

Skate Canada New Brunswick Constitution

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Article 1 Name of Organization

The name of this not-for-profit organization shall be Skate Canada New Brunswick | Patinage Canada Nouveau-Brunswick hereafter referred to as the Organization or SCNB.

Article 2 Vision

Inspiring all New Brunswickers to embrace the joy of skating.

Article 3 Definitions

In these by-laws unless otherwise indicated, the following words and phrases shall have the meaning so defined:

- a) ANNUAL MEETING – the annual meeting of Members;
- b) APPOINTED DIRECTOR – a Director appointed by the Board in accordance with Article 8 hereof;
- c) ARTICLES – the original or restated articles of incorporation or articles of amendment, Amalgamation, continuance, reorganization, arrangement, or revival of Skate Canada New Brunswick;
- d) AUDITOR – a Certified Professional Accountant appointed by the Members by Ordinary Resolution at the Annual Meeting to audit and/or review the books, accounts, and records of Skate Canada New Brunswick for a report to the Members at the next Annual Meeting;
- e) BOARD – the board of Directors of Skate Canada New Brunswick;
- f) BYLAWS – these by-laws and any other by-law of Skate Canada New Brunswick as amended and which are, from time to time, in force and effect;
- g) CHAIRPERSON – the chair of the Board of Skate Canada New Brunswick;
- h) CLUB – A not-for-profit organization that is operating for the general purpose of providing Skate Canada skating programs and is managed by a volunteer board of directors;
- i) DAYS – total days including weekends and holidays;
- j) DELEGATE – a representative of a Club or Skating School entitled to vote at Members Meetings;
- k) DIRECTOR – an individual elected or appointed to serve on the Board pursuant to the Bylaws;
- l) ELECTED DIRECTOR – any of Director or any Director at Large duly elected pursuant to Article 8 hereof;
- m) GOOD STANDING – a person who has paid all dues outstanding to Skate Canada, a Club, or a Skating School (as applicable) and who the Board has not declared not to be in good standing and in the case of Members, a Member whose Membership has not been terminated pursuant to Skate Canada – Article 3 hereof;

- n) HONOURARY ASSOCIATE – a person who has rendered long, meritorious and valuable service to Skate Canada and to whom the Members have recognized as an honorary associate and extended certain privileges pursuant to Skate Canada policies, and who is not a Member;
- o) MEMBER – each entity that meets the requirements of any of the two Member classes as defined in Skate Canada – Article 3 hereof;
- p) MEMBERSHIP – the state of being a Member;
- q) MEMBERSHIP YEAR – the term of each Member's Membership being from September 1st of the year in which Membership is granted to such Member pursuant Skate Canada – Article 3 hereof until August 31st of the following year and which is subject to renewal in accordance with the policies of Skate Canada New Brunswick and the Bylaws;
- r) MEMBERS MEETINGS – Annual Meetings and/or Special Meetings;
- s) ORDINARY RESOLUTION – a resolution passed by the majority of votes cast on that resolution;
- t) PERSON ENTITLED TO VOTE – each Delegate and each Skate Canada Coach in Good Standing;
- u) REGISTRANT – includes (i) an individual who is registered by a Club or Skating School with Skate Canada and who is subject to all applicable rules, regulations and policies of Skate Canada but who is not a Member; and (ii) an individual who is engaged in any activity provided, sponsored, supported, sanctioned or recognized by Skate Canada and registered directly with Skate Canada but who is not a Member;
- v) REGULATIONS – Provide additional information and clarity relating to the interpretation of the Articles in the Bylaws of Skate Canada New Brunswick. The Board of the SCNB shall vote any additions, changes or deletions to the Regulations.
- w) Skate Canada Coach – A skating expert with the required NCCP qualifications to provide a remunerated service at Skate Canada sanctioned clubs and skating schools, both on and off-ice. These individuals have registered provided full payment and have met all professional coach registration requirements as set annually by Skate Canada
- x) SKATING SCHOOL – an organization other than a Club that is operating for the general purpose of providing Skate Canada skating programs;
- y) SECTION – as defined in Section 5.1 hereof;
- z) SECTION CHAIRPERSON – the chair of any Section;
- aa) SKATE CANADA BYLAWS – When referenced, this means that we are referring to as of date of SCNB constitution approval.
- bb) SPECIAL MEETING – a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an Annual Meeting; and
- cc) SPECIAL RESOLUTION – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Article 4 Interpretation

4.1 Words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and an unincorporated organization.

4.2 The Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

4.3 The Board will have the authority to interpret any provision of the Bylaws that is contradictory, ambiguous, or unclear, provided that such interpretation is consistent with the purposes of Skate Canada New Brunswick as set out in the Articles.

