

Ajax Skating Club

Ontario Corporation number 1724015; Date of Incorporation January 26, 2007

Updated November 13, 2024

Replaces May 15, 2024

By-Law

I GENERAL

1.1 NAME

The name of the skating club will be the Ajax Skating Club Incorporated herein after being called ASC.

1.2 PURPOSE

a) The purpose of the ASC will 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 and SKATE ONTARIO.

1.3 DEFINITIONS

The following terms have these meanings in the By-Law:

- a) **Act** – Ontario Corporations Act, 1990 or any successor legislation,
- b) **Auditor** – a certified individual or public accounting firm appointed by the Board at the Annual General Meeting to audit the books, accounts, and records of the ASC for a report to the Members at the next Annual General Meeting in accordance with the *Act*,
- c) **Board** – the Board of Directors of the Ajax Skating Club,
- d) **Date of Notice** – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked,
- e) **Days** – days including weekends and holidays,
- f) **Director** – an individual elected or appointed to serve on the Board pursuant to the By-Law,
- g) **Error in Notice** – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or 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,
- h) **Members** – Members of the ASC in accordance with this By-Law and who have not ceased to be members and includes Voting Members and Non-Voting Members,
- i) **Officer** – an individual elected or appointed to serve as an Officer of the ASC pursuant to the By-Law.
- j) **Ordinary Resolution** – a resolution passed by a majority of the votes cast on that resolution,
- k) **Skate Canada** – means Skate Canada, a corporation governed by the laws of Canada. It is the sport governing body for figure skating in Canada,
- l) **Skate Ontario** – means Skate Ontario, a corporation governed by the laws of Ontario. It is the sport governing body for figure skating in Ontario,
- m) **Special Resolution** – a resolution passed by not less than two-thirds of the votes cast on that resolution,
- n) **Written Notice** – In the By-Law, written notice will mean notice which is hand-delivered, or provided by mail, fax, electronic mail, or courier to the address of record of the individual, Director, Officer, or Member, as applicable,
- o) **By-Law** – means this By-Law and any other By-Law of the Corporation as amended and which are in force and effect.

1.4 SKATE CANADA

The ASC will be a member of SKATE CANADA and SKATE ONTARIO.

- a) The ASC will pay such fees and such other charges as will be required of SKATE CANADA and SKATE ONTARIO member clubs,
- b) The ASC headquarters will be maintained in the Town of Ajax.

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1.5 BY-LAW

- a) The By-Law appended to this constitution will describe the organization and functions of the ASC, and how members of the ASC may elect the ASC Board and control the property and activities of the ASC,
- b) The Rules and Regulations of SKATE CANADA and those of SKATE ONTARIO in which the ASC operates will take precedence over any ASC By-Law,
- c) Any By-Law contrary to the Rules of SKATE CANADA and those of SKATE ONTARIO will be invalid.

1.6 REGISTERED OFFICE

The registered office of the ASC will be located within the Town of Ajax.

1.7 NO GAIN FOR MEMBERS

The ASC will be carried on without the purpose of gain for its members and any profits or other accretions to the ASC will be used in promoting its objectives.

1.8 RULING on the BY-LAW

Except as provided by *Ontario Corporations Act (Act)*, the Board will have the authority to interpret any provision of the By-Law that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the ASC.

1.9 CONDUCT of MEETINGS

Meetings of members and meetings of the Board will be conducted in accordance with Call to Order as determined by the Board.

1.10 INTERPRETATION

Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.11 AFFILIATIONS

The ASC is a member of Skate Canada and a member of Skate Ontario. As such, it is bound by and will operate in compliance with the applicable By-Law, rules, regulations, policies, and procedures of Skate Canada and Skate Ontario.

II MEMBERSHIP

MEMBERSHIP DUES, DURATION and CLASSES

2.1 YEAR

The membership year of the ASC will be September 1st to August 31st unless otherwise determined by the Board.

2.2 DUES

Membership and registration fees will be set by the Board of Directors on an annual basis.

2.3 DURATION

Membership duration is accorded on an annual basis as defined in 2.1.

2.4 CLASSES OF MEMBERSHIP

There will be one (1) class of voting membership, the members of which are called "Voting Members" and one (1) class of non-voting membership, the members of which are called "Non-Voting Members".

