



# **PATINAGE QUÉBEC CONSTITUTION AND BYLAWS**

**ANNUAL GENERAL MEETING**  
Amended on May 8, 2021

# PATINAGE QUÉBEC CONSTITUTION AND BYLAWS

## CONSTITUTION

### 1 NAME

- 1.1 The name of the Corporation is "PATINAGE QUÉBEC," (previously called "Fédération de patinage artistique du Québec").

### 2 INCORPORATING ACT

- 2.1 Patinage Québec is incorporated and governed pursuant to Part III of the *Companies Act* (Québec).

### 3 SKATE CANADA SECTION

- 3.1 Patinage Québec is one of Skate Canada's sections and must abide by its regulations.

### 4 INTERPRETATIONS

- 4.1 In the Bylaws hereof, the term "Patinage Québec" refers to the Corporation mentioned above.
- 4.2 The term "Association" refers to Skate Canada.
- 4.3 Texts of Bylaws or other affairs of Patinage Québec shall be published in French and in English where necessary. In the event of any differences between the French and English versions, the French version shall prevail, providing it complies with the provisions of Skate Canada's Bylaws.

### 5 TERRITORY

- 5.1 Patinage Québec's geographic territory covers the sports cartography of the Province of Québec or any other cartography approved at a General Meeting.
- 5.2 Patinage Québec's head office shall be located in Montréal or any other place in the Province of Québec, as determined by resolution of the Board of Directors.
- 5.3 In addition to its head office, Patinage Québec may establish and maintain any other office in the Province of Québec, as the Board of Directors may at times decide by resolution.

### 6 SEAL

- 6.1 Patinage Québec's seal is kept at Patinage Québec's head office.

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## 7 JURISDICTION

- 7.1 Patinage Québec represents the authority with regard to figure skating on the territory of the Province of Québec.
- 7.2 All persons affiliated with Skate Canada residing on the territory of the Province of Québec, or all members of a club established on said territory, are subject to all of Patinage Québec's Bylaws.
- 7.3 All clubs, skating schools and persons associated with Patinage Québec are subject to the Bylaws of Skate Canada.
- 7.4 Every club and skating school maintains its independence with regard to its internal management, to the extent that its bylaws do not conflict with those of Skate Canada or Patinage Québec.

## 8 PURPOSE

- 8.1 To improve, encourage and advance skating in all its disciplines and, to that end, provide norms to its members.
- 8.2 To promote figure skating programs, as advocated by Skate Canada, in collaboration with the Québec ministry responsible for sports and any other bodies implemented by the various governments.

## 9 MEANS OF ACTION

- 9.1 To create and bring together regional figure skating associations.
- 9.2 To closely collaborate with all recognized organizations that deal with sports and recreation.
- 9.3 To facilitate the training of all required personnel: employees, officials, directors and coaches.
- 9.4 To organize sports activities that foster the optimal development of figure skating athletes.
- 9.5 To publish and disseminate information about figure skating.

## 10 COMPOSITION OF THE BOARD OF DIRECTORS

- 10.1 Patinage Québec's Board of Directors is composed of ten (10) Directors.

## 11 MOVABLE AND IMMOVABLE ASSETS

- 11.1 The total value of any movable and immovable assets Patinage Québec may acquire and own as a legal person is established at Can\$1,000,000.

## 12 DISSOLUTION

- 12.1 In the event Patinage Québec should be dissolved and its assets be distributed, said assets shall be given to another organization exercising similar activities.