Article 5 Skate Canada New Brunswick Section

5.1 For the purposes of management and control, Skate Canada has divided Canada into geographic jurisdictions ("Sections", Skate Canada Bylaws Article 8.1). As a Section of Skate Canada, New Brunswick is defined as:

- a) NEW BRUNSWICK: all Clubs/Skating Schools in the Province of New Brunswick;

5.2 The affairs of the Section shall be managed by a Section board of directors at annual general meetings of the Section, which meetings shall be held prior to the Skate Canada Annual Meeting (Skate Canada Bylaws Article 8.2).

5.3 Except in the case of a conflict with a provincial statute governing the Section, the Bylaws apply to and govern the activities of the Section. The Section may adopt a constitution, seek incorporation, and adopt additional bylaws for the Section; such constitution, incorporation, and bylaws are subject to the approval of the Board before becoming effective.

5.4 A member of the Section shall be considered as follows:

- a) each Club and Skating School in Good Standing with its registered address being within the boundaries of the province of New Brunswick who has registered with Skate Canada shall be a member of Skate Canada and thus a member of Skate Canada NB;
- b) each Registrant in Good Standing who has registered with a Club or Skating School in the Section and who has registered with Skate Canada as being resident within the Section shall be a member of that Section;
- c) each Skate Canada Coach who has registered with Skate Canada as being resident within the Section shall be a member of that Section; and

Article 6 Members

6.1 Skate Canada New Brunswick shall have two classes of Members, namely:

- a) Clubs/Skating Schools ("Clubs/Skating School Members Class");
- b) Skate Canada Coach ("Skate Canada Coach Class").

Membership Conditions

6.2 As per Skate Canada's Application to become a Club or Skating School: "All pending membership applications shall initially be reviewed by the home Section of the club/skating school. If approved by the home Section, the application will be reviewed by the Skate Canada National Office against established criteria as approved by the Skate Canada Board of Directors."

6.3 A Skate Canada Coach making application for membership shall be admitted as prescribed by the Board of Directors of Skate Canada.

6.4 Members:

6.4.1 each Member of the Clubs/Skating Schools Members Class shall be entitled to receive notice of, attend, and vote at Members Meetings and each such Member shall have ten (10) votes at such meetings, the entirety of which shall be cast as a block;

6.4.2 each Member of the Skate Canada Coach Class shall be entitled to receive notice of, attend, and vote at all Members Meetings and each such Member shall have one (1) vote at such meetings.

6.5 The assignment of a Club or Skating School to a class of Membership for the Membership Year will be based on the number of Registrants in Good Standing as validated by Skate Canada as of August 31 of the preceding Membership Year.

Termination of membership

6.6 Termination of membership is determined as stated by SC bylaws.

Discipline

6.7 A Member's Membership may be suspended in accordance with Skate Canada's policies and procedures relating to the discipline of Members.

6.8 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.

Article 7 Members Meetings

7.1 Any Members Meeting may be called by the Board or the Chairperson of SCNB.

7.2 Written notice of the time and place of any Members Meeting shall be provided to the Members by any of the following means:

- a) electronic or other communication facility to each Member during a period of twenty-one (21) to thirty-five (35) days before the day on which such meeting is to be held.

7.3 The notice in section 7.2 hereof shall contain a summary of the business to come before the meeting.

7.4 The Board shall call a Special Meeting in accordance with requisition of Members of any class carrying not less than twenty five percent (25%) of the total Members' votes in that class. Such requisition shall express the object of the meeting and shall be mailed to the Executive Director of Skate Canada New Brunswick as well as the Chairperson. If neither the Board nor the Chairperson calls a Special Meeting within twenty-one (21) days of receiving such requisition, any Member who signed the requisition may call the Special Meeting to address the object of the meeting so requisitioned. The only items to be discussed at a Special Meeting shall be those specified in the requisition.

7.5 Subject to the regulations, any class of Members may make a proposal to the Annual Meeting if such proposal is signed by not less than twenty five per cent (25%) of the Members in that class who are entitled to vote at the meeting at which the proposal is to be presented. Any proposal shall be sent to the Members in accordance with the notice requirements and timelines set forth in the Bylaws.