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2.5 VOTING MEMBERSHIP

An individual is automatically deemed to be a Voting Member in any of the following situations:

- a) A Director, for so long as he or she remains a director,
- b) A Skater who is 18 years of age or older, for the duration of the current skating year,
- c) A Parent or Legal Guardian whose child (children) is (are) under the age of 18 and is (are) registered as a Skater(s) with the ASC, for the duration of the current skating year. There is one (1) vote per family.

2.6 NON-VOTING MEMBERSHIP

- a) A Skater who is under the age of 18 is automatically deemed to be a Non-Voting Member for the duration of the skating year,
- b) Only registered members of the ASC will receive a vote. Skaters who are registered with other Skate Canada skating clubs will not be a "non-voting member". Should the registered member of the ASC be under the age of 18, a family member may vote on behalf of the member,

2.7 ADMISSION AND RENEWAL of MEMBER

Any candidate will be admitted as a member or renewed as a member if:

- a) The individual makes an application for membership in a manner prescribed by the Board,
- b) The individual has paid fees and is a member in good standing of the ASC, Skate Canada, and Skate Ontario,
- c) The individual agrees to uphold and comply with the ASC's governing documents,
- d) The individual meets any other condition of membership determined by the Board of Directors,
- e) The individual has met the applicable definition listed in Section 2.4,
- f) Membership of the ASC is non-transferable.

2.8 TERMINATION

Membership of the ASC will terminate immediately upon:

- a) The expiration of the Member's annual membership unless renewed in accordance with the By-Law,
- b) The member fails to maintain any of the qualifications or conditions of membership described in 2.7 of the By-Law,
- c) Resignation by the Member by giving written notice to the ASC,
- d) Dissolution of the ASC.

2.9 GOOD STANDING

A Member will be in good standing provided the Member:

- a) Has not ceased to be a Member of the ASC,
- b) Has not been suspended or expelled from membership or had other membership restrictions or sanctions imposed,
- c) Has complied with the By-Law, policies, and rules of the ASC,
- d) Is not subject to a disciplinary investigation or action by the ASC, Skate Canada, or Skate Ontario or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board, and
- e) Has paid all required membership fees to the ASC.

2.10 CEASE to be in GOOD STANDING

Members that cease to be in good standing, as determined by the Board, will not be entitled to vote at meetings of the members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied the member has met the definition of good standing.

2.11 RIGHTS of MEMBERSHIP

A member in good standing as the following rights and privileges of membership:

- a) To receive notice of and to attend all General Meetings,

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- b) To make or second motions at the General Meeting and speak to debate on motions under consideration in accordance with Call to Order or such rules of order as may be adopted by the Board,
- c) To exercise a vote on matters for determination at General Meetings,
- d) May serve on committees of the ASC, as invited by the Board of Directors,
- e) May nominate individuals for election to the Board, in accordance with this By-Law,
- f) May be nominated, if eligible, to stand for election as a Director of the ASC, in accordance with this By-Law,
- g) May participate in the programs and initiatives of the ASC, in accordance with such criteria as may be determined by the Board from time to time.
- h) To receive access to minutes of members' meetings.

III MEETINGS of MEMBERS

3.1 ANNUAL GENERAL MEETING

The ASC will hold meetings of members at such date, time and place as determined by the Board within the Province of Ontario. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting and within three (3) months of the ASC's fiscal year end.

3.2 SPECIAL MEETING

A Special Meeting of the members may be called at any time by Ordinary Resolution of the Board or upon the written request of ten percent (10%) or more of the members for any purpose connected with the affairs of the ASC that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 PARTICIPATION / HOLDING by ELECTRONIC MEANS

Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting and is deemed to be present at the meeting. The Directors or members may determine the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 NOTICE

Written or electronic Notice of Meeting including the date of the Annual General Meeting of the members will be given to all members in good standing and Directors, at least twenty-one (21) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, reasonable information to permit members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 WAIVER of NOTICE

Any person who is entitled to notice of a meeting of the members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that that meeting was not lawfully called in accordance with the By-Law.

3.6 ERROR or OMISSION in GIVING NOTICE

No error or omission in giving notice of any meeting of the members will invalidate the meeting or make void any proceedings taken at the meeting.

