8 Resignation, Vacating, and Removal of Directors

- a. A Director may resign from the Board at any time by presenting their notice of resignation to the Board. Such resignation will become effective as of the date on which the notice is received by the Board. If a Director resigns, their position as an Officer (if applicable) will automatically and simultaneously be vacated.
- b. The Board shall, upon a seventy-five percent majority vote of the Board, declare a board position vacated or dismiss any member of said Board:
 - i. Whose conduct is detrimental to the best interest of the Society;
 - ii. Who misses three consecutive meetings without reasonable excuse; or



Didsbury Figure Skating Club:
Bylaws of the Society

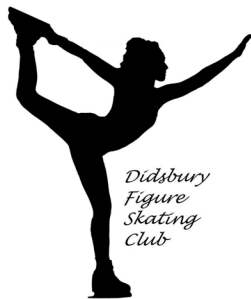
- iii. Who fails to attend seventy-five percent of the meetings.
- c. The position of Director shall be automatically vacated:
- i. If the Director is found by a court to be of unsound mind;
 - ii. If the Director is found guilty of a criminal offence;
 - iii. On death or permanent disability that prevents carrying out the duties of a Director; or
 - iv. If the Director becomes bankrupt.

4.9 Board Vacancies

- a. If a Director position becomes vacant, for any reason, throughout the term, the Board may appoint by resolution a new Director to complete the unexpired term.
- b. Resolutions of the Board under Article 4.9 of these bylaws must carry with a seventy-five percent majority vote.
- c. Any Director appointment by the Board to fulfill an unexpired term is subject to ratification by the Members at the next General Meeting of the Membership. If the term is expiring, an election must proceed as prescribed elsewhere in these bylaws.

4.10 Remuneration

- a. Directors shall not be entitled to any remuneration for duties performed as Directors of the DFSC.
- b. Directors shall, however, be entitled for reimbursement of approved, out-of-pocket expenses upon providing documentation of such expenditure in accordance with DFSC policy.



Didsbury Figure Skating Club:
Bylaws of the Society

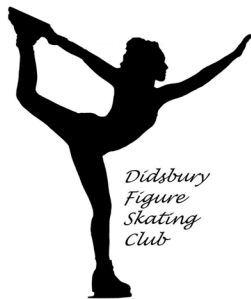
- c. A Director shall not be prohibited from receiving compensation for services provided to the DFSC in another capacity, provided there is no conflict-of-interest breach as articulated in Article 4.12.

4.11 Qualifications of Directors

- a. To qualify to become or act as a Director, an individual must:
 - i. Be a citizen or permanent resident of Canada;
 - ii. Be at least eighteen years of age;
 - iii. Not be an undischarged bankrupt;
 - iv. Have the capacity under law to contract;
 - v. Not have been declared incapable by a court in Canada or in another country.
 - vi. Be a Members in good standing of the DFSC;

4.12 Conflict of Interest

- a. A Director, Officer, Committee Member, or Sub-Committee Member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the DFSC or whose personal interest in a matter may conflict with the interests, missions or goals of the DFSC, shall:
 - i. Comply and will disclose fully and promptly the nature and extent of such interest to the Board, Executive, Committee, or Sub-Committee;
 - ii. Refrain from voting or speaking in debate on such contract or transaction;
 - iii. Refrain from influencing the decision on such contract or transaction; and



Didsbury Figure Skating Club:
Bylaws of the Society

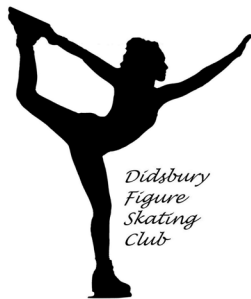
- iv. Otherwise comply with all requirements regarding conflict of interest.

