



**SPEED SKATE PEI**

**INCORPORATED 1998**

**CONSTITUTION AND BYLAWS 1998**

**AMENDED 2005**

**AMENDED APRIL 20, 2011**

**AMENDED JUNE 12, 2012**

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### **CONSTITUTION**

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# **CONSTITUTION**

## **ARTICLE 1**

### **NAME**

- (a) The name of the organization will be the “Speed Skate PEI Inc.” hereinafter referred to as the “Association”.

## **ARTICLE 2**

### **OBJECTIVES**

The objects of the Association shall be, amongst others more particularly set forth in to the Charter for Incorporation:

- (a) To be the sole coordinating body for speed skating on Prince Edward Island.
- (b) To foster, encourage, promote and administer the development and growth of speed skating in the province of Prince Edward Island by:
- i) encouraging and promoting recreational and competitive skating;
  - ii) developing membership;
  - iii) certifying coaches and officials;
- (c) To actively promote speed skating as a fun, enjoyable, lifelong sport that can provide positive experiences for all those involved;
- (d) To make all reasonable effort to ensure that speed skating on PEI is competitive at both Regional and National levels.
- (e) To acquire funds, whether through gifts or otherwise, to assist the Association with its objectives and purposes.
- (f) To hire or otherwise employ persons to assist in the fulfilment of its other objects and purposes.
- (g) To do all such other acts or things as are incidental or conducive to the attainment of the object and to exercise all and every power set forth in Section 15(1) of the Companies Act, R.S.P.E.I. 1988, Chapter C-14.

**ARTICLE 3****HEAD OFFICE AND FISCAL YEAR**

- (a) The Association shall be incorporated with its head office in the City of Charlottetown in the Province of Prince Edward Island;
- (b) The fiscal year of the Association shall be the one year period ending May 31.

**ARTICLE 4****DISSOLUTION**

- (a) In the event of winding up or any other dissolution there shall not be any distribution of any funds among members and the funds and equipment of Speed Skate PEI Inc. shall be applied to some charitable or similar organization on PEI.

**ARTICLE 5****AMENDMENTS TO CONSTITUTION**

- (a) No addition, amendment, or alteration shall be made in any part of the Constitution of the Association except at the Annual General Meeting.

# BYLAWS

## ARTICLE 1

### INTERPRETATION

- (a) No individual or organization acting under the jurisdiction of the Association shall deny membership to, or expel, any party without just cause or upon grounds that are determined by the Association to be arbitrary.
- (b) Members shall act in accordance with published rules.
- (c) When interpreting any published rule or by-law the words:

approved by the Membership means the adoption of a motion by a majority of the votes cast by delegates present at an Annual General Meeting, or any general meeting as convened by the Association;

Board of Directors means Officers of the Association, plus the Athlete Representative and three Directors at Large;

committee means a Speed Skate PEI committee;

Executive Director means the employee of the Association responsible for the day to day administration of the affairs of the Association;

hearing panel means those individuals appointed by the Association to deal with discipline and appeals;

member means clubs, skaters, coaches, officials, and administrators duly registered with the Association;

Officers of the Association means duly elected officials and include the President, Vice President, Secretary, Treasurer and Past President;

skater means an individual who is permitted, when registered with the Association in accordance with published rules, to skate in practices and competitions;

PEI means the province of Prince Edward Island, and

Receipted request means a written request by registered mail, certified mail or trace mail by courier service with the correct fee, if required, in the form of recorded payment.