Annual meeting

7.6 The Annual Meeting shall be held in New Brunswick at such time and place as determined by the Board and announced at the preceding Annual Meeting.

Persons entitled to attend

7.7 Persons entitled to be present at a Members Meeting are Persons Entitled to Vote, the Board, the Auditor, the Executive Director, Honorary Associates, and such other persons who are entitled or required to be present at the meeting.

7.8 Members Meetings shall be open to invited guests and to any Registrant or Skate Canada Coach having obtained sixteen years of age provided that such individual shall not be entitled to speak at such meeting and provided further that the Board may close any Members Meeting by Ordinary Resolution to those who are not entitled to vote.

7.9 Members, by Ordinary Resolution, may grant invited guests the right to speak at a Members Meeting.

Club/Skating School Delegates to Members Meetings

7.10 Each Member of the Clubs/Skating Schools Class is entitled to send one Delegate to a Members Meeting who shall have the right to cast such Member's votes on all matters submitted to a vote at the Members Meeting.

7.11 Delegates can only represent one Club/Skating School.

Quorum

7.12 A quorum for the transaction of business at a general or special meeting shall be representation by delegates from twenty five percent (25%) of the number of clubs in the Section but shall not be less than five delegates.

7.13 The required quorum for the election of the Director Club Affairs shall be 25% of the Clubs/Skating Schools, but not less than five (5) of these members. The required quorum for the election of the Coach's Representative shall be 25% of Skate Canada Coaches, but not less than five (5) of these members.

Determining a Majority Vote

7.14 Abstaining voters are not counted in determining a majority.

7.15 A tie vote is defeated.

7.16 Except as otherwise provided in the Bylaws, a simple majority of the votes cast by the Delegates and Members present shall determine the motions in Members Meetings.

7.17 Unless a secret ballot is held, a declaration by the chairperson of the Members Meeting that a resolution has been carried or not, and an entry to that effect in the minutes of Skate Canada New Brunswick shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favor of or against such resolution.

Auditor

7.18 An annual review of the financial situation of the Organization is undertaken by a Certified Accounting Professional.

Rules of Order

7.19 The rules contained in “Roberts’ Rules of Order” shall govern meetings of the Organization.

Adjournment

7.20 Any Members Meeting may be adjourned to any time and place as determined by Ordinary Resolution of the Members at the meeting and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

Article 8 Board of Directors

8.1 The Board of Directors shall be composed of the following positions:

- i. Chairperson – elected in even numbered years
- ii. Vice Chairperson – elected in odd numbered years
- iii. Six Directors:
 1. Athlete Development– elected in even numbered years
 2. Technical – elected in odd numbered years
 3. Administration – elected in odd numbered year
 4. Finance – elected in even numbered year
 5. Club Affairs – elected in odd numbered year
 6. At-large – elected in even numbered year
- iv. Coaching Representative – elected in even numbered years

8.2 The Executive Committee shall consist of the Chairperson, Vice Chairperson, Finance Director, Director Administration and Executive Director (non-voting).

Eligibility

8.3 Any person, who is 19 years of age or older who has the power under law to contract,

8.3.1 Candidates for Coaching Representative are further restricted to Skate Canada Coaches.

8.3.2 Candidates for Board of Directors' positions are restricted to either Registrants or Skate Canada Coaches. Candidates must be in Good Standing of the New Brunswick Section.

8.3.3 Candidates for Director Club Affairs are further restricted to Club/School Members and cannot be a Skate Canada Coach.

8.3.4 Candidates can only hold one (1) position on the Board of Directors.

Nominations

8.4 Any nominations to fill a vacancy on the Board, accompanied by the written consent of the nominee by signed or electronic signature, shall be submitted in writing or by electronic transmission pursuant to Skate Canada New Brunswick policies forty five (45) days prior to the next scheduled Annual Meeting to the Chairperson or such other person as the Board may designate.

8.5 Individuals currently on the Board eligible to be re-elected are not subject to nomination but must provide written notice forty-five (45) days prior to the next scheduled Annual Meeting to the Chairperson or such other person as the Board may designate.

8.6 Names of valid nominees and those seeking re-election will be circulated to all Members twenty-eight (28) days prior to the earliest scheduled Annual Meeting.

