



## **PATINAGE QUÉBEC CONSTITUTION AND BYLAWS**

**ANNUAL GENERAL MEETING**

**To be ratified on May 7, 2022**

# PATINAGE QUÉBEC CONSTITUTION AND BYLAWS

## CONSTITUTION

### **1 Name**

1.1 The name of the Corporation is "PATINAGE QUÉBEC."

### **2. Incorporating Act**

2.1 Patinage Québec was incorporated on January 12, 1972 by letters patent issued under Part III of the Companies Act (CQLR, c. C-38).

### **3 Skate Canada Section**

3.1 For purposes of management and control, Skate Canada is divided into ten (10) geographic regions ("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.

### **4 Interpretation**

4.1 In the Bylaws herein, the term "Patinage Québec" refers to the Corporation mentioned in Section 2 titled "Incorporating Act."

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 Members 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 the Board of Directors by resolution.

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.

### **7 Jurisdiction**

7.1. Patinage Québec represents the authority with regard to figure skating on the territory of the Province of Québec.

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- 7.2. All persons affiliated with Skate Canada residing on the territory of the Province of Québec, including all Members of a club or skating school established on said territory, are subject to all of Patinage Québec's Bylaws.
- 7.3. All clubs and skating schools and all 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 the Bylaws of Skate Canada or those of 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 eleven (11) 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.

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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.
- 1.1.1 **Skate Canada Registrant:** 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 of Skate Canada.
- 1.1.2 **Patinage Québec Registrant:** An individual who is a Skate Canada Registrant or a Professional Coach is a Patinage Québec Registrant.
- 1.1.3 **Director:** An individual elected by the Members or appointed by Ordinary Resolution by the Board of Directors to serve on Patinage Québec's Board of Directors pursuant to the Bylaws.
- 1.1.4 **Independent Director:** A Director is considered independent when he or she is not in a conflict of interest, either on a repeated or continuous basis, as a result of his or her membership on the Board of Directors. More specifically, a Director is considered independent when he or she is not elected to represent an entity affiliated with Patinage Québec; is neither a manager nor a personnel Member of Patinage Québec or any of its affiliated entities; is not a Director of an entity affiliated with Patinage Québec; is not a coach training an athlete who participates in national and international competitions; is not an official who may be assigned by Patinage Québec to national or international competitions; is not an athlete affiliated with Patinage Québec who participates in national and international competitions; and is not a parent of an athlete or a coach who is currently a Member of a provincial team under the responsibility of Patinage Québec.
- 1.1.5 **Members Meeting:** Annual General Meeting or Special General Meeting.
- 1.1.6 **Independent Auditor:** A chartered professional accountant appointed by the Members by Ordinary Resolution at the Annual General Meeting to audit the books, accounts and records of Patinage Québec, and who must report to the Members at the following Annual General Meeting.
- 1.1.7 **Delegate:** A representative of a club, skating school or regional association entitled to vote at Members Meetings.
- 1.1.8 **In good standing with Skate Canada:** A Member or Registrant of Skate Canada who is in good standing pursuant to Skate Canada's Bylaws and other rules.
- 1.1.9 **In good standing with Patinage Québec:** A Member or Registrant of Patinage Québec who is in good standing with Skate Canada and also in good standing with Patinage Québec's Bylaws and other rules and policies.

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- 1.1.10 **Professional Coach:** A skating expert with the required National Coaching Certification Program qualifications to provide a remunerated service, both on- and off-ice, at clubs and skating schools located on the territory of Patinage Québec, and who are Members in good standing of Skate Canada.
- 1.1.11 **Act:** The Québec *Companies Act*.
- 1.1.12 **Member:** All Directors, regional associations, clubs and skating schools located on the territory of the Province of Québec.
- 1.1.13 **Special Resolution:** A resolution passed by two-thirds (2/3) of the votes cast on that resolution.
- 1.1.14 **Ordinary Resolution:** A resolution passed by the majority of votes cast on that resolution.
- 1.1.15 **Issue Table of Regional Chairs:** A permanent committee at Patinage Québec composed of all Regional Chairs.
- 1.1.16 **Skate Canada Section:** An organization incorporated or organized in a particular province or territory (and, in some cases, a combination thereof) strategically aligned with Skate Canada, which may receive funds from provincial or territorial Governmental Authorities and be subject to applicable sport recognition programs and transfer payment arrangements. Each Section is held to the governance and operating requirements of their respective province and/or territory(ies) and is responsible for skating in their respective jurisdictions.