## **ARTICLE 2**

### **MEMBERSHIP & AFFILIATION**

- (a) This Association shall be affiliated with Speed Skating Canada.
- (b) There shall be the following classes of membership in the Association:
  - (i) Ordinary Membership-person who has completed a Speed Skate PEI registration document and fully paid the annual membership fee;
  - (ii) Honorary Membership-Persons who have rendered valuable service to the Association may be elected as an Honorary Member of the Association by an election of a simple majority at the Annual General Meeting upon the recommendation of the Board of Directors. An Honorary member may attend the Annual General Meeting but have no vote, and
  - (iii) Parent of a registered skater under the age of 18 - a parent shall be permitted one vote per skater;
  - (iv) Out of Province Skater - person who has completed the Speed Skate PEI registration document and paid the annual membership fee but resides out of the Province of PEI in order to attend school/university or a National Training Centre;
  - (v) Associate Members - includes coaches, officials and other individuals that are approved by the Board of Directors.
- (c) Members may withdraw from the Association by giving notice in writing to the Association, at its head office, but no refund of fees will be made to a member upon cessation of membership after October 31 of the current season. Any exceptions will be dealt with by the Board of Directors.
- (d) The Board of Directors may terminate the membership of any member of the Association if:
  - (i) Such member, in the opinion of the Board of Directors ceases to be eligible or;
  - (ii) Such member has failed to pay any dues or expenses levied against that member; or
  - (iii) Such member, in the opinion of the majority of the Board of Directors, has done anything considered detrimental to the purposes and objectives or in contravention of the bylaws and rules and regulations of the Association.

## **ARTICLE 3**

### **VOTING**

- (a) Only members in good standing and who are at least 18 years of age as of the date of the meeting shall be entitled to vote at any General or Special meeting of the Association.
- (b) Motions put forward for debate are accepted by a simple majority of the total votes cast.
- (c) Every member of the Association shall be entitled to attend any general meeting of the Association, to vote and to hold office. Only voting members present at the time shall be permitted to vote. (No proxies shall be accepted)

- (d) Except for the President, and Staff, each member shall have one vote unless representing more than one registered non-voting skater. The President shall have only a casting vote where necessary to break a tie.
- (e) In the event a paid employee is engaged by the Association, such employee may be requested to attend Executive meetings. He/She may be invited to speak but shall have no vote at any meeting.
- (f) At all meetings of the Association, voting shall be by a show of hands unless a written ballot is requested. Decisions shall be reached by a simple majority unless otherwise required by these By-Laws. All elections conducted where more than one nomination is received for a position shall be by secret ballot.
- (g) Where a written ballot has been requested, the President shall provide his/her vote in confidence to the scrutineer at the same time as everyone else votes. The scrutineer shall use the President's vote only in the event of a tie and it will not become public knowledge how his/her vote was used. The scrutineer shall be a volunteer from the floor of the AGM.
- (h) All ballots shall be destroyed immediately following all elections.

#### **ARTICLE 4**

##### **MEETINGS**

- (a) Meetings shall be conducted in accordance with Robert's Rules of Order in so far as they apply.
- (b) Members will be given no less than seven days' notice in writing (by email to Members, newspaper notice or posting on the Association's website) of a special, general or Annual General Meeting and will be given all relevant information relating to the meeting.
- (c) No person shall be nominated for a position of Officer of this Association if he/she is not present at the annual meeting, unless he/she has given notice in writing of his/her willingness to accept nomination.
- (d) The Annual General Meeting shall take place no later than the last week of June each year. Every effort will be made to hold the Annual General Meeting prior to the Speed Skating Canada AGM.
- (e) A minimum of seven members of the Association, or twenty percent of the Association's membership, whichever is less, shall constitute a quorum for general meetings including any Annual or special General Meetings.

