



**PACERS SPEED SKATING CLUB OF OTTAWA**

**CONSTITUTION AND BYLAWS**

**Revised April 2019**

# **CONSTITUTION**

BE IT ENACTED THAT all previous Constitution(s) of Pacers Speed Skating Club of Ottawa be deleted in their entirety and the following substituted therefore.

## **LETTERS PATENT**

Duly recorded by the Ministry of Consumer and Commercial Relations on January 10, 1980 as number 421549, incorporate the Pacers Speed Skating Club of Ottawa as a corporation without share capital under the Ontario Corporations Act.

## **Article I - Identification**

### **1.01 Name**

The name of the organization as constituted shall be the "Pacers Speed Skating Club of Ottawa" and herein after is referred to as the Club.

### **1.02 Corporate Seal**

The corporate seal, an impression whereof is stamped in the margin hereof shall be the seal of the Club. The Corporate Seal of the Club shall be kept by the President.

### **1.03 Insignia**

The Club shall have a trademarked logo duly recorded by the Ministry of Consumer and Corporate Affairs of Canada which has been endorsed by the membership and shall be used on all stationery and official documents of the Club.

### **1.04 Head Office**

The head office of the Club shall be in the Regional Municipality of Ottawa-Carleton as may be determined from time to time by the Board of Directors.

## **Article II - Purpose**

### **2.01 Mission**

" To provide speed skating opportunities for the citizens of Ottawa Carleton through the provision of instruction, training, competition and recreational activities."

With the issuing of this charter, the Pacers Speed Skating Club of Ottawa is declared to be a corporation without gain for its members or remuneration for its directors.

## **2.02 Goals**

To promote amateur speed skating.

To foster an interest and participation in amateur speed skating at all levels.

To offer instruction, training, competitive opportunities and related recreational activities.

## **Article III – Membership**

### **3.01 Classification of Members**

The Club shall have three categories of membership:

- a) Skating Member;
- b) Associate Member; and
- c) Life Member.

The categories of membership may be subdivided from time to time by resolution of the Board of Directors.

### **3.02 Membership Criteria**

Skating Membership in the club shall be open to individuals who are actively involved as skaters at any level.

Associate Membership in the Club shall be open to individuals who endorse the mission and goals of the club.

Life Membership in the Club is open to individuals who have made an outstanding contribution to the Club over an extended period of time. Granting of Life Membership shall require the unanimous approval of the full Board of Directors.

## **Article IV - Board Of Directors**

### **4.01 Composition of the Board of Directors**

The affairs of the Club shall be managed by the Board of Directors, composed of up to eleven (11) Directors. With the exception of the Past President, the

Directors will be elected at an Annual General Meeting or General Meeting of the Club.

The Board of Directors shall consist of the:  
President,  
Past President,  
Vice President,  
Secretary,  
Treasurer,  
Technical Director,  
Masters' Representative, Marketing Director, and  
up to four members at large.

The Officers of the Board shall be the President, Vice President, Secretary, and Treasurer.

#### **4.02 Authority**

The Board of Directors shall be responsible for the affairs, funds, records, and property of the Club. It may act in all matters of policy until the next election and may exercise all such powers of the Club as required to be exercised by the members in general.

#### **4.03 Term of Office**

The Board of Director members shall begin their term of office at the first meeting of the Board after the Annual General Meeting. The offices of President and Treasurer shall be deemed as a two-year commitment with the purpose of providing operational continuity. Subsequent to the initial two-year term, should the incumbent President and/or Treasurer wish to continue their role, each will stand for re-election annually.

#### **4.04 Criteria for Office All**

Directors shall:

- a) be eighteen (18) or more years of age;
- b) be nominated by two (2) individuals entitled to vote at General meetings of the Club;
- c) not be an undischarged bankrupt;
- d) not necessarily be a member of the club.

#### **4.05 Voting Privileges**

Each Director and the Junior Skater's Representative (see By-law 7, Article IV) shall have one (1) vote on each question to be decided at each meeting of the

Board of Directors. The President shall cast a vote only in the event of a tie, such vote being decisive and final.