4.13 Delegation of Powers and Duties

- a. The Board shall have the authority to delegate any of its powers, duties and authorities that may be lawfully delegated to the President, the Executive, to a Committee of the Board, a Sub-Committee of the Membership, or to any third party to assist it in carrying out its responsibilities.
- b. The Board shall be empowered to set up any Committee of the Board, Sub-Committee of the Membership, or other advisory body to further the goals of the Society, provided it adopts a term of reference to establish the Committee, Sub-Committee, or advisory body.
- c. Committees and Sub-Committees may be either “standing” or “ad hoc” at the determination of the Board of Directors. An advisory body may only be appointed for a specific purpose and will disband when its purpose has been fulfilled.
- d. While a Committee’s, Sub-Committee’s, or advisory body’s terms of reference may permit decision-making authority on delegable matters, the Board of Directors remains the ultimate decision-making authority for the DFSC, unless otherwise stated in these bylaws.
- e. A Board Member shall chair any such Committee or Sub-Committee. Advisory bodies may be chaired by persons who are not on the Board of Directors.
- f. Committees shall be composed of Directors. Sub-Committees shall be composed of Directors and Members. Advisory bodies may be composed of persons who are not Members or on the Board of Directors.

4.14 Unforeseen Circumstances

- a. The Board shall have the final decision on any matters not provided for in these bylaws.



ARTICLE FIVE: MEETINGS OF THE BOARD AND EXECUTIVE

5.1 Board of Directors Meetings

- a. Following the election of the Board of Directors at the Annual General Meeting, the President will, in consultation with the Board, establish a regular meeting schedule of the Board for the following year. The Board will schedule a minimum of six board meetings over the elected term.
- b. The President may call a Special Meeting of the Board of Directors with a minimum of seventy-two hours notice to the Directors.
- c. When warranted, the seventy-two-hour notice period may be waived with the written consent of seventy-five percent of the Board.
- d. When a Special Meeting is called, the purpose of the meeting must be stated to the Directors in the meeting notice.

5.3 Error in Notice

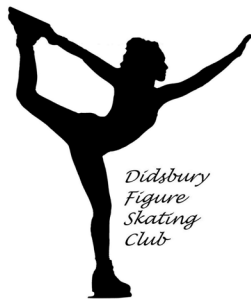
- a. The accidental omission to give notice of a meeting of the Directors or Executive, the failure of any Director or Officer to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

5.4 Quorum

- a. A minimum of any fifty percent of Directors present at a Board Meeting shall constitute a quorum.

5.5 Meeting Agendas

- a. The President is responsible for establishing the Board agenda.

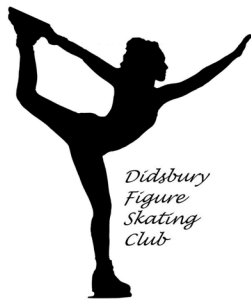


Didsbury Figure Skating Club:
Bylaws of the Society

- b. Once set by the President, meeting agendas will be circulated to the Board of Directors by the Secretary a minimum of three days in advance of the meeting.
- c. Directors with agenda item requests must notify the President of their requested addition to the agenda before the agenda is circulated. The President will exercise reasonable judgement in accordance with DFSC bylaws, policies and procedures in making a determination on the request.
- d. Items requesting a decision of the Board may be added to the agenda at the Board meeting only by motion to add to the agenda. A motion to add to the agenda for purposes of Article 5.5.d within a given meeting must carry by a seventy-five percent majority vote.
- e. The Directors may only speak at meetings of the Board when invited by the President to speak on a specific matter, or as otherwise prescribed by these bylaws.

5.6 Voting

- a. The vote of the President shall be cast only in the event of a tie.
- b. All Directors and Officers in good standing in attendance at a meeting of the Board or Executive will have the right to vote.
- c. All Directors and Officers in good standing in attendance at a meeting of the Board or Executive are required to vote on every matter, unless they have recused from the vote due to a conflict of interest.
- d. Unless a secret ballot is requested by any Director or Officer entitled to vote at any meeting, all resolutions, except Special Resolutions or where otherwise specified, shall be passed by a simple majority show of hands.
- e. Voting on any matter may only occur in person by the Directors or Officers, unless a mail in, email, or other ballot is specifically designated by the Board of Directors or Executive on an individual matter.
- f. Proxy voting is not permitted on any matter of the Board or Executive.