- (f) The order of business at the annual general meeting shall be:
- (i) Roll Call, Credentials;
  - (ii) Minutes of Previous Meeting;
  - (iii) Business Arising from the Minutes;
  - (iv) Communications;
  - (v) Reports
    - A. President's Report
    - B. Secretary's Report
    - C. Third Party Review Report
    - D. Head Coach's Director's Report
    - E. Equipment Manager's Report
    - F. Treasurer's Report
    - G. Team Manager's Report
    - H. Fundraising Co-ordinator's Report
    - I. Executive Director's Report
  - (vi) Consideration of Amendments to the Constitution;
  - (vii) Election of Officers;
  - (viii) New Business;
  - (ix) Adjournment

## **ARTICLE 5**

### **ELECTION OF BOARD OF DIRECTORS**

- (a) The President, Vice President, Secretary and Treasurer of the Association shall each be elected for two year terms. Directors at Large and the Athlete Representative shall be elected for one year terms. The Athlete Representative may not serve more than two consecutive terms.
- (b) The nomination to the AGM for the position of Athlete Representative shall be based upon a secret vote by the ordinary members from the Competitive group of skaters, prior to the date of the Annual General Meeting.
- (c) If no nominations are received by the date of the Annual General Meeting, or if a position on the Board of Directors becomes vacant, the Board of Directors may then invite an athlete to serve as the Athlete Representative at the following board meeting.
- (d) The following positions are appointed by the Board and shall hold these positions at the pleasure of the Board:
  - (i) Head Coach;
  - (ii) Equipment Manager;
  - (iii) Fundraising Coordinator.
- (e) Any person may be nominated by a member and nominations may be made from the floor.



- (f) The office of Past President shall be filled only by the former President upon the election of a new President. The position shall be filled for a period of only two years following election of a new president. If a current president is re-elected for a second or subsequent term, the position of Past President ceases to exist until the current President either resigns or is not reelected.
- (g) The removal from office of any member of the Board shall require a three-quarter vote of those present at an annual or special meeting called for that purpose.
- (h) Should more candidates for Director at Large be nominated than there are vacancies for said position, each member may cast a number of votes equal to the number of vacant positions to be filled. The candidate receiving the highest number of votes shall be elected to the first open position, the candidate receiving the next highest number of votes shall be elected to the next open position and so on, until all vacant Director at Large positions have been filled.
- (i) Any candidate running for election for a position on the Board of Directors shall be given a maximum 5 minutes to speak to the voting members prior to the vote being taken. The candidate may decline to use this opportunity if he/she wishes.

## **ARTICLE 6**

### **DUTIES OF THE OFFICERS and DIRECTORS**

- (a) President: Shall preside at meetings of the Association and Board of Directors and is an Ex-Officio member of all other committees. He/She shall decide upon all voting procedures and shall have a casting vote when necessary. He/She must call a meeting at the request of the majority of the membership of the Association.
- (b) Vice-President: Shall attend general and special board meetings and in the absence of the President, shall act as Chair and assume the duties and powers of the President.
- (c) Secretary: Shall attend general and special board meetings, and keep an accurate record of all business at such meetings; shall handle all correspondence and give notice of meetings as requested; shall ensure the safe keeping of the Corporate seal.
- (d) Treasurer: Shall attend general and special board meetings; shall be responsible for all Association funds; shall see that such funds are deposited in an approved chartered bank or credit union in the name of the Association; and shall keep a true and accurate account of receipts and disbursements, make all payments after receiving proper authority from the Association, present a year end financial statement at the annual meeting, facilitate an annual review of the Association's financial records by a third party and present a budget for approval by the Board of Directors prior to each season. He/She shall present financial statements at all Board of Directors meetings.

- (e) Past President: Shall attend general and special board meetings in an advisory capacity. He/She may carry out other duties/projects as requested by the Board of Directors.
- (f) Athlete Representative: Shall attend general and special, board meetings and shall represent the needs and concerns of the skaters. He/She may carry out other duties/projects as requested by the Board of Directors.
- (g) Director at Large: Shall attend general and special board meetings. He/she shall assist any and all Board members in duties/projects to meet the needs and requirements of the Association.
- (h) Appointed Positions: Shall attend general and special board meetings at the discretion of the Board of Directors.
- (i) All cheques must be signed by any two of the following officers:  
-President, Vice-President or Treasurer.