Directors and the Junior Skaters' Representative are expected to be physically present for Board of Director meetings however when this is not feasible they may participate in such meetings through other means such as conference call or other where facilities exist. A Director or Junior Skatter's representative participating by such means is deemed to be present at the meeting.

A resolution in writing, signed by or agreed to via email from all individuals entitled to vote on that resolution at a meeting of the Board of Directors, is as valid as if it had been passed at a meeting of the Directors. Such resolutions will be included as part of the minutes of the following Board meeting.

#### **4.06 Terms of Reference**

The Board of Directors of the Club shall be responsible for planning and directing all affairs and functions of the Club.

### **Article V - Meetings Of Members**

#### **5.01 Voting Privileges**

At all meeting of members of the Club every question shall be determined by a majority of votes unless specifically provided by statute, this Constitution or Club By-laws that have been duly sanctioned at a General meeting of the membership.

Each member of the Club is entitled to one (1) vote at general meetings of the Club. One (1) parent or guardian may cast one (1) vote on behalf of their skating member(s) under the age of majority. No individual shall cast more than one (1) vote. Mail and proxy votes shall not be permitted.

#### **5.02 Quorum**

A quorum at a General Meeting shall consist of a minimum of 20 individuals entitled to vote at General meetings of the Club.

### **Article VI - Financial Policies**

#### **6.01 Fiscal Year**

The fiscal year of the Club shall be from April 1 until March 31 inclusive.

## **6.02 Accountant's Review of Financial Statements**

An accountant's review of the immediate previous year's accounts of the Club shall be provided to the membership a maximum of three (3) months after the end of the fiscal year.

## **6.03 Banking**

The banking business of the Club or any part thereof shall be transacted with such Canadian chartered bank or trust company which is a member of the Canadian Deposit Insurance Corporation or other firm or corporation whose deposits are similarly protected as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on behalf of the Club by said Director(s) together with the Treasurer.

## **6.04 Cheque Signing**

All cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by any two (2) of the Treasurer or two (2) Directors named by the Board of Directors at its first meeting. These officers alone may endorse notes and drafts for collection on account of the Club to its bankers and endorse notes and cheques for deposit with the Club's rubber stamp for that purpose and may arrange, settle, balance, and certify all books and accounts between the Club and the Club's bankers and sign all bank forms for settlement of balances and releases of verification slips.

# **Article VII - Execution Of Documents**

## **7.01 Deeds, Transfers, Licenses or Engagements**

Any two (2) Officers (President, Vice President, Secretary or Treasurer) duly authorized by the Board of Directors of the Club shall execute all deeds, transfers, licenses, or engagements on behalf of the Club and the Club seal shall be affixed to any such documents as required.

## **7.02 Contracts**

Contracts in the ordinary course of the Club's operations, may be executed on behalf of the Club by any Officer of the Club duly authorized by the Board of Directors.

# **Article VIII - Books And Records**

### **8.01 Preparation and Safe Keeping of Records**

The registry of members, minutes of general, board and committee meetings, financial reports, and other documents for the current year shall be kept with the Secretary of the Club and the previous nine (9) year's records shall be kept at the Club Head Office, or on a designated secure online location accessible by all Board of Directors and Club members.

### **8.02 Inspection of Records**

Any member of the Club may inspect the Club's records by making such arrangements with the Board of Directors of the Club, and as subject to the requirements of law and in accordance with the rights of confidentiality.

## **Article IX - Amendments To Constitution**

Amendments to the Constitution may be proposed by any member of the Club. The proposed amendment shall be submitted to the Board of Directors sixty (60) days prior to the Annual General Meeting of the Club. Such notice of motion must set forth the text of the proposed amendment and supporting reasons for the proposal. The Board of Directors shall circulate the proposed Constitutional amendment to the membership fifteen (15) days prior to the Annual General Meeting.

An affirmative vote of two-thirds of the members present and entitled to vote shall be necessary to adopt an amendment of the Constitution subject only to the requirements of statute law.