3.7 NEW BUSINESS

Matters of business should be limited to matters properly brought before a member's meeting. No other item of business will be included in the notice of the meeting of the members unless notice in writing of such other item of business, or a member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and

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copies of all resolutions put forward by the Board will be sent to all members with the agenda and notice calling an Annual General Meeting.

3.8 QUORUM

Delegates as defined in 3.14 representing ten (10) percent of the members present or by proxy will constitute quorum.

3.9 CLOSED MEETINGS

Meetings of members will be closed to the public except by invitation of the Board of Directors or members to attend the meeting in accordance with section 3.12 of this By-Law.

3.10 SCRUTINEERS

At the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. In cases where a members meeting is conducted electronically, the platform used should include a "scrutineer" mechanism.

3.11 ADJOURNMENTS

With the majority consent of the members present and quorum is ascertained, the members may adjourn a meeting of members, and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.12 ATTENDANCE

The only persons entitled to attend a meeting of the members are those Delegates representing members and the Directors of the ASC, individuals possessing a proxy on behalf of a member, and others who are entitled or required under any provision of the *Act* or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the members present at the meeting in accordance with section 3.9 of this By-Law.

VOTING at MEETINGS of MEMBERS

3.13 VOTING RIGHTS

Members have the following voting rights at all meetings of the members:

- a) A member, in accordance with section 2.5 of this By-Law, will be assigned one (1) vote per family.

3.14 DELEGATES

Members will appoint in writing (including electronic notice) to the ASC the name of the Delegate to represent the member. Delegates must:

- a) Be at least 18 years of age,
- b) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act, 1990* to be capable of managing property,
- c) Be acting as the Member's representative.

3.15 PROXY VOTING

Every member entitled to vote at a meeting of members may, by means of proxy, appoint a proxy holder to attend and vote on behalf of the Member. Each proxy holder will be a Delegate and may carry a maximum number of proxies that is equal to five (5) percent of the eligible votes at the respective meeting.

A proxy must:

- a) Be signed by the Member,

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- b) Comply with the format stipulated by the ASC; and be submitted to the ASC in accordance with the notice of the Member's meeting.

3.16 DETERMINATION of VOTES

Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a member.

3.17 MAJORITY of VOTES

Except otherwise provided by the By-Law, a simple majority of votes will decide each issue. In the case of a tie, the motion will be deemed defeated.

IV GOVERNANCE

4.1 COMPOSITION of the BOARD

- a) The ASC will be managed by a Board of Directors, consisting of a minimum of three (3), being President-Chair, Secretary, Treasurer, and a maximum of nine (9) Directors and
 - b) One (1) Skate Canada certified coaching representative, who will be nominated annually by the ASC coaching staff in time for the Annual General Meeting.
- These positions (except for the Coaching rep) will be elected every two (2) years at the Annual General Meeting.

4.2 ELIGIBILITY of DIRECTORS

To be eligible for election as a director, an individual must:

- a) Be eighteen (18) years of age or older,
- b) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act, 1990* to be incapable of managing property,
- c) Not have the status of bankrupt,
- d) Not be a paid employee of the ASC, except for one certified professional coach or registered skating coach who will fulfill the requirement as per 4.1 (b) of the By-Law,
- e) Be a member of the ASC, or become a member within 10 days of being elected, and
- f) Be willing to abide by the policies and the By-Law governing the ASC, Skate Canada, and Skate Ontario.

ELECTION of DIRECTORS

4.3 NOMINATIONS

Nominations of an individual to a position on the Board of Director.

- a) Will include the written consent of the nominee by signed or electronic signature; and
- b) Will be submitted to the Board no later than fourteen (14) days prior to the Annual General Meeting. This timeline may be amended by Ordinary Resolution of the Board,
- c) There will be no nominations from the floor of the Annual General Meeting.

4.4 CIRCULATION of NOMINATIONS

Valid nominations will be circulated to members at minimum of seven (7) days before the Annual General Meeting.

4.5 ELECTIONS

Directors will be elected by majority vote of all Voting members in good standing at the Annual General Meeting. Candidates receiving the most votes will be deemed to be elected for a term of two (2) years as per 4.7 of this By-Law. Elected Directors will take office commencing at the close of the Annual General Meeting.