## 2 MEMBERSHIP CATEGORIES

- 2.1. **Membership categories:** Patinage Québec includes three (3) membership categories:

- 2.1.1 **Clubs and skating schools;**

Generally speaking, a skating club is a non-profit organization that is operating for the general purpose of offering Skate Canada skating programs and which is administered by a board of directors. All skating clubs whose address is registered within the territory of Patinage Québec are Members of Patinage Québec.

Generally speaking, a skating school is an organization other than a skating club that is operating for the general purpose of offering Skate Canada skating programs. All skating schools whose address is registered within the territory of Patinage Québec are Members of Patinage Québec.

In order to be recognized as a Member of Patinage Québec, clubs and skating schools must comply with Patinage Québec's *Politique sur les clubs et les écoles de patinage* (in French only), as well as any amendments, modifications, or replacements to this policy, as may be determined by Ordinary Resolution, duly adopted by the Board of Directors.

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### 2.1.2 **Directors;**

The Directors in office at the opening of any Members Meetings.

### 2.1.3 **Regional associations.**

Patinage Québec may grant, suspend or withdraw the status of Member to or from regional associations within its territory. The regions are formed in accordance with the provincial cartography and are part of Patinage Québec. Each region is managed by a regional association.

In order to be recognized as a Member of Patinage Québec, regional associations must be incorporated as a non-profit organization, have a board of directors, bylaws, and hold an annual members meeting.

### 2.2 **Rights of Members:** Each Member shall be entitled to receive notice of, attend and vote at any Members Meeting, and each such Member shall have one (1) vote at said Meeting.

Clubs, skating schools and regional associations shall exercise their voting rights through a Delegate appointed for that purpose by resolution of their respective board of directors.

Directors shall personally exercise their right to vote at any Members Meeting.

### 2.3 **Termination of membership status with Patinage Québec:** The status of Member is automatically terminated in the following cases:

2.3.1 A club, skating school or regional association, if that Member is dissolved or bankrupt;

2.3.2 A Director ceases to be a Member of the Board of Directors;

2.3.3 If a Member is no longer in good standing with Patinage Québec and fails to remedy this situation within a reasonable period of time as determined by the Board of Directors;

2.3.4 If a Member violates Patinage Québec's Bylaws or other rules or policies and fails to remedy this violation within a reasonable period of time as determined by the Board of Directors;

2.3.5 At the end of a Member's then current registration year.

## 3. **PATINAGE QUÉBEC CONFLICT OF INTEREST MANAGEMENT**

3.1. **Disciplinary procedure:** The Board of Directors of Patinage Québec may suspend or expel any Member who violates any of Patinage Québec's Bylaws, or any of its rules or policies, or whose conduct is deemed prejudicial to Patinage Québec. To this end, the Board of Directors establishes the policy respecting conflicts of interest and the

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procedure for settling conflicts of interest (available in French only), as it may be amended, modified or replaced by the Board of Directors from time to time. This policy shall constitute an integral part of the Bylaws herein. A copy of the procedure is available to any Member upon request.

Before ruling on the suspension or expulsion of a Member, the Board of Directors shall, by registered letter or email requiring a read confirmation notice, notify the Member of the date and time of the hearing, briefly state the reasons for the suspension or expulsion, and provide the Member with an opportunity to be heard.

### 4. GENERAL MEMBERS MEETING

**4.1. Composition of the Meeting:** All Patinage Québec Registrants may attend Members Meetings, however, individuals other than Voting Members shall be considered observers with no right to vote or speak. The Board of Directors may limit the number of observers if necessary. Should the Meeting so decide by an affirmative vote, an individual admitted as an observer may speak at said meeting.

**4.2. Notice of Meeting:** A notice of the Annual General Meeting, signed by the Secretary or any other Member duly authorized to that effect by the Board of Directors, shall be sent by mail, email or any other means of communication to all Members at least fifteen (15) days before the date of said Meeting.

