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**CAMROSE SKATING CLUB
BOX 1181
CAMROSE AB T4V 1X2**

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DR
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OCT 24 2007
Corporate Registry

At the Annual General meeting of the members of the Camrose Skating Club held on the 29th day of May, 2007, I hereby certify that the following Resolution *special* was passed repealing the existing bylaws in their entirety and adopting the new set of bylaws in their stead.

RESOLUTION TO AMEND THE BY-LAWS OF CAMROSE SKATING CLUB


Whereas: Skate Canada has mandated that all Skating Clubs have By-laws in place that adhere to their standards,

And Whereas: Alberta Gaming and Liquor Commission require a dissolution clause to be included,

Now Therefore: Be it Resolved That:

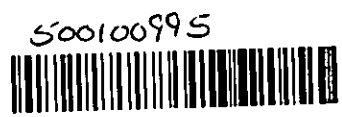
The By-laws be amended by their replacement in total with the attached by-laws;

Dated at Camrose, Alberta on this 29th day of May, 2007.


Cheryl King, President
Camrose Skating Club

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Registrar of Corporations
Province of Alberta

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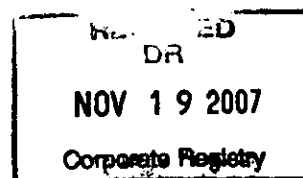
CAMROSE SKATING CLUB

ARTICLES AND BY-LAWS



Incorporation Date: April 12, 1977

Revision Date: May 29, 2007



ARTICLES OF THE**CAMROSE SKATING CLUB****CLUB NUMBER 1000095**April 12, 1977May. 29, 2007

Date of Incorporation

Date of revision to Articles

ARTICLE 1: NAME OF CLUB

The Name of the club shall be Camrose Skating Club hereinafter called the Club.

ARTICLE 2: SKATE CANADA

- a) A not-for-profit figure skating or skating club, or the figure skating or skating section of a not-for-profit club, that is a member of Skate Canada and is managed by a volunteer board of directors for the general purpose of providing Skate Canada figure skating or skating programs for Skate Canada members.
- b) The Club shall pay such fees and such other charges as shall be required of clubs from time to time by Skate Canada.
- c) The Club shall abide by all Skate Canada By-Laws, as per Skate Canada by-Law 1201 (1) (c) (iv).
- d) The Club is located in the Alberta-NWT/Nunavut Section of Skate Canada.
- e) All members of the Camrose Skating Club automatically become associate members of Skate Canada upon payment of club membership fees.

ARTICLE 3: BY-LAWS OF THE CLUB

- a) The By-laws, appended to these Articles, shall describe the organization and functions of the Club, and the means by which members of the Club may elect the Club Board of Directors and control the property and activities of the Club.
- b) The By-laws of Skate Canada and those of the Section in which the Club operates shall take precedence over any Club By-laws.
- c) Any Club By-law contrary to the by-laws of Skate Canada and those of the Section shall be invalid. It is acknowledged that any provincial statute governing a club has precedence over any inconsistent Skate Canada by-law relating to that club.

BY-LAWS OF THE CAMROSE SKATING CLUB

MEMBERSHIP

By-law 1: Club Membership

Membership in the Club shall be open to all, irrespective of sex, age, creed or color.

By-law 2: Skate Canada and Club By-laws

All members shall uphold, observe and conform to the by-laws of Skate Canada, the by-laws of the Club and such regulations as made by the Board of Directors of the Club.

By-law 3: Membership Fees

Members of the Club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as set from time to time by Skate Canada.

By-law 4: Member in Good Standing

For a member of the Club to be considered in good standing with the Club, that member must pay Club fees as are stipulated by the Club Board of Directors in advance of the membership year in question. Members will not be permitted to take part in any Club activities if these fees are not paid within 30 days of the date set for payment. Members in arrears shall be considered as having terminated their club membership.

By-law 5: Setting of Club Fees, Rules and Skating Hours

Fees, skating rules and skating hours of the Club shall be as the Board of Directors decides from time to time. Club membership shall commence on the first day of the Skate Canada membership year, 1 September, or the date that fees are paid (whichever is the latter) and terminate on the last day of the Skate Canada membership year, 31 August.

By-law 6: Suspension and Expulsion from the Club

The Board of Directors may suspend or expel a member of the club for acting contrary to the By-laws, Rules and Regulations of Skate Canada or of the club. The Club Board shall follow the Skate Canada Alberta-NWT/Nunavut Section Dispute Resolution Policy that contains a provision for suspending or expelling of any member of the Club from such membership on terms and conditions that are deemed appropriate and necessary by the Club Board of Directors.