## **ARTICLE 7**

### **BOARD OF DIRECTORS**

- (a) The Board of Directors will consist of the Officers of the Association, the Athlete Representative and three Directors at Large.
- (b) The Board of Directors shall meet at least quarterly and have full power to conduct all business on behalf of the Association. The board shall have discretionary power in the filling of any vacancy in all elective offices. Those persons appointed to fill a vacancy shall serve for the unexpired term of the office of the person being replaced.
- (c) The Board of Directors shall appoint a minimum of three individuals, as and when required to act as a committee to hear and make decisions on protests/appeals presented to them.
- (d) A quorum shall consist of any four of the Board of Directors voting members. Each member of the Board of Directors shall be entitled to one vote, excluding the President and Executive Director of the Association. However the President shall have a casting vote in the event of a tie.
- (e) The Board of Directors shall have the power to enact rules, regulations, policies and procedures of the Association and its members.
- (f) Changes to the Rules and Regulations as passed by the Board of Directors will be published within 30 days of approval.

- (g) The Board of Directors shall establish the duties of an Executive Director and other appointed positions.
- (h) The Board of Directors may invite any individuals it sees fit to attend Board meetings in order to provide advice or other input as required.

## **ARTICLE 8**

### **AMENDMENT OF BYLAWS**

- (a) No addition, amendment, or alteration shall be made in any part of the bylaws of the Association except at the annual general meeting or at a special general meeting of the Association called for that purpose.
- (b) No addition, amendment, or alteration to the bylaws shall be in order unless notice thereof has been duly given to the Secretary of the Association and the membership (by email to Members, newspaper notice or posting on the Association's website) at least fifteen (15) days before the date fixed for the annual general meeting or for a specific general meeting called for that purpose.
- (c) Members of the Board of Directors may propose changes to the bylaws.
- (d) Additions and amendments to the bylaws require a two-thirds vote of the members in good standing present at such meeting.
- (e) The Association must annually complete Provincial Form 25 (Annual Return for Part II (Non-Profit Companies)) showing the names and addresses of the Officers and Directors). A copy of the new Constitution, if any changes were made should be attached at that time.
- (f) Where no specific guidance is contained herein, the Speed Skating Canada Constitution may be consulted and used as a guide.

## **ARTICLE 9**

### **FINANCIAL REPORTING**

- (a) The Treasurer shall present financial statements to the Annual General Meeting. The financial statements shall include the results of operations (income statement) and a statement of assets and liabilities (balance sheet) of the Association as at the preceding year-end.

- (b) A third party independent review of the financial records of the Association shall be carried out annually by an appointed person or body. Results of the most recently completed third party independent review shall be provided to the Annual General Meeting.
- (c) the financial year shall be from June 1 to May 31 next inclusive.

## **ARTICLE 10**

### **EXECUTION OF CONTRACTS**

- (a) The Board of Directors on behalf of the Association shall have the authority to enter into any arrangements with any Governmental authority, municipality, local or otherwise that may seem conducive to the corporation's objects, or any of them, and to obtain from any such Governmental authority, any rights, privileges, concessions which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements.

## **ARTICLE 11**

### **BORROWING POWERS**

- (a) The Board of Directors on behalf of the Association shall have the authority to:
  - (1) To apply for, secure acquire by grant, legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege, which any Government or authority of any company or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying same into effect.
  - (2) To borrow money on credit of the corporation and to limit and increase the amount borrowed, to issue bonds, debentures or other securities of the corporation and pledge or sell the same for such sums at such prices as may be deemed expedient; to mortgage or pledge the common properties and facilities, including both the realty and the personality, or both, to secure any bonds or debentures, any other securities, and any money borrowed for the purposes of the corporation.

## **ARTICLE 12**

### **INDEMNITY**

- (a) Every Officer or Member of the Board of Directors, or other servant of the Association shall be indemnified by the Association against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglects or defaults.