Didsbury Figure Skating Club:
Bylaws of the Society

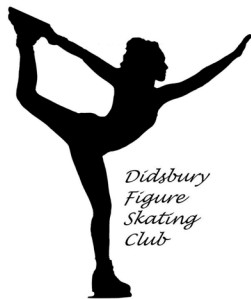
- g. If an electronic meeting is called in accordance with Article 5.9, electronic voting must likewise be facilitated in accordance with Article 5.6.

5.7 General Board and Executive Procedure

- a. Directors or Officers will request to speak through the President and will assume the floor when called upon by the President or, in the absence of the President, the appointed Chair.
- b. The maximum total time allotted to a Director or Officer to speak to a matter is ten minutes. The time allotment also applies to the President or the appointed Chair when asking questions or offering an opinion as a member of the Board or Executive, but not when exercising the responsibilities of presiding over the meeting.
- c. Board and Executive members will refrain from debate on a matter until a motion is on the floor unless the President or the appointed Chair requests otherwise on a specified matter.
- d. Directors and Officers are not required to speak on every matter, unless the President or, in the absence of the President, the appointed Chair, specifically requests every Director or Officer to speak on a matter.

5.8 Motions of Reconsideration

- a. Motions to reconsider matters the Board has rendered a decision on may only be tabled by a member of the Board in the following circumstances:
 - i. An election of Directors and/or Officers by the Members has occurred; or
 - ii. New information of substantive relevance that was not considered at the time of the original Board decision and is in the interests of the Society to consider has been received.
 - iii. The Director sponsoring the motion was on the prevailing side of the vote on the original motion.



Didsbury Figure Skating Club:
Bylaws of the Society

- b. Motions to reconsider must be circulated to the Board by the sponsoring Director a minimum of three days in advance of a board meeting, unless a motion to add a reconsideration to a board agenda is unanimously carried.
- c. Motions to reconsider shall not be brought forward in matters where the Society has substantively acted upon or implemented the Board decision in question.
- d. A carrying vote on a reconsideration motion brings the original motion on the matter back to the floor for deliberation by the Board.

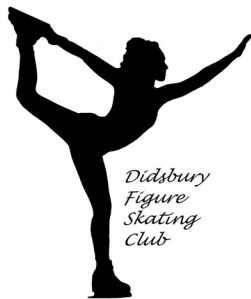
5.9 Electronic Meetings

- a. Meetings of the Board or Executive will, as a matter of standard practice, be held in person.
- b. The DFSC may facilitate online Board or Executive meetings.
- c. Voting for online Board or Executive meetings must abide by Article 5.6 of the DFSC's bylaws. A Director or Officer is considered "present" and "in person" for purposes of Article 5.6 if they are in attendance for the online meeting.
- d. A Director or Officer may request the President call an electronic meeting if an electronic meeting will better facilitate the interests of the DFSC in circumstances such as, but not limited to, extreme weather, attendance to secure quorum, efficient transaction of business, etc. The President will exercise reasonable judgment when deciding on the request for an electronic meeting of the Board or Executive.

ARTICLE 6: DUTIES OF EXECUTIVE OFFICERS

6.1 Duties of the President

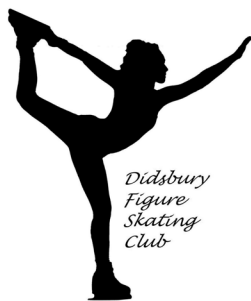
- a. The President shall:



Didsbury Figure Skating Club:
Bylaws of the Society

- i. Supervise the affairs of the Board;
- ii. Supervise the other Officers in the execution of their duties;
- iii. Arrange the time, place and the agenda for all General and Special Meetings of the Society, Board meetings, and Executive meetings.
- iv. Preside at all meetings of the Board of Directors, Executive and/or general membership;
- v. Ensure a report of all activities of the DFSC, including an audited financial report and reports of activities of the Board, Committees, and Sub-Committees, is included on the Annual General Meeting agenda as specified by these bylaws under Article 3.6;
- vi. Act as the spokesperson for the DFSC, unless spokesperson duties on a specific matter are delegated to an alternate person by resolution of the Board;
- vii. Be an ex-officio member of all Committees and Sub-Committees;
- viii. Sign all Society documents requiring the President's signature;
- ix. Subject to the authority of the Board, the President shall, as necessary, provide oversight to the operations of the DFSC;
- x. In the event of an inability by any other Officer to perform his or her duty or duties due to illness or temporary absence, the President may temporarily assign such duty to any other Officer during the period of inability to perform; and
- xi. Perform all duties incidental to the Office of President and carry out other duties assigned by the Board.

6.2 Duties of the Vice-President

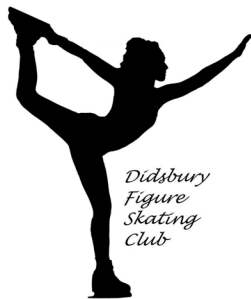


Didsbury Figure Skating Club:
Bylaws of the Society

- a. The Vice-President shall:
 - i. Fill in for the President at meetings, events, or other responsibilities of the President when requested by the President;
 - ii. Sign all DFSC documents requiring the Vice-President's signature;
 - iii. Assume the role of President of the DFSC if the President resigns, requires a temporary leave of absence, or is removed by the Board prior to the end of his or her term;
 - iv. Otherwise fulfill the duties of the President outlined in Article 6.1.a in the President's absence; and
 - v. Perform all duties incidental to the Office of Vice-President and carry out other duties assigned by the President or the Board.

6.3 Duties of the Treasurer

- a. The Treasurer shall:
 - i. Make sure all monies paid to the DFSC are deposited in a financial institution approved by the Board;
 - ii. Make sure annual membership fees are collected as levied by the DFSC and deposited;
 - iii. Make disbursements and investments of the DFSC's funds in accordance with the directions of the Board and these bylaws;
 - iv. Prepare the DFSC's annual budget for the consideration of the Board of Directors;
 - v. Provide oversight to and keep proper accounting records of the financial affairs of the DFSC;

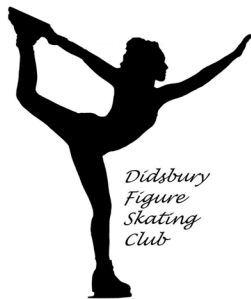


Didsbury Figure Skating Club:
Bylaws of the Society

- vi. Sign all DFSC documents requiring the Treasurer's signature;
- vii. Prepare and present regular reports of the financial position of the DFSC to the Board and as directed by the Board;
- viii. Be responsible to oversee the duties and performance of the auditor or any two voting Members reasonably qualified to act as auditor to audit the accounts as appointed under Article 3.6.b;
- ix. Make sure a review of the financial position of the DFSC is prepared and presented to the Annual General Meeting by the duly qualified accountant or the reasonably qualified two voting Members appointed by the Members;
- x. Be responsible for the oversight of all required tax filings and file all statements required to ensure the ongoing status of the DFSC under the *Income Tax Act* of Canada; and
- xi. Perform all duties incidental to the Office of Treasurer and carry out other duties assigned by the Board.

6.4 Duties of the Secretary

- a. The Secretary shall:
 - i. Attend all meetings of the DFSC, the Board and the Executive and keep accurate minutes of the same. In case of the absence of the Secretary, the duties will be discharged by such Officer as may be appointed by the President;
 - ii. Have charge of all the official correspondence of the DFSC, with responses under the direction of the President and the Board;
 - iii. Keep a current list of all the Members of the DFSC and Board as required by these bylaws and the *Societies Act* of Alberta;



Didsbury Figure Skating Club:
Bylaws of the Society

- iv. Retain the seal of the DFSC in the Registered Office of the DFSC, unless the Board directs otherwise;
- v. Be custodian of the DFSC's records;
- vi. Sign all DFSC documents requiring the Secretary's signature;
- vii. Send notices of General Membership, Board, and Executive meetings, as required, and see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- viii. File the annual statement of the DFSC, changes in the Directors of the organization, amendments to the bylaws, and other incorporating documents with the Corporate Registry and as required by applicable statutes; and
- ix. Perform all duties incidental to the Office of Secretary and carry out other duties assigned by the President or the Board.