By-law 7: Class of Club Membership

The classes of membership, eligibility and privileges shall be as follows:

- ◆ **Individual Membership:** Non-skating members who have paid the fees as set by the club and are Associate Members of Skate Canada. Individual members of legal age of 18 shall be entitled to one vote at each Annual General Meeting and special Meeting of the Club.
- ◆ **Active Membership:** All eligible skaters who participate in a Club Skating Program and who have paid the fees as set by the club and is an Associate Member of Skate Canada. All Active Members of the legal age of 18 shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club.
- ◆ **Special Membership:** Parent or guardian of legally underage Active Members who have paid the fees as set by the Club and are Associate Members of Skate Canada.
- ◆ **Partial Membership:** All eligible skaters who are an Associate Member or Restricted Member of Skate Canada through another HOME club and have paid a reduced fee as set by the Club. These partial members may not hold office on the Club Board, and may not vote at any Annual General Meeting and Special Meeting of the Club.
- ◆ **Restricted Membership:** A restricted member is an individual who is a paid employee of the Club, a non-active coach, a performing professional skater or a professional dance partner. A restricted member is not permitted to hold elected office, may not vote at meetings, is not permitted to compete in competitions, and is not permitted to officiate at tests or competitions.

No member (other than those listed under Restricted Membership) shall be paid for their services in delivering the club's programs.

LIABILITY

By-law 8: Liability

The Club shall not be responsible for any damages, injury, or loss of property to any member, guest or visitor to the Club regardless of the reason or nature of such damage, loss or injury. Every member, guest or visitor shall use the Club facilities at his or her own risk.

CLUB MANAGEMENT

By-law 9: Members of Board of Directors, Committees and Club Delegate to Skate Canada

The members of the Board of Directors, Chairs of Committees, and the Club Delegate to Skate Canada must be members in good standing of the Club, be registered as Associate Members of Skate Canada, be of legal age, and be eligible persons (with the exception of the Coaching Representative) as defined by Skate Canada Rules. Directors will not be paid for services.

By-law 10: General Management of the Club

The general management of the club shall be vested in a Board of Directors consisting of President, Vice-President, Secretary, Program Coordinators (5), Test Chair, Professional Coaches Representative and Synchronized Skating Committee Representative and up to 6 Directors at large. The President and Test Chair shall be elected for 3-year terms, and the Professional Coaches Representative shall be elected annually, at the Annual General Meeting. All remaining positions shall be elected for 2-year terms at the Annual General Meeting. The Past President shall be ex-officio and shall hold office until a new President has been duly elected.

By-law 11: Holding of Board of Directors Office

The Executive shall hold office until the close of the meeting at which their successors have been duly elected. Any member of the Board of Directors may be removed by the members by a 2/3 majority vote at a Special General Meeting duly called for that purpose.

By-law 12: Voting at Board of Directors Meetings

A quorum of the Board of Directors shall consist of 50% plus 1 members of the Board of Directors, including the Chair. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The meeting chair may vote only when the vote would change the result. Therefore the chair may vote to break a tie, and thus pass the motion, or to create a tie, and thus defeat a motion. A majority of the Board of Directors shall form a quorum.

By-law 13: Board of Directors Vacancies

Casual vacancy, occurring from any Club Annual General Meeting, may be filled until the next Annual General Meeting by a majority vote of the remaining members of the Board of Directors.

By-law 14: Board of Directors Member Absenteeism

If any member of the Board of Directors is absent, for more than 2 consecutive scheduled Board of Directors meetings, without good cause and/or without prior notification to the President or Secretary, then that office may be declared vacant by a majority vote of the Board of Directors.

By-law 15: Role of President

The President shall act as Chair of all Board of Directors and General Meetings. In his/her absence, the Vice-President will fill this duty. The President shall be an ex-officio member of all Committees.

By-law 16: Role of Secretary

The Secretary shall deal with all correspondence subject to the approval of the President or his/her delegate, shall issue all notices for Board of Directors and general meetings, shall take minutes at all meetings, and shall be responsible for submitting to Skate Canada and the Section such reports as are required by Skate Canada rules and other regulations.

By-law 17: Committees – Appointment

The President shall appoint standing committee Chairs whom shall look after duties assigned to them. All Committee Chairs must submit the names of their committee members to the President for approval.

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By-law 18: Committees: Eligibility to Serve

All Club Board of Directors and members of Committees shall be eligible persons and shall be of legal age (18 years). They must be members in good standing of the club and be Associate Members of the Association.

By-law 19: Resignation of Members

Any resignation of a member of the Board of Directors, Chairs of Committees, and the Club Delegate to Skate Canada prior to their term ending must be submitted in writing to the President or Secretary.