**DATE OF INCORPORATION: JANUARY 12, 1972.**

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## BYLAWS

### 1 DEFINITIONS

- 1.1 The definitions provided below are an integral part of the Constitution and Bylaws of Patinage Québec (hereinafter called "Patinage Québec" or the "Section").
- 1.1.1 **Registrant:** (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.
- 1.1.2 **Membership:** The state of being a member of Skate Canada.
- 1.1.3 **Director:** An individual elected or appointed to serve on the Board of Directors pursuant to the Bylaws.
- 1.1.4 **Elected Director:** Any director who has been duly elected pursuant to article 8.10 hereof to serve on the Board of Directors.
- 1.1.5 **Appointed Director:** A Director appointed by the Board of Directors by ordinary resolution during a Board meeting for a term that expires no later than the adjournment of the following Annual Meeting.
- 1.1.6 **Affiliation:** Defines with which section a club or skating school, a registrant or a coach has an association.
- 1.1.7 **Membership Year:** The membership period of a Member set by Skate Canada's Bylaws.
- 1.1.8 **Members Meetings:** Annual or Special Meetings.
- 1.1.9 **Honorary Associate:** An individual who has distinguished him or herself through exceptional service to Skate Canada and has been recognized by the Board as an "Honorary Associate."
- 1.1.10 **Independent Auditor:** A chartered professional accountant appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts and records of Patinage Québec, and who must report to the Members at the following Annual Meeting.
- 1.1.11 **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.
- 1.1.12 **Board of Directors:** The Board of Directors of Patinage Québec.
- 1.1.13 **Delegate:** A representative of a club or skating school entitled to vote at Members Meetings.
- 1.1.14 **Skating School:** An organization other than a club that is operating for the general purpose of providing Skate Canada skating programs.
- 1.1.15 **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 of Skate Canada 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's Bylaws.

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- 1.1.16 **Registered Professional Coach in Good Standing:** A skating expert with the required National Coaching Certification Program qualifications to provide a remunerated service at Skate Canada sanctioned clubs and skating schools, both on- and off-ice. These individuals shall have registered, provided full payment and have met all professional coach registration requirements as set annually by Skate Canada.
- 1.1.17 **Days:** Total days, including weekends and statutory holidays.
- 1.1.18 **Member:** All clubs and skating schools located on the territory of the Province of Québec that meet the requirements set forth by Skate Canada.
- 1.1.19 **Person Entitled to Vote:** All club and skating school delegates, members of Patinage Québec's Board of Directors, as well as Regional Chairs, in accordance with article 8.7 hereof.
- 1.1.20 **Chair:** The Chair of the Board of Directors.
- 1.1.21 **Regional Chair:** The Chair of the board of directors of a regional association.
- 1.1.22 **Bylaws:** The Bylaws hereof as amended and which are, from time to time, in force and effect.
- 1.1.23 **Special Resolution:** A resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- 1.1.24 **Ordinary Resolution:** A resolution passed by the majority of votes cast on that resolution.
- 1.1.25 **Issue Table of Regional Chairs:** Meeting of the Regional Chairs.

## 2 MEMBERSHIP

- 2.1 **Skate Canada's Bylaws determine** (i) the membership conditions, (ii) termination of membership, (iii) discipline and (iv) membership transferability of Skate Canada members located on the territory of Patinage Québec.

## 3 PATINAGE QUÉBEC'S CONFLICT MANAGEMENT PROCEDURE

- 3.1 Patinage Québec's conflict management procedure is an integral part of the Bylaws hereof, and shall be adapted as required. A copy of this procedure is available to any Member on request.

## 4 QUÉBEC SECTION

- 4.1 For the purposes of management and control, Skate Canada is divided into ten (10) geographic jurisdictions (hereinafter called "Sections"). Patinage Québec is one of Skate Canada's Sections and includes all clubs and skating schools located on the territory of the Province of Québec.

## 5 SECTION MANAGEMENT

- 5.1 Patinage Québec's Board of Directors, of which the majority of members are elected at the Annual General Meeting, shall manage the affairs of the Section.

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## 6 SECTION BYLAWS

- 6.1 Except in the case of a conflict with a Province of Québec statute governing the affairs of Patinage Québec, Skate Canada Bylaws apply to and govern the activities of Patinage Québec.

## 7 SECTION MEMBERSHIP

- 7.1 **Section Clubs and Skating Schools:** All Skate Canada clubs and skating schools in good standing whose address is registered on the territory of the Section are members of the Québec Section, unless otherwise indicated by Skate Canada's Board of Directors.
- 7.2 **Section Registrants:** All Skate Canada Registrants in good standing who are registered with a Section club or skating school are Registrants of the Section.
- 7.3 **Section Registered Professional Coaches in Good Standing:** All Skate Canada Registered Professional Coaches in Good Standing who reside on the territory of the Section are affiliated with the Section.