4.6 ELECTION BY ACCLAMATION

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Where there is a single Person nominated for each vacant position in an election, or where the number of candidates is less than the number of vacant positions, the candidates are deemed elected by acclamation.

4.7 TERMS of OFFICE

- a) The President-Chair, Secretary and Treasurer will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with the By-Law unless they resign or are removed from or vacate their office,
- b) Two of these positions, President-Chair, Secretary, Treasurer will be elected on the opposite year,
- c) The Coaching representative will be elected annually and nominated by the professional coaching staff
- d) All other Directors will be one (1) year terms,
- e) An Elected Director elected to serve a partial term will, upon completion of the partial term, remain eligible to serve five (5) two-year consecutive terms as an Elected Director.

RESIGNATION and REMOVAL of DIRECTORS

4.8 RESIGNATION

A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President-Chair. If a director is subject to a disciplinary investigation or action of the ASC resigns, that Director will be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.9 VACATE OFFICE

The office of any Director will be vacated automatically if:

- a) The Director resigns,
- b) The director is absent from three (3) consecutive meetings of the Board,
- c) Has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act, 1990* to be incapable of managing property.
- d) The Director dies.

4.10 REMOVAL

An elected Director may be removed by Ordinary Resolution of the members at an Annual General Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. At such meeting, the members may, by a majority of votes cast at the meeting, elect a qualified individual in the removed Director's stead for a period ending at the next Annual General Meeting.

FILLING a VACANCY on the BOARD

4.11 VACANCY

Where the position of a director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring no later than the close of the next Annual General Meeting.

MEETINGS of the BOARD

4.12 CALL of MEETING

A meeting of the Board can be called at any time be held at any time and place as determined by the President-Chair or by written requisition of at least 50% of the Directors.

4.13 CHAIR

The President-Chair-Chair will be the Chair of all Board meetings unless otherwise designated by the President-Chair.

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4.14 NOTICE

Written notice of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. If a quorum of Directors is present, each newly elected or appointed Board member, without notice, hold its first meeting immediately following the Annual General Meeting.

4.15 BOARD MEETING with NEW DIRECTORS

For the first meeting of the Board held immediately following the election of Directors at a meeting of the members, or for a meeting of the Board at which a director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.16 QUORUM

At any meeting of the Board, the quorum will be a majority of the Board of Directors.

4.17 VOTING

Each Director, including the President-Chair, is entitled to one (1) vote at a meeting of the Board. Voting will be by show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favour of the resolution. Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated.

4.18 NO ALTERNATE DIRECTORS

No person will act for an absent Director at a meeting of directors.

4.19 CLOSED MEETINGS

Meetings of the Board will be closed to members and the public except by invitation of the Board.

4.20 MEETINGS by TELECOMMUNICATIONS

A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

DUTIES of DIRECTORS

4.21 STANDARD of CARE

Every Director will:

- a) Act honestly and in good faith with a view to the best interest of the ASC; and
- b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

RESPONSIBILITIES of the BOARD

4.22 RESPONSIBILITIES of the ASC

Except as otherwise provided in the *Act* or the By-Law, the Board has the responsibilities of the ASC and may delegate any of its responsibilities, duties, and functions.

4.23 EMPOWERED

The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the ASC in accordance with the *Act* and the By-Law,
- b) Make policies and procedures relating to the discipline of members, and have the authority to discipline members in accordance with such policies and procedures,

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- c) Make policies and procedures relating to the management of disputes within the ASC and deal with disputes in accordance with such policies and procedures,
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the ASC,
- e) Follow registration procedures, and other registration requirements as determined by Skate Canada,
- f) Enable the ASC to receive donations and benefits for the purpose of furthering the objects and purposes of the ASC,
- g) Make expenditures for the purpose of furthering the objects and purposes of the ASC,
- h) Perform any other duties from time to time as may be in the best interests of the ASC.

V OFFICERS

5.1 DUTIES

The duties of officers are as follows:

- a) The President-Chair will be the chair of the Board and will preside at the Annual General Meeting and Special Meetings of the ASC and at meetings of the Board unless otherwise designated. The President-Chair will be the official spokesperson of the ASC and will perform such other duties as may from time to time be established by the Board.
- b) The Secretary will be responsible for
 - i. Keeping minutes of all meetings of the ASC and the Board,
 - ii. The custody of records and documents of the ASC except those required to be kept by the Treasurer,
 - iii. The conduct of the correspondence of the ASC,
 - iv. The issuance of notices of meetings of the ASC and the Board,
 - v. If the secretary is absent from any meeting of the ASC or the Board, the President-Chair will appoint another individual to act as secretary at that meeting,
- c) The Treasurer will, subject to the powers and duties of the Board, ensure proper accounting records as required by the *Act* are kept and will perform such other duties as may from time to time be established by the Board.