In the Camrose Skating Club, there will be no resignation of the general members. Membership is considered resigned at the end of each skating season which is Aug 31st of each year.

By-law 20: Rules of Order

Rules of Order for all meetings, General and Executive, shall be as outlined in Roberts Rules of Order in all cases in which they are applicable and consistent with the by-laws or special rules of the Association.

SKATE CANADA CLUB DELEGATE AND REGION COUNCILORS

By-law 21

The Board of Directors shall appoint the Club Delegate to Skate Canada and/or the Section annually. The Delegate need not be a member of the Board of Directors. The Section and/or Skate Canada National Office shall be advised of the appointed delegate's name. The club shall appoint a Councillor and an alternate Councillor to serve on the Region Council as required by the By-laws of the Region council. The delegates and councillors shall report on activities at these meetings and shall be entitled to receive compensation for pre-approved expenses related to attendance at required meetings.

ANNUAL GENERAL MEETING

By-law 22: Timing, Quorum, And Special Meeting Request

An Annual General Meeting shall be held within 60 days of the close of the April 30th fiscal year. Membership will be notified of the Annual General Meeting by placing a notification in the local newspaper 2 weeks prior to the scheduled meeting. The notice shall include the time and place of the meeting, the agenda, any proposed amendments to these By-laws, and a complete list of the candidates nominated for elections. The notice will be either placed in the local paper or emailed or called to membership. A quorum for an Annual General Meeting shall be subject to a minimum of 10% of the voting membership.

General or special meetings may be called by the president or secretary upon request of the Executive or upon written receipt of 51% of Club Members. General meetings shall be held as necessary and shall involve the general membership. Members shall be notified of the dates of the general meetings at least 2 weeks in advance through phone fan out or email. A quorum for a general meeting shall be subject to a minimum of 10% of the voting membership.

By-law 23: Voting on Club Elections

Voting of Club elections shall be by secret ballot and a simple majority shall elect a candidate. Voting on other matters may be by a show of hands.

By-law 24: Eligibility to Vote

Voting for club elections or on any matters pertaining to skating shall be restricted to eligible club members who are registered as Associate Members of Skate Canada and are 18 years of age, to the club Coaching representative(s) and to Special Members of the club voting on behalf of their underage children (who are members of the club and registered as a Associate Member of Skate Canada). Special Members shall be restricted to one vote per family regardless of how many children are in the family.

By-law 25: Order of Business

The order of business at an Annual General Meeting of the Club shall be as follows:

- ◆ Reading of the Notice of Meeting
- ◆ Quorum
- ◆ Approval of Agenda

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- ◆ Minutes of the preceding General/Special Meeting
- ◆ Annual Financial Statement
- ◆ Committee/Coordinator Reports
- ◆ Election of Executive Members
- ◆ Amendments to the Articles and By-laws
- ◆ New business

AMENDMENTS

By-law 26: Right to Submit, Process for Submitting

Any member of the Club, in good standing, may propose an amendment to the by-laws of the club. This proposal must be submitted in writing to the Club Executive. The proposed amendment will be presented at the Annual General Meeting or Special Meetings. A Special Resolution must be passed by the members in order to amend any bylaw and only can be done at the General Meeting. All amendments must be submitted at least 21 days before the respective meeting. No amendment to the By-laws of the club shall be accepted from the floor at any meeting.

By-law 27: Interim Amendments

By-laws may be enacted or amended by a majority vote (50% plus 1) of the Board of Directors whenever required. The members must present such by-laws or amendments at the next General Meeting for ratification. If they fail to be ratified, they will cease to be effective and may not be re-enacted by the Executive for one calendar year.

By-law 28: Voting of Amendments

A minimum of 75% of the members present at the General Meeting must vote in favour of the Special Resolution in order for the bylaw to be passed.

By-law 29: Effective Force of Amendments to By-laws

All amendments to the by-laws upon receiving approval of any general or special meeting of members and upon approval of the provincial government (if applicable) shall come into force immediately or on a date specified for same. All such amendments shall be submitted to Skate Canada. Skate Canada reserves the right of refusal of any amendment. Such refusal shall only be made if the intent of such amendment is to violate, in principle or spirit, any Skate Canada rule and/or by-law.

FUNDS

By-law 30:

A person designated by the Executive shall deposit all funds of the Club in such banks or other institution, as may be designated by the Executive, and shall be responsible for preparing the Club's annual budget and supervising the finances of the club including the presentation of an independently reviewed annual statement of revenues and expenditures to its members.

By-law 31:

All disbursements of club funds shall be by cheque or other auditable document. The society shall not borrow money by any means at any time.

By-law 32:

A person designated by the Executive shall audit the financial transactions of the Club each year and the financial statements shall be made available to the membership of the Club. This designation shall be to 2 members of the executive or a qualified accountant.