## **Article X - Winding Up**

The Club may be wound up if:

- two-thirds of the members present at a general meeting vote in favour of winding up; or
- if the Club is ordered to do so by a court order.

All assets of the Club shall be given to the Ontario Speed Skating Association in trust for two (2) years to be given to another club formed in the Regional Municipality of Ottawa-Carleton to carry out a similar purpose as the Pacers Speed Skating Club of Ottawa. If, at the end of the two (2) years, such an association is not formed, the assets shall become a general asset of the Ontario Speed Skating Association to utilize or liquidate as it deems appropriate for the development of speed skating in the Regional Municipality of Ottawa-Carleton.

## **BY-LAW NO. 7**

BE IT ENACTED as By-law No. 7 of Pacers Speed Skating Club of Ottawa THAT By-laws No. 1,2,3,4,5, and 6 of the Club be deleted in their entirety and the following substituted therefore.

### **Article I – Membership**

#### **1.01 Admission**

Members shall be admitted to the Club upon completion of the membership application form and payment of the appropriate fees to the Treasurer of the Club.

#### **1.02 Privileges and Responsibilities**

a) All members shall:

- accept and abide by the Constitution, By-laws, Code of Conduct, and Policies and Procedures of the Club;
- be entitled to attend all meetings of the Club;
- through written request to the President, have access to all Club records subject to the requirements of law and in accordance with the rights of confidentiality;
- receive all publications and literature distributed by the Club unless they opt out; and
- be entitled to second and speak to resolutions at general meetings.

b) Skating Members shall be entitled to participate in instruction and training opportunities appropriate to their level and/or category.

c) Life Members shall pay no fees.

#### **1.03 Suspension and Termination of Membership**

The Board of Directors may, by resolution, suspend or terminate a membership of the Club if such member ceases to comply with, or acts in opposition to the Constitution, ByLaws, and/or Policies and Procedures of the Club. No member shall be suspended unless and until the member has been notified of the complaint and has been given an opportunity to be heard by the Board of Directors or by a committee established by the Board of Directors at a meeting called for that purpose. No member shall have their membership terminated prior to the completion of a Board approved resolution policy. In the event of a termination, the Board of Directors, shall notify all members of the Club of the termination.



The Board of Directors may, by resolution, suspend or terminate a member who misses a scheduled payment. The suspended member may not be allowed to participate in Club activities (including but not limited to practices and competitions) until all arrears payments have been made.

#### **1.04 Transfer of Memberships**

Memberships may not be transferred.

### **Article II - Fees**

#### **2.01 Membership Year**

The membership year shall be September 1 until August 31 of the following year. A person may join the Club at any time of the year and having paid the prescribed fee, may exercise full membership privileges.

#### **2.02 Fee Establishment**

Membership fees will be established annually by the Board of Directors with notification to the membership of said fees, not later than seven (7) days following approval of the budget. .

#### **2.03 Altering or Waiving of Fees**

The Board of Directors is empowered to waive or downwardly adjust the membership fees in cases of requests for special consideration or subsidizations. Waiving or altering fees requires unanimous approval from the full Board of Directors.

### **Article III - Board Of Directors**

#### **3.01 Elections**

Elections of Directors except the Junior and Masters' Representative shall be determined by a majority of votes cast at the Annual General Meeting. The Masters' Representative shall be determined by a majority of votes cast by Masters skaters at the Masters' year-end gathering or other similar event of which all Masters skaters have been notified.