8.7 Nominations from the floor will not be accepted.

Terms of Office

8.8 The Chairperson will hold office for four (4) years and will hold such office until a successor has been duly elected in accordance with the Bylaws, unless the Chairperson resigns, is removed from or vacates his/her office. A Chairperson may serve a second consecutive term of two (2) years after serving the initial four-year term as Chairperson. A Chairperson may not serve longer than six (6) years in succession as Chairperson.

8.9 An Elected Director will hold office for two (2) years and will hold office until his/her successor has been duly elected in accordance with the Bylaws, unless that Director resigns, is removed from, or vacates his/her office. An Elected Director may not serve more than three (3) consecutive terms in the same position.

8.10 An Elected Director who has served three (3) consecutive terms, or a Chairperson who has served consecutive terms of four (4) years and two years (2), will be eligible for nomination to another position.

8.11 An Elected Director elected to serve a partial term will, upon completion of the partial term, remain eligible to serve three (3) consecutive two-year terms as Elected Director in the same position.

Elections

8.12 The election of the Elected Directors will take place at the Annual Meeting and will take place in three (3) parts:

- a) subject to sections 8.18 to 8.21 hereof, three (3) Directors will be elected to the Board at alternate Annual Meetings to those listed in paragraph 8.1 hereof;
- b) subject to sections 8.18 to 8.21 hereof, the Coach Representative and two (2) Directors will be elected to the Board at alternate annual meetings to those listed in paragraph 8.1 hereof;
- c) The election of the Chairperson will take place in years as required.

8.13 To ensure that the Chairperson and the Elected Directors are elected by a simple majority, voting shall be conducted by secret ballot.

8.14 In the voting for the Chairperson and Elected Directors at the Annual Meeting, the scrutineer(s) shall accept and count only those ballots that are cast for a full slate of positions listed on a ballot.

8.15 Elections will be held as required in the order listed in 8.1 and will be conducted on separate secret ballots for each position. Once a candidate has been elected, their name will be removed from subsequent ballots.

Appointments

8.16 The Board may by Ordinary Resolution appoint one or more directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting.

Resignation, Vacating and Removal

8.17 A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. Such resignation will become effective as of the date on which the notice is accepted by the Board. If a Director resigns, his or her position will automatically and simultaneously be terminated.

8.18 The office of Director shall be automatically vacated:

- a) if the Director is found by a court in Canada to be of unsound mind;
- b) if the Director is found guilty of a relevant criminal offense;
- c) on death or permanent disability that prevents carrying out the duties of a director;

8.19 A Director may be removed by Ordinary Resolution of the Members, provided that the Director has been given notice of and the opportunity to be heard. If the Director is removed, the Director will automatically and simultaneously be removed from the position.

8.20 Any board members and any member that participate in committees of SCNB that are charged with a relevant criminal offense, shall be placed on immediate leave from their duties until such time as a resolution is obtained. Relevant Criminal Offense is defined to be any criminal offense which in the eyes of the Board would render the member incapable of performing his/her functions in a manner that is beyond reproach.

Vacancies

8.21 Where the position of a Board Member becomes vacant for whatever reason before its term is complete, the Board may appoint a qualified person to fill the vacancy until the next Annual Meeting. If there is a further year remaining in such Director's term, an election will be held to fill the remainder of his or her term.

8.22 Where the position of Chairperson becomes vacant for whatever reason before its term is complete, the Board may appoint a qualified person from the Board to fill the vacancy until the next Annual Meeting, at which time an election for the position of Chairperson for the remainder of a four (4) year term will be held.

Powers of the Board

8.23 Except as otherwise provided in the Bylaws, the Board has the authority to exercise the powers of Skate Canada New Brunswick and may delegate any of its powers, duties and functions:

8.23.1 The Board will set and monitor the accomplishment of the vision, values (or their equivalent) and strategic direction of Skate Canada New Brunswick;

8.23.2 The Board will provide continuity for Skate Canada New Brunswick by ensuring its financial health;

8.23.3 The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Board;

8.23.4 The Board may make policies governing the management of the affairs of Skate Canada New Brunswick

8.23.5 The Board may make policies relating to the discipline of Members and Registrants and will have the authority to discipline Members and Registrants in accordance with such policies;

8.23.6 The Board may make policies relating to the management of disputes within Skate Canada New Brunswick and all disputes will be dealt with in accordance with such policies;

8.23.7 The Board may perform any other duties from time to time as may be in the best interests of Skate Canada New Brunswick.