Such notice shall specify the place, date and time of said meeting and include a draft Order of Business; the minutes of the most recent Members Meeting; the annual report; the financial report from the most recent fiscal year; the text of the amendments to the Bylaws, if applicable; a list of all nominations; and any documents in support of any issues the Board of Directors wishes to present to the Members.

If the above-mentioned documents cannot be attached to the Notice of Meeting when it is sent, the signatory of the Notice shall indicate in the Notice the deadline by which the Members shall receive these documents.

**4.3. Irregularities:** Any unintentional omission to send a Notice of Meeting to a Member or failure to receive such Notice shall not invalidate the resolutions passed and any deliberations carried out at the Members Meeting.

**4.4. Order of Business:** The Order of Business for an Annual General Members Meeting shall include at least the following subjects:

- 4.4.1 Reading of the Notice of Meeting, the complete Order of Business and the texts of the main resolutions to be passed;
- 4.4.2 Report as to Quorum;
- 4.4.3 Adoption of the minutes of the preceding Annual General Meeting;
- 4.4.4 Adoption of the minutes of the preceding Special General Meeting (if required);
- 4.4.5 Tabling of the financial statements and budget forecasts;
- 4.4.6 Appointment of the Independent Auditors;
- 4.4.7 Tabling of reports and actions taken by the Directors;

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- 4.4.8 Amendments to Patinage Québec's Constitution and/or Bylaws (if required);
- 4.4.9 Appointment of the Election Chair and scrutineers;
- 4.4.10 Election of Directors;
- 4.4.11 Special presentations;
- 4.4.12 New business;
- 4.4.13 Adjournment of the Meeting.

**4.5. Date and place:** The General Members Meeting shall be held in the hundred and twenty (120) days that follow the end of every Patinage Québec fiscal year. The date and place of General Members Meetings shall be set by the Board of Directors.

**4.6 Members Meetings held by technological means:** Members may participate in any Members Meeting by means that allow all participants to communicate immediately with each other, including by telephone. They shall then be deemed to have participated in that meeting. The Board of Directors shall establish the manner and period of prior registration, if applicable, to be observed by Members, all of which shall be specified in the Notice of Meeting.

A vote may then be entirely carried out by any means of communication that allows for both the collection of votes so that they can be subsequently verified and the preservation of vote secrecy, when such a vote is requested.

**4.7. Quorum:** The voting Members present at the Meeting constitute a quorum at all General Members Meetings.

### **4.8. Voting Members:**

- 4.8.1 **Club, skating school and regional association Delegates:** Only clubs, skating schools and regional associations that are Members in good standing of Patinage Québec may send one (1) Delegate to the General Members Meeting.

The Delegate must be a Member in good standing of a club, skating school or regional association or be a Professional Coach in good standing with Patinage Québec and be of legal age.

This Delegate may participate in the General Members Meeting in addition to any other Member of his or her club, skating school or regional association who sits on the Board of Directors. A Delegate at a General Members Meeting may not represent more than one (1) club, skating school or regional association.

- 4.8.2 **Board of Directors:** The members of Patinage Québec's Board of Directors are entitled to one (1) vote during the General Members Meeting.



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Board members may not be a Delegate of a club, skating school or regional association.

- 4.8.3 **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 shall be taken if specifically requested by a voting Member. A majority vote shall rule in all cases unless a qualified majority is required under the Act or the Bylaws. In the event of a tie vote, the Chair of the Board of Directors shall cast the deciding vote. With regard to elections, the Meeting Chair is only entitled to his or her personal vote.

4.9. **Proxy voting:** Proxy voting is not permitted.

4.10. **Adjournment of a General Members Meeting:** The Meeting Chair may adjourn any General Members Meeting with the majority consent of the Voting Members present without the need for providing formal notice of such adjournment. Any business that could validly be attended to at the General Members Meeting concerned may also be attended to at the adjourned General Members Meeting without any further formality.

### 5. SPECIAL GENERAL MEMBERS MEETINGS

5.1. **Calling a meeting:** The Board of Directors or the Chair of Patinage Québec may call a Special General Members Meeting at any time. A Special General Members Meeting may be called at any time following a written request by ten percent (10%) of the Members in good standing of Patinage Québec. This request must specify the purpose of the Special General Meeting and be submitted to the Executive Director and the Chair. If the Board of Directors fails to call and hold a Special General Meeting within twenty-one (21) days of the request, all Members, regardless of whether they are signatory to the request, representing at least ten percent (10%) of the voting rights, may then call and hold the Meeting.