The nomination process is coordinated by the Nomination Committee which shall adhere to Article IV.4.0.4 b) Criteria for Office

### 3.02 Duties of the Board of Directors

- a) The Board of Directors of the Club shall be responsible for the following:  
  
to operate the Club in accordance with the Constitution, By- Laws, and Policies & Procedures; and  
  
to ensure that the mission of the Club is upheld;
- b) The **President** of the Club shall:  
  
provide the leadership required to attain the mission of the Club;  
set the agenda for, establish the dates of, and preside at Board of Director meetings;  
  
represent the Club in all official business; and  
  
be an ex-officio member of all committees of the Club.
- c) The **Past President** of the Club shall:  
  
undertake duties as assigned by the President.
- d) The **Vice President** of the Club shall:  
  
act if the President is unable to do so; and  
  
undertake specific tasks at the discretion of the Board of Directors to support the goals of the Club.
- e) The **Treasurer** of the Club shall:  
  
coordinate the preparation of, and adherence to, an annual budget of the Club;  
  
report on the financial status of the Club on a regular basis;  
  
be responsible for the arrangement of the keeping of accurate accounts of all receipts and disbursements;  
  
arrange for the preparation of year end financial statement and  
  
present same at the Annual General Meeting of the Club; and

manage all financial affairs of the Club as assigned by the Board of Directors.

f) The **Secretary** of the Club shall:

act as secretary of all meetings of the Directors and members; and

have charge of the minute book of the Corporation and the documents referred to in the Corporations Act.

g) The **Technical Director** of the Club shall:

ensure that a skating development plan is completed and aligns with the objectives of the Club;

develop and monitor coaching development plans;

ensure adequate coaching coverage at practices and meet; and

provide a communication link between the Board and the Club coaches.

The Technical Director cannot also serve as a coach of the Club.

h) The **Directors at Large** of the Club shall:

complete the tasks as announced by the Board of Directors prior to the election of Directors; and

be responsible for any other duties as assigned by the Board of Directors.

### **3:03 Remuneration of Directors**

A Director shall not receive remuneration for being a member of the Board but may receive recompense for expenses properly incurred by him/her in the performance of his/her duties at the current rates as approved by the Board of Directors.

### **3.04 Removal of Directors**

A Board position shall be vacated:

if an Officer or Director resigns by submitting his or her resignation in writing to the Board;

in the event of an Officer's or Director's death;

if at a general meeting, a resolution is passed by two thirds of the members present and entitled to a vote, that he or she be removed from office;

if an Officer or Director fails to perform their assigned duties to the satisfaction of the Board and after having followed a process identified by the Board, by unanimous decision of the remainder of the Board of Directors, asked to vacate their position; or

if an Officer or Director becomes bankrupt.

### **3.05 Indemnity of Directors**

Every Director of the Club, his/her heirs, executors and administrators shall from at all times be indemnified and saved harmless out of the insurance policy purchased by the Club from and against:

all costs, charges, and expenses whatsoever which said Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office;

and all other costs, charges and expenses which he/she sustains or incurs in or about or in relations to the affairs of the Club save those incurred by reasons of his/her own malfeasance or negligence.

### **3.06 Board of Director Vacancies**

Where there is a vacancy or vacancies in the Board of Directors, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. The Board of Directors may appoint a replacement until the next Annual General Meeting of the Club.

## **Article IV - Junior Skaters Representative**

4.01 The Junior Skaters' Representative shall be determined by a majority of votes cast by junior skating members (skating members under the age of majority) present at the Annual Awards Banquet or other similar event of which all Junior skaters have been notified.

4.02 The Junior Skater's Representative shall have one (1) vote on each question to be decided by the Board of Directors.

4.03 The **Junior Skater's Representative** of the Club shall:

represent Junior Skaters needs, viewpoint and concerns on the Board of Directors; and

provide a communication link between the Board of Directors and Junior Skaters

4.04 The Junior Skater's Representative shall be fourteen (14) years or more of age.

## **Article V - Committees**

The Board of Directors shall establish, continue, or disband ad hoc committees as is necessary to carry out the business of the Club.

## **Article VI - Meetings**

### **6.01 Annual General Meeting**

The Association shall hold an Annual General Meeting of its members not more than fifteen (15) months after the last preceding Annual General Meeting:

the location, time, and specific dates of the Annual General Meeting shall be determined by the Board of Directors;

and notice of the Annual General Meeting, Special Resolutions and Constitutional and By-Law amendments shall be directed to all members in writing at least fifteen (15) days prior to the date of such meetings.