Signing officers

8.24 The signing officers of the Organization, for banking transactions, shall be any two of the following: Chairperson, Vice Chairperson, the Director Finance, and/or the Executive Director.

Meetings of the Board

8.25 The Chairperson, Vice Chairperson or any of the four (4) Directors may call a meeting of the Board.

8.26 The Board of Directors will hold a minimum of 3 meetings per year.

8.27 The Executive Committee shall meet as required.

8.28 Notice of meetings of the Board will be given to all Board Members at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all of the Board Members are present and none objects to the holding of the meeting, or if those Board Members who are absent consent to the holding of such meeting.

8.29 At any meeting of the Board, quorum will be a simple majority of Board Members holding office.

8.30 The Board may meet by teleconference or other electronic means that permits each Board Member to communicate adequately with each other, provided that:

- a) each Board Member has equal access to the specific electronic means to be used; and
- b) the Board Members address the logistics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording events.

8.31 Each Board Member is entitled to one vote. Voting will be by majority. Votes may be cast by secret ballot if a majority of Board Members present at the meeting so request. The meeting chairperson may vote only to break a tie.

8.32 A Board Member participating in a meeting either by teleconference or other electronic means shall be deemed to have been present at that meeting.

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

8.34 In the absence of the Chairperson, the Board Members shall appoint a chairperson for the meeting from amongst those present.

Article 9 Committees

Standing Committees

9.1 Standing Committees are established by and are responsible to the Board of Directors and are permanent, ongoing committees of the Section. They are:

9.1.1 Finance: This committee is made up of the Executive and Executive Director (non-voting) and supervises the finances of the Section including budget finalization, investment of funds, and presentation of annual financial statements, and completion of any reports required. This Committee shall be chaired by the Director Finance.

9.1.2 Nominating: the Nominating Committee shall consist of one Executive Committee Member, not up for election, and two other SCNB members appointed by the Chairperson. The Nominating Committee shall submit a slate of Board Members-elect to the Chairperson at least 28 days prior to the Annual Meeting. This Committee shall be chaired by the Executive Committee Member.

9.1.3 Governance: This committee shall consist of individuals appointed by the Director Administration and must include at least one Executive Committee member.

9.1.4 Sub-Committees: The Board may from time to time appoint committees, or other advisory bodies, as it deems necessary or appropriate for such purposes and such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such directions as the Board may from time to time make. Any committee member may be removed by Ordinary Resolution of the Board.

Article 10 Conflict of Interest

Board Members, or a member of a committee (as considered in Article 9 hereof), or its sub-committee, who has an interest or who may be perceived as having an interest in a proposed contract or transaction with Skate Canada New Brunswick will comply with Skate Canada New Brunswick's policies. They 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 refrain from influencing the decision on such contract or transaction.

Article 11 Dispute Resolution

Skate Canada New Brunswick uses the Skate Canada Policy and Procedure entitled Section Dispute Resolution Procedures Policy.

Article 12 Finance

12.1 The financial year of Skate Canada New Brunswick shall be July 1 to June 30, or such other period as the Board may from time to time determine.

12.2 The banking business of Skate Canada New Brunswick shall be conducted at such financial institutions as the Board may designate from time to time by Ordinary Resolution.

12.3 Skate Canada New Brunswick will make available to the Members a copy of the annual financial statements at the Annual Meeting.

12.4 From time to time the Board may authorize a Board Member, or employee of Skate Canada New Brunswick to sign for and on behalf of Skate Canada New Brunswick all cheques, contracts, leases, and similar documents or to sign a specific instrument or contract on behalf of Skate Canada New Brunswick. Any instruments or contracts so signed will be binding upon Skate Canada New Brunswick without any further authorization or formality. Any two (2) authorized signatory may certify a copy of any instrument, resolution, Bylaw or other document of Skate Canada New Brunswick to be a true copy thereof.

12.5 All Board Members who are not employed by Skate Canada New Brunswick and members of committees (as considered in Article 9 hereof) or sub-committees will serve as such without remuneration and will not directly or indirectly receive any profit from their respective positions as such; provided that such Board Members, or members of committees or sub-committees may be paid reasonable expenses incurred in the performance of their respective duties.

Article 13 Corporate

13.1 The business and affairs of Skate Canada New Brunswick will be carried on without the purpose of gain for its Members and any profits or other accretions to Skate Canada New Brunswick will be used in promoting its purposes.