5.2. **Order of business:** Only issues specified in the Notice of Meeting or written request by the Members shall be discussed at the Special General Meeting.

### 6. BOARD OF DIRECTORS

6.1. **Composition:** The Board of Directors is composed of eleven (11) Directors, of whom at least three (3) are Independent Directors, and includes:

- one (1) Chair;
- seven (7) elected Directors;
- one (1) representative of the Regional Association Chairs appointed by and from among their peers;
- one (1) Professional Coaches Representative appointed by his or her peers; and
- one (1) Director appointed by the Board of Directors.

The Director serving as the Regional Association Chairs Representative shall lose his or her status if, during his or her term, he or she ceases to be the Chair of a Regional Association. The Issue Table shall appoint the new Regional Association Representative to fulfill the remaining term.

6.2. **Parity principle:** All times, at least one (1) man and one (1) woman shall serve on

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the Board of Directors. In addition, the Board of Directors shall implement a process by which to appoint Directors that will achieve gender parity and diversity in the appointment of Board Members.

**6.3. Eligibility criteria:** The following persons are not eligible to serve as a Director:

- a. Minors, adults under guardianship or curatorship or otherwise declared incapable by a court;
- b. Individuals under a court-ordered prohibition from exercising such a function;
- c. Individuals who have or have had the status of bankrupt;
- d. Owners or personnel members of private companies or personnel members of organizations linked to Patinage Québec by virtue of a goods or services agreement;
- e. Directors who have not filed their Annual Declaration of Interest;
- f. Individuals who have not filed the results of a criminal background check;
- g. A Director who completes his or her third term or a Regional Association Representative who completes his or her sixth term and who has not become eligible for re-election in accordance with the section titled "Term Renewal."

The Members of the Board of Directors are Registrants of Patinage Québec or Professional Coaches with Patinage Québec.

No employee or ex-employee who has left his or her position in the twelve (12) months preceding the General Meeting and who is remunerated by a club, a skating school, a regional association, Patinage Québec or the national association may submit an application for a position on the Board of Directors of Patinage Québec.

A Professional Coach in good standing with Patinage Québec acting as a self-employed person in a club, skating school, regional association or Patinage Québec is not considered a remunerated employee of that club, skating school, regional association or Patinage Québec.

A Professional Coach with Patinage Québec may not apply for the position of Chair.

Other than the Director representing the Regional Association Chairs, Board Members may not serve on the Board of Directors of a club, skating school or regional association of a Member entity.

The Board of Directors may not include more than one (1) athlete who is active on the national or international scene.

**6.4. Directors' term of office:** The term of office for the Director representing the Regional Association Chairs and the term of office for the appointed Directors shall be one (1) year. The term of office for the Chair, the Coaches Representative and the elected Directors shall be two (2) years.

**6.5. Term renewal:** A Director who completes a third consecutive term, or sixth in the case of the Director representing the Regional Association Chairs, may not be nominated for a position as a Director.

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He or she shall become eligible once again at the General Meeting that follows the one at which he or she became ineligible.

A Chair who has served three (3) consecutive terms may not stand for re-election as Chair. He or she shall become eligible once again at the General Meeting that follows the one at which he or she became ineligible. A Chair may not serve as Chair for more than two (2) sequences of not more than three (3) terms of two (2) years.

An individual who has served as an appointed Director for two (2) consecutive years and who subsequently stands for election as an elected Director shall be eligible for election for no more than two (2) consecutive terms as an elected Director.

An individual who has served as a Director representing Professional Coaches or as a Director representing Regional Association Chairs and who subsequently stands for election as an elected Director shall be eligible for no more than three (3) consecutive terms as a Director, including previously completed terms.

The Board of Directors shall not appoint the same person as an appointed Director for more than two (2) consecutive terms, nor shall it appoint a person who, as of the date of the most recent Annual General Meeting, has served the maximum number of terms as a Director.

The term of office of a Director, other than an appointed Director, shall begin when elected or ratified by the Members. The term of office of an appointed Director shall begin when he or she is appointed by the Board of Directors.