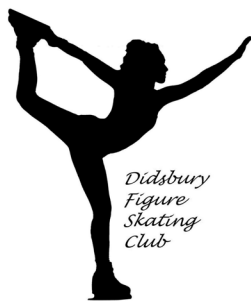
ARTICLE 7: FINANCES AND FINANCIAL RECORDS

7.1 Banking and Financial Accounts

- a. All funds of the DFSC shall be deposited in an accredited banking institution, authorized by the Board, to an account in the name of the DFSC.
- b. All disbursements of DFSC funds shall be by auditable document or electronic transaction.

7.2 Signing Authority

- a. The signing authorities for financial purposes and any contracts or agreements shall be any two of the President, Treasurer, and/or Secretary of the DFSC.



Didsbury Figure Skating Club:
Bylaws of the Society

- b. The Board, from time to time and by resolution of the Board, may deem it necessary to add another person to the list of those eligible to sign on behalf of the DFSC.
- c. No one with signing authority for the DFSC shall sign a cheque payable to themselves, their business or other entity in which they have a financial interest, an immediate family member, or to the business or other entity in which an immediate family member has a financial interest.

7.3 Financial Year

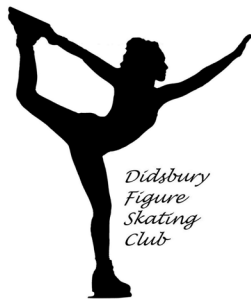
- a. The fiscal year end of the DFSC shall be March 31 each year.

7.4 Transparency of Books, Accounts, and Records

- a. The books, accounts and records of the DFSC shall be audited at least once each fiscal year by a duly qualified accountant or any two voting Members reasonably qualified to act as auditor to audit the accounts and appointed for that purpose.
- b. A complete and proper financial statement shall be presented by such duly qualified accountant or two Members appointed under Article 7.4.a to the Annual General Meeting of the Society.
- c. The books, accounts, and records of the DFSC may be inspected by any Member of the DFSC at any time upon giving seven business days notice and arranging a time satisfactory to the Officer or Officers having charge of same.
- d. Each Director shall have timely and reasonable access to the DFSC's books, accounts, and records.

7.5 Borrowing of Funds

- a. For the purpose of carrying out its objectives, the DFSC may borrow, raise or secure the payments of money in such a manner as the Board deems necessary, as prescribed by the Board of Directors by bylaw, resolution, or other instrument.



Didsbury Figure Skating Club:
Bylaws of the Society

- b. The DFSC may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Members. The Special Resolution must meet the notification and voting requirements prescribed by the *Societies Act* of Alberta.

ARTICLE 8: TRANSACTION OF THE AFFAIRS OF THE SOCIETY

8.1 Registered Office

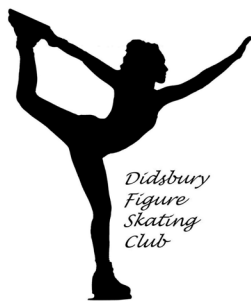
- a. Until changed in accordance with the Act, the Registered Office of the DFSC shall be the Didsbury Memorial Complex Arena, 1702-21 Avenue, T0M 0W0, in the Town of Didsbury, in the Province of Alberta.
- b. Subject to the provisions of the Act, the DFSC may, by resolution of the Directors, change from time to time the place where the Registered Office of the DFSC is to be situated.