13.2 The registered office of Skate Canada New Brunswick will be located in New Brunswick at such address as the Board may determine.

13.3 The necessary books and records of Skate Canada New Brunswick required by the Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of Skate Canada New Brunswick will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the registered office of Skate Canada New Brunswick.

Article 14 Language

Promotion of the two official languages by Skate Canada New Brunswick will be consistent with the following:

14.1 Both official languages are respected.

14.2 Bilingual communications will be conducted in an effective and efficient manner within the financial and human resources available.

14.3 Members and employees of Skate Canada New Brunswick are encouraged to initiate communications and written documents in the language of their choice.

14.4 All final documents for public distribution are to be in both languages.

Article 15 Amendments of bylaws

15.1 Except for the items set out in Article 16 hereof, Bylaws may be proposed, amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw proposal, amendment, or repeal to the Members at the next Members Meeting, and the Members may, by Ordinary Resolution, confirm, reject, repeal, or amend the Bylaw proposal, amendment. The Bylaw confirmation, amendment, or repeal is effective from the date of the Ordinary Resolution of the Directors. The Bylaw confirmation, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Members Meeting or if it is rejected by the Members at such meeting.

15.2 Proposals, amendments, or repeals to the Bylaws may be submitted by the Board, by a Club or Skating School in Good Standing, or by a Skate Canada Coach. A Bylaw proposal, amendment, or repeal submitted by the Board must be signed by the Chairperson. A Bylaw proposal, amendment, or repeal submitted by a Club or Skating School must be signed by its president or owner. A Bylaw proposal, amendment, or repeal submitted by a Skate Canada Coach must be signed by such Skate Canada Coach.

15.3 Proposals, amendments, or repeals to the Bylaws must be submitted in writing to the Executive Director of Skate Canada New Brunswick ninety (90) days in advance of the Members Meeting at which they are to be considered. Proposals, amendments, or repeals to the Bylaws shall be sent by the Executive Director of Skate Canada

New Brunswick to each Member and each Director sixty (60) days prior to the date of the Members Meeting at which they are to be considered. Each Member and each Director shall have until forty-five (45) days prior to the date of such Members Meeting to respond, via written submission to the Executive Director of Skate Canada New Brunswick, to any such proposals, amendments, or repeals. The Executive Director of Skate Canada New Brunswick shall notify each Member and each Director of any such responses (30) days prior to said Members Meeting.

Article 16 Fundamental Changes

A Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws:

- 16.1 Change Skate Canada New Brunswick's name;
- 16.2 Add, change, or remove any restriction on the activities that Skate Canada New Brunswick may carry on;
- 16.3 Increase or decrease the number of, or the minimum or maximum number of, Directors;
- 16.4 Change the statement of purpose of Skate Canada New Brunswick;
- 16.5 Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of Skate Canada New Brunswick;
- 16.6 Change the manner of giving notice to Members entitled to vote at a Members Meeting;
- 16.7 Change the method of voting by Members not in attendance at a Members Meeting; or
- 16.8 Add, change, or remove any other provision that does not affect the viability of SCNB.

Article 17 Notice

17.1 In the Bylaws, written notice will mean notice that is provided by telephonic, electronic, or other communication facility to each Person Entitled to Vote, as the case may be. If a Member requests that a notice be given to that Member by non-electronic means, such notice will be sent by mail, courier, or personal delivery.

17.2 Date of notice shall be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the notice is couriered, and five days after the date that the notice is mailed.

17.3 The accidental omission to give any notice to any Board Member, member of a committee or the Auditor, or the non-receipt of any notice by any such person where Skate Canada New Brunswick has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

Article 18 Dissolution

Upon dissolution of Skate Canada New Brunswick, assets remaining after all liabilities are discharged shall be donated to a like institution or association identified by the Board of Directors.

Article 19 Indemnification

19.1 Skate Canada New Brunswick will indemnify and hold harmless out of the funds of Skate Canada New Brunswick each Board Member, his or her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Board Member.

19.2 Skate Canada New Brunswick will not indemnify a Board Member or any other person for acts of fraud, dishonesty, or bad faith.

Article 20 Adoption of these Bylaws

20.1 These Bylaws were ratified by a Special Resolution of the Members at a Special Meeting duly called and held on September 19, 2020.

20.2 In ratifying these Bylaws, the Members repeal all prior Bylaws provided that such repeal does not impair the validity of any action performed pursuant to the repealed Bylaws.