**6.6. Election by secret ballot:** Other than the Director from the Professional Coaches and the Director from the Regional Association Chairs who shall be elected by and from among their peers and whose selection shall be ratified at the Members Meeting, the Members of the Board of Directors, including the Chair, shall be elected by secret ballot at the General Members Meeting.

**6.7. Nomination procedure:**

- 6.7.1 Any candidate for the position of Director (Chair, elected Directors, Coaches Representative or Regional Association Representative) must send a written application to Patinage Québec, duly supported by the signature of a Registrant in good standing of Patinage Québec or a Professional Coach, as well as an updated profile, a declaration of interest and the duly completed criminal background check.

Nominations must be submitted to the Chair of the Nominating Committee by the date set by the Election Committee, other than the Regional Association Representative nomination, which may be submitted up to the opening of the Issue Table session at which the election of the Regional Association Representative will take place.

- 6.7.2 Individuals who wish to submit an application for a position on the Board of Directors must ensure that they meet, in whole or in part, the competency profile for the position sought as reviewed on an annual basis by the Board

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of Directors and presented in the official statement on the Board of Directors.

6.7.3 Nominations for the position of Coaches Representative are limited to Professional Coaches in good standing with Patinage Québec.

6.7.4 Candidates may submit an application for more than one position. Election to the office of Chair shall result in that candidate being ineligible for other offices in the order of election. A candidate may hold only one position on the Board of Directors.

**6.8. Nominating Committee:** A Nominating Committee shall be established in January of every year. It shall be composed of five (5) members: two (2) Members appointed by the Board of Directors from among its Members and three (3) Regional Chairs selected by their peers from among all Regional Chairs.

Members of the Nominating Committee may not stand for election for a position on the Board of Directors.

**6.9. Responsibilities of the Nominating Committee:** The Nominating Committee is responsible for the following actions:

- a) Sending the list of positions up for election, the competency profile sought by the Board of Directors, a copy of the Annual Declaration of Interest to be completed, and a nomination form to the Members of the Board of Directors, clubs, skating schools, and regional associations after the opening of nominations. The nomination form shall specify the deadline by which nominations must be received;
- b) Receiving the nomination forms and all other required documents for positions up for election to the Board of Directors and to assess the eligibility of such nominations in accordance with the provisions of Bylaws herein;
- c) Searching for candidates in accordance with the desired competency profile, up to the nomination deadline;
- d) On the day after the nomination deadline, the Committee:
  - i. Announces the nominations received for the vacant positions that meet the eligibility criteria and competency profile, the decision of the Nominating Committee on these matters being final and binding,
  - ii. Draws up a list of all nominations and sends it to all Board Members, regional associations, clubs and skating schools that are members of Patinage Québec as soon as possible after the nomination deadline,
  - iii. Publishes the profile of the candidates,

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- iv. Schedules equitable speaking time at the General Meeting for candidates to introduce themselves, demonstrate that they meet the competency profile for the position, and inform the Members of their intentions if elected,
- v. Informs the Regional Chairs that nominations for the position of Regional Association Representative shall be submitted to the person designated by the Nominating Committee at the opening of the Issue Table of Regional Chairs that precedes the General Meeting.

### **6.10. Specific provisions regarding the election of Directors:**

- 6.10.1 **Election by acclamation:** In the event that there are not more candidates than the number of Directors to be elected in a given category in accordance with the provided distribution, the election shall be held by acclamation. In the event that there are more candidates than Directors to be elected, a vote by secret ballot shall be held.
- 6.10.2 **Exercising the right to vote:** Should elections be required, the Members shall elect an Election Chair and two (2) scrutineers from among those present who are not nominated.
- 6.10.3 **Determining the majority vote:** A candidate shall be elected by a simple majority of the votes cast by the Voting Members. In the event that a ballot does not result in all Director positions being filled, the Election Chair shall call for an additional ballot and the candidate receiving the fewest votes shall be excluded from that ballot until all Director positions are filled.
- 6.10.4 **Order of elections:** The Chair and three (3) Directors shall be elected to the Board of Directors in odd-numbered years; the Coaches Representative and four (4) Directors shall be elected to the Board of Directors in even-numbered years. Validly nominated candidates who stand for election for the office of Chair, but are not elected to the office of Chair, may, if otherwise eligible, stand for election as Directors.