The order of business at the Annual General Meeting shall be:

Call to Order;  
Announcement of the number of voting members present;  
Introduction of the Board of Directors;  
Review of the Agenda;  
Adoption of the Minutes of the previous Annual General Meeting;  
Reports of the Board of Directors;  
Adoption of Reports;  
Financial Statements;  
Adoption of Financial Statement;  
Appointment of Accountant;  
Election of Board of Directors;  
New Business; and  
Adjournment.

## **6.02 General Meetings**

A General Meeting of the Club may be called by the Board of Directors or by not less than one-tenth of the members of the Club.

In the case of a General Meeting called by the Board of Directors, the time, location, and date shall be determined by the Board. The members shall receive at least fifteen (15) days written notice of the location, date, time, and agenda, including notice of motions.

In the case of a General Meeting called by not less than twenty (20) individuals entitled to vote at General Meetings of the membership, the requisitioner shall submit to the President of the Club the general nature of the business to be presented at the meeting and such requisition shall be signed by all of the requisitioners.

The Board of Directors shall call the meeting in the same manner as other meetings of the Club.

If the Board of Directors do not call the meeting within twenty-one (21) days of receiving the requisition, the requisitioners may call the meeting within sixty (60) days of the deposit of the requisition.

## **6.03 Board of Director Meetings**

Meetings of the Board of Directors shall be called at the discretion of the President as the business of the Club warrants. Upon written requests of five (5) members of the Board, the President shall call a meeting. If the President does not call and hold the meeting within fourteen (14) days of receiving the request, the requisitioners may call the meeting within thirty (30) days of deposit of the request. All Board of Director Meetings shall be chaired by the President or his/her designate which shall be one of the Vice President or Past President. At least one (1) week notice of Board of Director meetings shall be given.

## **6.04 Committee Meetings**

Meetings of committees shall be determined by the chair of the committee in consultation with the Board of Directors. Notice of such meetings shall be given to all committee members at least one (1) week prior to the meeting.

### **6.05 Quorum**

A quorum for a Board of Director Meeting shall consist of five (5) members of the Board.

A quorum for committee meetings shall consist of 50% plus one (1).

### **6.06 Minutes**

Minutes of Board of Director, and committee meetings shall be recorded by a secretary appointed by the committee and the secretary shall ensure that a copy of the minutes is held at the Club Head Office or on a designated secure online location accessible by all Board of Director and Club members.

### **6.07 Attendance at Meetings**

Individuals entitled to vote at General Meetings may attend any meeting of the Club including but, not limited to: the Annual General Meeting; General Meetings; Board of Director Meetings; and Committee meetings. The chair of any Club meeting may choose, based on the nature of the business, to invite non-members to attend a meeting or portion thereof.

While transparency is important, there may be times when a portion of the meeting is conducted in privacy or 'in-camera'. The minutes and business of this portion is recorded and kept separately from the meeting minutes. Members who are not part of the Board of Directors may be asked to leave the meeting during an in camera session. A motion must be presented to move the meeting in-camera, and out of camera.

## **Article VII - By-Law Amendments**

Amendments of the By-laws may be proposed by any individual entitled to vote at general meetings of the Club.

The by-laws of the corporation not embodied in the letters patent or constitution may be repealed or amended by by-law enacted by the majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the individuals present and entitled to vote at the first general meeting subsequent to their enactment.

A written notice of the proposed amendments shall be forwarded to all members of the Club at least fifteen (15) days in advance of any meeting where amendments to the by-laws will be enacted or sanctioned.

## **Article VIII - Rules Of Order**

On any procedural matter not dealt with in these By-laws in the Constitution, the President shall refer to and be guided by provisions of Robert's Rules of Order.

ENACTED AND PASSED THIS 25th DAY OF APRIL, 2019.

WITNESS the Corporate Seal of the Corporation.

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PRESIDENT - Eric Lecompte VICE PRESIDENT - Jennifer Gemmell