By-law 33:

In the event that Camrose Skating Club should dissolve, all assets of the Club shall be transferred in trust to the City of Camrose until such time as the assets can be transferred from the City of Camrose to a charitable or religious group or purpose approved by the Board with provision for disposal after no less than five (5) years, proceeds to be used for the Help Fund and recreational purposes in the community, with the exception of any

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remaining Gaming proceeds or assets purchased with gaming funds, which shall be dispersed to eligible charities as approved by Alberta Gaming and Liquor Commission.

COMMITTEES

By-law 34: Nominating Committee

This committee is responsible for selecting at least a full slate of candidates for election to the Club Executive and shall present such a slate to the Executive no later than 21 days before an Annual Meeting in the year which an election is to be held. The nominating committee shall consist of a minimum of two members, two from the Board of Directors and others from the membership. Additional nominations may be made by any member in good standing by a written submission to the nominating committee at least 3 days before the Annual Meeting. Each nominee must indicate acceptance in writing prior to the commencement of elections. Nominations from the floor at the Annual Meeting will not be accepted.

By-law 35: Membership Coordinator

This individual is responsible for promoting and developing membership in the club and for ensuring submission of club and member registrations to Skate Canada.

By-law 36: Skating Programs Coordinators (5)

In consultation with the club coaching staff the coordinators shall oversee implementation and delivery of all Skate Canada skating programs including but not limited to CanSkate, STARSkate and Synchronized Skating.

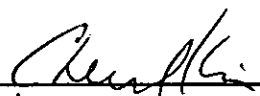
Special program sub-committees as deemed necessary by the club might be formed. These sub-committees may include but are not limited to:

- ◆ Carnival Committee/Chair
- ◆ Test Chair

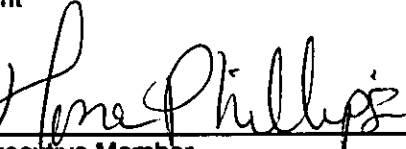
ADOPTED BY:

CAMROSE SKATING CLUB

On the 29th day of May, 2007

Signed 
 President

Oct 4/07
 Date

Signed 
 Club Executive Member

Oct 4/07
 Date

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(Rule 1201 (1) (b) (iv) continued)

Skate Canada skating programs, to take Association tests and the right to allow its eligible members to skate in sanctioned competitions. A permanent member club has the right to produce carnivals and is entitled to at least one vote at the Annual General Meeting or a special meeting of the Association.

- (v) **MINIMUM OPERATING STANDARDS:** To become a permanent member of Skate Canada, clubs must demonstrate an ability to meet the minimum operating standards of a club as prescribed by the Skate Canada Board of Directors. (See Skate Canada Policies and Procedures.)

- (c) **CONDITIONS OF RETAINING MEMBERSHIP:** All clubs must observe the following rules as a condition of retaining membership in the Association:
 - (i) **GENERAL MEETINGS OF CLUBS:** General meetings must be held at least annually at which each member who is of legal age in the province and an eligible person in good standing (except members of a class of membership with restricted voting rights) shall have the exclusive right to elect directors of the club and vote on other matters put forward for consideration.

 - (ii) **OFFICERS, DIRECTORS AND COMMITTEES OF CLUBS DEVOTED EXCLUSIVELY TO FIGURE SKATING OR SKATING:** All officers, directors and members of committees shall be eligible persons and shall be of legal age within the province. They must be members in good standing of the club and be Associate members in good standing of the Association, or become members of the club and Associate members of the Association within thirty days after being elected or appointed to such position. The Club Board of Directors shall also include at least one Skate Canada Professional Coaching member representative as a Director with the full right to speak and vote at meetings of the board and club meetings.

 - (iii) **COMMITTEES RESPONSIBLE FOR SKATING OR FIGURE SKATING SECTIONS OF MULTI-SPORT CLUBS:** In the case of a club with figure skating or skating and other sports activities, the members of the committee or committees responsible for the operation of the figure skating or skating section shall meet the requirements specified in by-law 1201(1)(c)(ii).

 - (iv) **SKATE CANADA BY-LAWS, OFFICIAL RULES & REGULATIONS:** Clubs shall uphold and administer the by-laws, official rules and regulations of the Association. It is acknowledged that any provincial statute governing a club has precedence over any inconsistent Skate Canada by-law relating to that club.

 - (v) **ELIGIBLE STATUS OF MEMBERS:** Clubs shall ensure that the eligible status of any member is not jeopardized by any action of the club or by unwitting action by the member.

 - (vi) **ASSOCIATION FEES & MONEYS OWING:** All fees and other moneys owing to the Association must be fully paid.