**6.11. Vacancies remaining after the nomination deadline:** If, notwithstanding the above, there is a vacancy or vacancies for which no nominations have been received, the Board of Directors shall fill the vacancy in question at a regular meeting until the next Annual General Meeting where the vacancy shall be up for election once again for the remainder of the term.

**6.12. Removal of Directors:** A Special General Meeting may, by Ordinary Resolution, where the notice of motion was given in the notice of said meeting, remove a Member of the Board of Directors before the end of his or her term. The successor appointed by the Members at that time shall hold office until the end of the removed Director's term.

If the Meeting removes the Director from the Coaches, a Special Coaches Meeting shall be called to appoint a replacement for the remainder of the term.

Only the Issue Table of Regional Associations can remove the Regional Association

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Representative. Upon removal, it shall appoint a replacement for the remainder of the term.

**6.13. Vacancies on the Board of Directors:** In the event of a vacancy on the Board of Directors, the Directors may fill the vacancy by appointing an individual with the required competency profile for the remainder of the term. In making this appointment, the Board of Directors shall respect the distribution of seats provided for in the Bylaws herein. Notwithstanding any vacancy, the Board of Directors may continue to act, provided a quorum is present.

**6.14. Roles and responsibilities of the Board of Directors of Patinage Québec:** Unless otherwise specified in the Act or the Bylaws, the Board of Directors has the authority to exercise the powers of Patinage Québec and to delegate powers, duties and functions. Among other things:

- 6.14.1 The Board of Directors determines and oversees the implementation of the mission, vision, values (or their equivalent) and strategic directions of Patinage Québec by ensuring they remain consistent and aligned with the subjects provided for in the letters patent. To do so, it approves the annual action plan prepared by Management, which contains indicators by which to quantify the targets to be reached for the activity programs and the allocation of resources and services. It also monitors the strategic plan at least twice a year.
- 6.14.2 The Board of Directors ensures the continuity of Patinage Québec by maintaining its financial health. To do so, it adopts an annual operating budget no later than three (3) months after the beginning of the fiscal year. The Board of Directors also adopts the budgetary forecasts of Patinage Québec and the financial statements prepared by the Independent Auditor.
- 6.14.3 The Board of Directors may hire or hire by contract such persons as may be necessary to successfully carry out the activities of the Board of Directors.
- 6.14.4 The Board of Directors may develop policies governing the management of the affairs of Patinage Québec, including the affairs managed by the regional associations. To this end, it periodically adopts, revises, amends or replaces the policies (available in French only) listed in Appendix 1 of the Bylaws herein.
- 6.14.5 The Board of Directors annually establishes a profile of the complementary competencies it will require on the Board of Directors to achieve its objectives and carry out its multi-year development plan.
- 6.14.6 The Board of Directors ensures there is an onboarding process for Directors and that all Members have access to governance training.
- 6.14.7 The Board of Directors may borrow money on the credit of Patinage Québec as it deems necessary and in accordance with the Bylaws herein.

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### 6.14.8 Executive Director:

- i. The board of directors hires the Executive Director and determines his or her remuneration and working conditions,
- ii. The Board of Directors sets objectives and conducts an assessment of the Executive Director's performance at least once a year.

6.14.9 The Board of Directors periodically conducts an assessment of its operations and the contribution of the Directors.

6.14.10 The Board of Directors reviews the letters patent and Bylaws every two (2) years and updates them, as necessary.

6.14.11. The Board of Directors exercises any other powers conferred upon it by the Act and the Bylaws herein. It may delegate such powers as it deems appropriate and as allowable under the Act and the Bylaws herein.

## 7. MEETINGS OF THE BOARD OF DIRECTORS

**7.1. Meetings of the Board of Directors:** The Board of Directors must hold meetings in accordance with the needs of Patinage Québec, but at least four (4) times per year. To this end, the Board of Directors shall every year adopt a calendar of meetings and a work plan.

**7.2. Notice of Meeting:** Upon the request of one-third (1/3) of the Members of the Board of Directors, the Secretary shall call a Meeting of the Board of Directors and such Meeting shall be held within twenty-one (21) days of such request. This Notice of Meeting shall be sent to the Members of the Board of Directors concerned by electronic means no later than five (5) days before the date of the Meeting. The Notice of Meeting shall contain:

- i) The place, date and time of the Board of Directors Meeting; and
- ii) The detailed Order of Business.