## 8 GENERAL MEMBERS MEETING

- 8.1 **Notice of Meeting:** A notice of meeting must be sent by mail, email or any other means of communication to all voting members at least fifteen (15) days before the date of the General Members Meeting. Such notice must specify the location, date and time of the Meeting and include a summary of the Order of Business, as well as a list of any nominees.
- 8.2 **Irregularities:** An involuntary omission to send a notice to a voting member or failure to receive such notice does not invalidate any deliberations carried out or resolutions passed at the Meeting.
- 8.3 **Order of Business:** The Order of Business for an Annual General Members Meeting shall include the following main subjects:
- 8.3.1 Reading of the Notice of Meeting and the Order of Business;
  - 8.3.2 Report as to quorum;
  - 8.3.3 Approval of the minutes of the preceding General Meeting;
  - 8.3.4 Approval of the minutes of the preceding Special General Meeting (if required);
  - 8.3.5 Financial statements and budget forecasts;
  - 8.3.6 Appointment of auditors of financial reports and budget forecasts;
  - 8.3.7 Presentation of the reports;
  - 8.3.8 Amendments to Patinage Québec's Constitution and/or Bylaws (if required);
  - 8.3.9 Confirmation of actions taken by the Board of Directors;
  - 8.3.10 Appointment of the Chair and election scrutineers;
  - 8.3.11 Election of Directors;
  - 8.3.12 Special presentations;
  - 8.3.13 New business;
  - 8.3.14 Adjournment of the Meeting.

The Order of Business may be amended to include additional points of importance to the Members, provided they are approved by a majority vote of persons registered and present at the Meeting.

- 8.4 **Date:** The Annual General Members Meeting must be held in the 120 days that follow the end of Patinage Québec's fiscal year. The date shall be set by Patinage Québec's Board of Directors.

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- 8.5 **Location:** The location shall be chosen by Patinage Québec's Board of Directors at least one (1) year in advance and announced at the preceding Annual General Meeting.
- 8.6 **Quorum:** The voting members present at the Meeting constitute a quorum at all General Members Meetings. In order for deliberations to be carried out at a General Meeting, no fewer than twenty-five (25) delegates from clubs and skating schools must be present at said General Meeting.
- 8.7 **Voting members:**
- 8.7.1 **Club and skating school delegates:** Only Patinage Québec clubs and skating schools that are members in good standing of Skate Canada may send one (1) delegate to the General Meeting. Each club or skating school delegate is entitled to one (1) vote at the General Meeting. The delegate must be a member in good standing of a club or skating school registered with Skate Canada or be a Registered Professional Coach in Good Standing and be of legal age as prescribed by the laws in effect in the Province of Québec. This delegate may participate in the General Meeting in addition to any other member of his or her club or skating school who sits on the Board of Directors or Issue Table of Regional Chairs. A delegate at a General Members Meeting may not represent more than one (1) club or skating school.
- 8.7.2 **Board of Directors:** The members of Patinage Québec's Board of Directors are entitled to one (1) vote during the General Meeting. Board members may not be a delegate of a club or skating school. A Director who also serves as a Regional Chair is only entitled to his or her vote as a Regional Chair.
- 8.7.3 **Regional Chairs:** Regional Chairs of each regional association are entitled to one (1) vote during the General Meeting. Regional Chairs may not be a delegate of a club or skating school.
- 8.8 **Exercising the right to vote:** Votes are taken by a show of hands or by secret ballot, at the Chair's discretion. A vote by secret ballot is required where expressly requested by a voting member. A majority vote rules in all cases. In the event of a tie vote, the Chair has the deciding vote. With regard to elections, the Meeting Chair is only entitled to his or her personal vote, and does not have a deciding vote.
- 8.9 **Proxy voting:** Proxy voting is not permitted.

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### 8.10 Specific provisions regarding the election of Directors:

8.10.1 **Exercising the right to vote:** If elections are required, the Meeting must elect an Election Chair and two (2) scrutineers from among the persons present who have not been nominated. Member votes are cast by secret ballot.

8.10.2 **Determination of the majority vote:** A nominee is elected to a position if he or she obtains a simple majority of votes cast by the voting members. In the case of a tie vote between nominees, the Election Chair shall hold a second ballot and so on until one of the nominees receives a simple majority of votes.