5.2 DELEGATION of DUTIES

At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the ASC, or to another Director.

5.3 REMOVAL

- a) The President-Chair may be removed by Ordinary Resolution at a meeting of the members, provided the President-Chair has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the President-Chair is removed by the members, his or her position as a director will automatically and simultaneously be terminated,
- b) Directors, other than the President-Chair, may be removed from their respective offices as Directors by Ordinary Resolution of the Board.

5.4 VACANCY

Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next Annual General Meeting.

VI BOARD COMMITTEES

6.1 APPOINTMENT of COMMITTEES

The Board may appoint such committees as it deems necessary for managing the affairs of the ASC and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

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6.2 VACANCY

When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.3 PRESIDENT-CHAIR EX-OFFICIO

The President-Chair will be an ex-officio non-voting member of all Committees of the ASC.

6.4 REMOVAL

The Board may remove any member of any committee.

6.5 DEBTS

No Committee will have the authority to incur debts in the name of the ASC.

VII FINANCE and MANAGEMENT

7.1 FISCAL YEAR

Unless otherwise determined by the Board, the fiscal year of the ASC will be June 1st to May 31st.

7.2 BANK

The banking business of the ASC will be conducted at such financial institution as the Board may determine.

7.3 AUDITORS

The Board will appoint an accountant to conduct a review engagement of the books, accounts, and records of the ASC in accordance with the *Act*. The accountant will not be an employee, or Director of the ASC and must be permitted to conduct an audit or review engagement of the ASC.

7.4 ANNUAL FINANCIAL STATEMENTS

The Directors will approve financial statements (evidenced by signature of the President-Chair and one or more Directors) of the ASC of the last fiscal year of the ASC and present the approved financial statements before the members at every Annual General Meeting.

7.5 THE FINANCIAL STATEMENTS

The Financial Statements will include:

- a) The financial statements,
- b) Any further information respecting the financial position of the ASC.

7.6 BOOKS and RECORDS

The necessary books and records of the ASC required by applicable law will be necessarily and properly kept.

7.7 NO REMUNERATION

All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a Board meeting of members) except for reimbursement of expenses as approved by the Board.

CONFLICT of INTEREST

7.8 CONFLICT of INTEREST

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A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the ASC will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, and will otherwise comply with the requirements of the *Act* regarding conflict of interest and any Board approved Conflict of Interest Policy.

VIII AMENDMENT of the BY-LAW

8.1 VOTING

By a simple majority of the voting members present at a meeting duly called to amend, revise, or repeal the By-Law.

- a) By Ordinary Resolution of the Board. Any By-Law amendments will be submitted to the members at the next meeting of members and the voting members may confirm, reject, or amend the By-Law by Ordinary Resolution,
- b) Proposed amendments will not be accepted from the floor of the meeting.

8.2 EFFECTIVE DATE

By-Law amendments are effective immediately at the close of the meeting unless otherwise indicated in the amendment motion itself.

IX INDEMNIFICATION

9.1 WILL INDEMNIFY

The ASC will indemnify and hold harmless out of the funds of the ASC each Director and any individual who acts at the ASC's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or any individual who acts at the ASC's request in a similar capacity.

9.2 WILL NOT INDEMNIFY

The ASC will not indemnify a Director or any individual who acts at the ASC's request in a similar capacity for an act of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the *Act*. For further clarity, the ASC will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the ASC; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

9.3 INSURANCE

The ASC will always maintain in force reasonable insurance including Directors and Officers liability insurance.

X ADOPTION of THE BY-LAW

10.1 RATIFICATION

The By-Law was presented to and adopted by the Ajax Skating Club membership on

Wednesday, May 15, 2024

10.2 REPEAL of PRIOR BY-LAW

In ratifying the By-Law, any prior By-Law of the ASC, will be repealed provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Law.

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