8.2 Seal of the Society

- a. The Board may adopt a seal as the Seal of the DFSC.
- b. The corporate seal shall be retained in the Registered Office of the DFSC by the Secretary of the DFSC, unless the Board directs otherwise.
- c. The Seal of the DFSC will only be used by Officers of the DFSC, unless a motion of the Board explicitly authorizes the use of the seal in accordance with these bylaws.

ARTICLE 9: AMENDMENTS

9.1 Repeal or Amendment of Bylaws



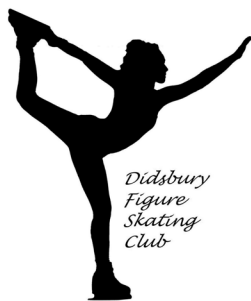
Didsbury Figure Skating Club:
Bylaws of the Society

- a. These bylaws may be repealed, amended or added to by a Special Resolution at any meeting of the general Membership of the DFSC. The Special Resolution must meet the twenty-one-day notification and two-thirds majority voting requirements prescribed by the *Societies Act* of Alberta.
- b. The twenty-one-day advanced notice of the meeting of the Membership of the DFSC must include details of the proposed Special Resolution to change the bylaws.
- c. Any Member in good standing of the DFSC may propose an amendment to the bylaws of the DFSC. Proposed amendments must be submitted in writing to the Board of Directors with sufficient time to allow for the advanced notification requirements to Members as prescribed by Article 9.1.b. Proposed amendments will be presented to the Members for consideration at the next Annual General Meeting or Special Meeting, provided all provisions prescribing the amendment of the DFSC's bylaws have been met.
- d. No amendment to the bylaws of the DFSC shall be accepted from the floor at any meeting.
- e. The revised bylaws take effect when accepted by the Registrar with the Corporate Registry of Alberta.
- f. Amended bylaws shall be submitted to Skate Canada and the Section.

ARTICLE 10: DISSOLUTION

10.1 Distribution of Assets

- a. Upon dissolution of the DFSC, any assets remaining after paying all debts and liabilities shall be disbursed to Westglen School of Didsbury skating program, or, in the event this program is not active at the time of dissolution, any registered charity with a similar object as determined by a resolution of the Board of Directors.



Didsbury Figure Skating Club:
Bylaws of the Society

- b. In no event do any Members receive any financial assets of the DFSC.

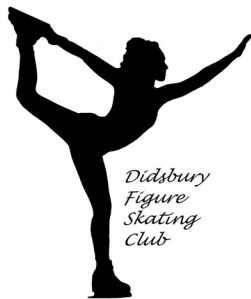
ARTICLE 11: GENERAL PROVISIONS

11.1 Standards and Practices

- a. The DFSC will always operate with the highest possible standard of ethics and integrity.
- b. Every Director and Officer of the DFSC, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the DFSC and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the DFSC shall comply with the *Societies Act* and this bylaw.
- c. The lack of a statutory rule, law or regulation prescribing a specific level of ethics or integrity, or the existence of a statutory rule, law or regulation prescribing a lower level of ethics or integrity, does not reduce the DFSC's obligations under Article 11.1.a.
- d. The DFSC shall have the right to subscribe to, become a member of and cooperate with any other entity or Society whose purposes or objectives are in whole or in part similar to its purposes.
- e. The DFSC is a member of Skate Canada and the Section and is therefore subject to the constitution, bylaws, rules and regulations of Skate Canada: Alberta - Northwest Territories/Nunavut Society and its governing organization, Skate Canada.

11.2 Indemnification

- a. The DFSC shall not be responsible for any damages, injury or loss of property to any member, guest or visitor to the DFSC regardless of the reason or nature of



Didsbury Figure Skating Club:
Bylaws of the Society

such damage, loss or injury; and further every member, guest or visitor shall use the DFSC facilities and programs at his/her own risk.

- b. The DFSC shall participate in the Skate Canada Liability Insurance Program. The DFSC will also ensure that all members of non-sanctioned programs have adequate liability insurance.

These bylaws have been adopted by the Didsbury Figure Skating Club on this day _____ of the month of _____, in the year _____.

President

Date

Secretary

Date