8.10.3 **Sequence of elections:** The members of the Board of Directors, elected by universal suffrage at the Annual General Meeting, are determined in the following sequence:

- 8.10.3.1 one (1) Chair;
- 8.10.3.2 one (1) Director (Treasurer);
- 8.10.3.3 one (1) Director (Secretary);
- 8.10.3.4 one (1) Vice-Chair, Administration;
- 8.10.3.5 one (1) Vice-Chair, High Performance;
- 8.10.3.6 one (1) Director, Officials;
- 8.10.3.7 one (1) Director, Québec Team and Events;
- 8.10.3.8 one (1) Director, Skating Development.

Even-numbered positions are elected in even-numbered years, and odd-numbered positions are elected in odd-numbered years.

8.11 **Powers:** In addition to the powers granted to them by law or Skate Canada Bylaws, the delegates at a General Meeting may make decisions regarding Patinage Québec's policies and general directions.

8.12 **Presence at meetings:** All Section registrants may attend Patinage Québec's General Meetings. However, persons other than the voting members shall be deemed observers and not entitled to vote or speak. Patinage Québec's Board of Directors may restrict the number of observers as it deems appropriate. Should the Meeting so decide by an affirmative vote, a person admitted as an observer may speak at the Meeting.

8.13 **Adjournment of a Members Meeting:** The Meeting Chair may adjourn a General Meeting with the consent of the majority of voting members present without being required to issue a formal notice of adjournment. Any business that could validly be addressed during the General Meeting in question may also be addressed during the adjourned General Meeting without any other formality.

## 9 SPECIAL GENERAL MEMBERS MEETINGS

9.1 The provisions set forth in article 8 hereof regarding General Meetings also apply to Special Members Meetings, by making any necessary adaptations, other than the following :

### 9.1.1 Calling a Meeting:

9.1.1.1 The Board of Directors or the President of Patinage Québec may call a Special Meeting at any time.

9.1.1.2 A Special Members Meeting may be called at any time following a written requisition by ten percent (10%) of the voting members in good standing. Such a requisition must express the object of the Special Meeting and be sent to Patinage Québec's CEO and President. If the Board of Directors fails to call a Special Meeting within



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twenty-one (21) days of the requisition, all voting members, regardless of whether they are signatory to the requisition, representing at least ten percent (10%) of the voting rights, may then call and hold the Meeting.

- 9.1.2 **Order of Business:** Only issues specified in the Notice of Meeting or written requisition by the voting members shall be discussed at the Special Meeting.

## 10 DIRECTORS

- 10.1 **Composition:** Patinage Québec's Board of Directors is composed of one (1) Chair, seven (7) elected Directors, one (1) Director who also serves as the Chair of a Regional Association, and one (1) Coaches' Representative. A Director who holds a position in which he or she must serve as the Chair of a Regional Association shall lose his or her status if, over the course of the term, he or she ceases to serve as the Chair of a Regional Association. The Board of Directors must include at least one (1) man and one (1) woman and no more than one (1) athlete who is active on the national or international scene.
- 10.2 **Notice of Meeting:** The Board of Directors must hold meetings in accordance with the needs of Patinage Québec, but at least four (4) times per year. At the request of one-third (1/3) of the Board members, the Secretary must call a meeting of the Board of Directors within twenty-one (21) days of the request. The Notice of Meeting must be sent to the Board members concerned no later than five (5) days before the date of the meeting. The Notice of Meeting must include:
- i) the location, date and time of the Board Meeting; and
  - ii) the Order of Business.
- If all Directors are present, or with the consent of any absent Directors, the meeting may be held without a prior Notice of Meeting.
- 10.3 **Calling a Board Meeting by teleconference:** The Board of Directors may meet by teleconference or any other electronic means that allows all Directors to communicate adequately with each other, subject to the following:
- 10.3.1 All Directors have equal access to the specific electronic means to be used;
  - 10.3.2 The Directors have defined the logistics involved in holding this type of meeting, more specifically as regards means to ensure security, the quorum procedure and the manner in which the proceedings are to be recorded.
- 10.4 **Voting by email:** Written resolutions, signed by all Directors who are entitled to vote on such resolutions at Board meetings, have the same value as if they had been passed during the meetings. A copy of the resolutions is kept with the minutes of the Board's deliberations.
- 10.5 **Quorum:** At every Board meeting, a simple majority of the Board members constitutes a quorum.
- 10.6 **Participation at Board Meetings:** Board Meetings are not open to Members or the public, other than by invitation by the Board. Management is invited to all Board Meetings.
- 10.7 **Absence of the Chair:** In the absence of the Board Chair, the Directors shall nominate a Meeting Chair from among the Directors present at the meeting.
- 10.8 **Vote:** Each Director, including the Chair, is entitled to one (1) vote. Any questions or issues raised at a Board meeting shall be decided with a simple majority of votes. Votes may be cast by secret ballot if so requested by Directors present at the meeting.

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- 10.9 **Remuneration:** Board Members are not remunerated, but they are entitled to be reimbursed for expenses incurred in the exercise of their duties, in accordance with *Politique 8 sur le remboursement des dépenses* (in French only).
- 10.10 **Powers:** Unless indicated otherwise by law or the Bylaws, the Board of Directors has the authority to exercise the powers of Patinage Québec and delegate powers, duties and functions.
- 10.10.1 **Delegation of powers:** The Board of Directors may delegate its authority or its power, as it deems appropriate (notwithstanding subjects that must be dealt with or discussed by Patinage Québec's Board of Directors or its members).
- 10.10.2 **Committees:** Patinage Québec's Board of Directors may, as it deems appropriate, establish, create or dissolve advisory committees as needed. *Politique 4 sur les comités consultatifs* (in French only) defines the permanent and sectoral committees, as well as their operating principles, organization and mandates.
- 10.10.3 The Board of Directors may create any other committees or sub-committees as it deems appropriate.
- 10.10.4 **President of Patinage Québec:** The President of Patinage Québec is a member of all committees.
- 10.11 **Roles and responsibilities:** The roles and responsibilities of the Board of Directors are defined in the Official Statement on the Board of Directors.
- 10.12 **Term:**
- 10.12.1 **Length:** The length of a term for a Director who also serves as the Chair of a Regional Association is one (1) year. The length of a term for the remaining Board members is two (2) years. Terms for Directors who serve as Vice-Chairs must not be renewed at the same time, but rather alternately.
- 10.12.2 **Term renewal:** A Director who completes a third term, or a sixth term in the case of a Director who serves as Chair of a Regional Association, may not be nominated for a position as a Director. He or she shall become eligible at the Annual Meeting that follows the one at which he or she became ineligible. A Chair who has served for three (3) consecutive terms may not stand for re-election as Chair. A Director's term begins once he or she has been elected by the members.
- 10.13 **Vacant Director positions:** In the event that a Board position becomes vacant, the Directors may fill that position by appointing a person with the required competency profile for the remainder of the term.
- 10.14 **Election by secret ballot:** Other than the Coaches' Representative and the Director who also serves as the Chair of a Regional Association, who are elected by and from among their peers, the members of the Board of Directors shall be elected by secret ballot at the Annual General Members Meeting. Refer to the provisions of article 8.10 *Specific provisions regarding the election of Directors* hereof for more details.
- 10.15 **Admissibility:**
- 10.15.1 The members of Patinage Québec's Board of Directors are individuals of legal age who have not been legally declared incapacitated by a court in Québec, Canada or any other country, and who have never had the status of bankrupt.

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10.15.2 Board Members are Section registrants, as defined in article 7.2 hereof, or Section professional coaches as defined in article 7.3 hereof.

10.15.3 Board Members shall submit their Annual Declaration of Interest at the first meeting that follows the Annual General Meeting.

10.15.4 No remunerated employees of a club, a skating school, a regional association, the Section or the national association may be nominated for a position on Patinage Québec's Board of Directors. A Registered Professional Coach in Good Standing who works as a self-employed person in a club, a skating school, a regional association or the Section is not considered a remunerated employee of the club, skating school, regional association or Section. A Section professional coach may not be nominated for the positions of Chair, Vice-Chair–Administration or Vice-Chair–High Performance.

10.15.5 Other than the Director who serves as a Regional Chair, Board Members may not serve on the Board of Directors of a club, skating school or regional association of a member entity.

### 10.16 Nominations:

10.16.1 **Eligibility:** Nominations for positions on Patinage Québec's Board of Directors must be submitted in writing, and are only valid if the designated nominee sends a nomination form before the General Meeting during which the elections are held. Any member in good standing of a club or skating school who is a member in good standing of the Section, or any Section professional coach as defined in article 7.3 hereof may propose a nomination. Nominations must be sent to the Nomination Committee Chair at least twenty-eight (28) days before the date of Patinage Québec's Annual General meeting, other than nominations of Chairs of Regional Associations for the position of Director who also serves as a Regional Chair, which must be received in accordance with the provisions set forth in article 10.16.4.1 d) v) hereof.

10.16.2 Individuals who wish to apply for a position on the Board of Directors must be sure to meet, in part or in whole, the competency profile sought as presented in the official Board of Directors statement.

10.16.3 Nominations for the position of Coaches' Representative are limited to Registered Professional Coaches in Good Standing who meet the provisions set forth in article 10.15 *Admissibility* hereof.

10.16.4 Individuals may apply for more than one position. Being elected to one position renders that individual ineligible for other positions in the order of election. Nominees may only hold one position on the Board of Directors.

10.16.5 **Nomination committee:** A Nomination Committee is established in January of every year. It is composed of five (5) members, including: two (2) members appointed by the Board of Directors and selected among its members and three (3) Regional Chairs selected by their peers among the eighteen (18) Regional Chairs. Nomination Committee members may not apply to be elected for a position on the Board of Directors.

10.16.5.1 **Responsibilities of the Committee:** The Nomination Committee is responsible for the following:

- a) Sending the list of positions up for election and a nomination form to the members of the Board of Directors, regional associations, clubs and skating schools once the positions are open for nominations. The nomination form must indicate the deadline to receive nominations.

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- b) Receiving the nomination forms for the Board positions up for election in accordance with the articles on *Admissibility* and *Eligibility* hereof.
- c) Searching for candidates who fit the desired competency profile, until the nomination deadline.
- d) Carrying out the following after the nomination deadline:
  - i) announcing the nominations received for the vacant positions,
  - ii) drawing up a list of all nominations and sending it to every Board Member, regional association, Patinage Québec club and skating school as soon as possible after the nomination deadline,
  - iii) publishing the resumes of the nominees,
  - iv) scheduling equal speaking time before the Annual Meeting among all nominees to introduce themselves and show they meet the competency profile for the sought-after position, and inform the Board Members of their intentions should they be elected,
  - v) informing the Regional Chairs that the nominations for the position of Director who also serves as a Regional Chair must be submitted to the person designated by the Nomination Committee on the opening of the Issue Table of Regional Chairs that precedes the Annual General Meeting.

10.16.5.2 **Remaining positions to be filled after the nomination deadline:** If, despite the process described above, no nominations were received for one or more positions, the Board of Directors shall fill the position or positions in question at a regular session until the following Annual General Meeting, where the position or positions will be up for election once again for the remainder of the term.

10.17 **Removal of Directors:** A Special Members Meeting may, by Special Resolution, where the notice of motion was presented in the Notice of Meeting, remove a member of the Board of Directors before the end of his or her term and appoint another individual in his or her place. The replacement shall hold the position until the end of the removed member's term.

## 11 AMENDMENTS TO THE CONSTITUTION AND BYLAWS

11.1 **Admissibility:** Patinage Québec's Bylaws may be amended by the voting members during an Annual General Meeting or a Special General Meeting.

11.2 **Deadline:** Any amendment or new Bylaw proposed by a voting member must be submitted to Patinage Québec in writing no later than sixty (60) days before the date of the General Meeting in order for it to be sent out to all Patinage Québec voting members for analysis. Any amendment proposed by a voting member must be approved by Ordinary Resolution of the Board of Directors before being presented to the full General Meeting.

11.3 **Dissemination:** The proposed amendments that have been approved by the Board of Directors must be enclosed with the Notice of the Annual General Meeting or the Special General Meeting.

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- 11.4 **Amendments to the Bylaws:** The Board of Directors may, within the limitations prescribed by the *Companies Act*, amend or repeal the present Bylaws or adopt new Bylaws and these amendments, this repeal or this new Bylaw come into force as of their adoption and shall remain in force until the following General Members Meeting of the legal person where they must be ratified by two-thirds (2/3) of the voting members to remain in force.
- 11.5 **Amendments to the letters patent:** Any changes, amendments or additions to the letters patent must be initiated by the Directors and be subject to a Special Resolution by the voting members convened at a Special Meeting called for that purpose.

## 12 FINANCES

- 12.1 **Fiscal year:** Patinage Québec's fiscal year shall end on March 31 of every year.
- 12.2 **Audited financial report:** The audited financial report must be approved by the Board of Directors and presented every year at the Annual General Meeting.
- 12.3 **Patinage Québec revenues:** Patinage Québec may increase its revenues or subsidies granted by Skate Canada or the Government of Québec, by means approved by Patinage Québec's Board of Directors.
- 12.4 **Independent auditors:** Patinage Québec's independent auditors shall be appointed every year at the Annual General Meeting.
- 12.5 **Financial operations:** All financial operations of Patinage Québec shall be carried out by the Officers and Directors designated for that purpose by the Board of Directors.
- 12.6 **Other documents:** Notwithstanding other measures taken by the Board of Directors, any commercial instrument, service contract or other form of agreement that is binding on Patinage Québec must be approved by the Board of Directors and signed by the Chair.
- 12.6.1 The Board of Directors may authorize a Director or an employee of Patinage Québec to sign, on behalf of Patinage Québec, cheques, contracts, leases, mortgages and other documents, or sign special authorizations or contracts on behalf of Patinage Québec. Any document or contract thus signed is binding on Patinage Québec, without any other authorization or formality. Any person authorized to sign a document may affix the Patinage Québec seal (if such a seal exists) on the document. Any authorized signatory may confirm that a copy of a document, resolution, Bylaw or any other document is a certified copy.
- 12.7 **Loans:** Patinage Québec's Board of Directors may take out loans on Patinage Québec's credit and provide any guarantees allowable by law to ensure payment of said loans and other obligations by Patinage Québec.

## 13 REGIONS

- 13.1 Patinage Québec may establish or dissolve regional associations within its territory. The regions are determined on the basis of the provincial cartography provided for in article 5.1 of Patinage Québec's Constitution and are part of Patinage Québec. Each region is managed by a not-for-profit regional association composed of a board of directors. Regional associations must adopt a constitution and bylaws for themselves in compliance with the Bylaws of Skate Canada and Patinage Québec. The constitution and bylaws of a regional association must be sent to Patinage Québec.

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13.2 Regional associations must hold a general meeting every year.

### 14 OFFICIAL BYLAWS

14.1 **Precedence of Skate Canada Bylaws:** Subject to the provisions of all applicable laws, Skate Canada Bylaws take precedence over any other bylaw established by Patinage Québec or any other Skate Canada organization.

### 15 PROTECTION AND INDEMNITY

15.1 No director, officer, member, employee or agent of Patinage Québec is liable for the acts, receipts, neglect or defaults of any other director, officer, member, employee or agent.

#### BOARD OF DIRECTORS ON MARCH 31, 2021

Be it resolved that the Board of Directors approves the proposed amendments to the Bylaws of Patinage Québec to come into force on May 9, 2021 and recommends ratification at the 2021 Annual General Meeting.

**RESOLUTION 2020-2021 CA-94:** MOTION DULY MADE BY: Fanny-Ève Tapp  
SECONDED BY: Marc-André Allain

UNANIMOUSLY CARRIED

#### RESOLUTION BY EMAIL ON APRIL 9, 2021

Be it resolved that new changes to the amendments to the Bylaws of Patinage Québec are accepted as presented.

**RESOLUTION 2020-2021 CA-103:** MOTION DULY MADE BY: Fanny-Ève Tapp  
SECONDED BY: Sophie Doré

UNANIMOUSLY CARRIED

#### ANNUAL GENERAL MEETING ON MAY 8, 2021

##### Ratification of the Bylaws of Patinage Québec

**RESOLUTION AGA-2021-04 :** MOTION DULY MADE BY: Marie Brouillet  
SECONDED BY: Céline Corneau

UNANIMOUSLY CARRIED



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Jocelyn Proulx  
President



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Fanny-Ève Tapp  
Secretary