To this end, the Order of Business for a Board of Directors Meeting shall include at least the following items:

- a) Approval of the minutes of the preceding Meeting;
- b) The report from the Treasurer including an account of the status of the operating budget;
- c) The report from the Secretary, if applicable;
- d) The report from the Executive Director confirming payment of taxes, payroll and payroll deductions, and organization membership dues;
- e) The follow-up points provided for in the Bylaws;
- f) A closed-door period for Directors.

If all the Directors are present or with the consent of those absent, the meeting may be held without a Notice of Meeting.

**7.3. Meeting of the Board of Directors by electronic means:** Members of the Board

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of Directors may attend a Meeting of the Board of Directors by means that allow all Directors to communicate immediately with each other. A vote may thus be held entirely by any means of communication which permits the recording of votes in such a manner that they can be subsequently verified and which preserves the secrecy of the vote when a secret ballot is requested.

**7.4 Written Resolutions:** Written Resolutions, signed by all Directors entitled to vote on such resolutions at Meetings of the Board of Directors, shall have the same force and effect as if they had been adopted at such Meetings. A copy of such Resolutions shall be kept with the minutes of the proceedings of the Board of Directors.

**7.5 Quorum:** A quorum for each Meeting of the Board of Directors shall be a simple majority of the Directors. A quorum shall be maintained for the entire length of the Meeting.

**7.6 Attendance at Board of Directors Meetings:** Meetings of the Board of Directors shall not be open to Members or the public other than by invitation of the Board of Directors. The Executive Director shall be invited to attend all Meetings of the Board of Directors without the right to vote.

**7.7 Responsibility of Directors:** Each Director shall be responsible, together with his or her fellow Directors, for the decisions of the Board of Directors, unless he or she has caused his or her dissent to be entered in the minutes of the proceedings, or in lieu thereof.

However, a Director who is absent from a Meeting of the Board of Directors shall be deemed not to have approved the decisions made at that Meeting.

**7.8 Vote:** Each Director shall be entitled to one vote. The Chair shall not have a deciding vote at Meetings of the Board of Directors. All questions arising at any Meeting of the Board of Directors shall be decided by a simple majority of the votes cast. Votes shall be cast by a show of hands or by secret ballot if requested by at least one (1) Director present at the Meeting.

**7.9 Minutes of the Meetings of the Board of Directors:** The minutes include information about the Meetings of the Board of Directors (date, place, start time and end time, presence and absence of Directors, and presence of observers). They are written in an impersonal manner, summarize the discussions and present the text of the resolutions adopted.

**7.10 Remuneration:** Members of the Board of Directors shall receive no remuneration, but shall be entitled to be reimbursed for expenses incurred in the performance of their duties, in accordance with established policies.

## 8. OFFICERS

**8.1 Election of the Chair:** The Chair is an officer of Patinage Québec and shall be elected by the Members, in accordance with the Bylaws herein.

**8.2 Appointment of officers:** The officers, other than the Chair, shall be appointed every year by the Board of Directors, at the first meeting following the Members Meeting,



## PATINAGE QUÉBEC CONSTITUTION AND BYLAWS

by Ordinary Resolution.

**8.3. Acting Chair:** The Board of Directors may assign all powers to a Director and authorize him or her to perform all the duties of the Chair in the absence of the latter or as a result of his or her inability or unwillingness to perform said duties.

**8.4. Removal of officers:** Any officer other than the Chair may be removed by Special Resolution of the Board of Directors, provided that such officer has been given prior notice and an opportunity to be present and be heard at the Meeting of the Board of Directors at which the Special Resolution is subject to a vote.

**8.5. Removal of the Chair:** The Chair may only be removed by Ordinary Resolution of the Members at a Special Members Meeting duly called for that purpose. At this Meeting, the Members shall appoint a new Chair for the remainder of the removed Chair's term.

**8.6. Duties of officers:** In addition to their duties and functions provided for under the Act and the Bylaws herein, the officers shall perform the following duties and functions:

### 8.6.1 Chair

- i. Presides over the Members Meetings and Board of Directors Meetings;
- ii. Is, along with the Secretary and the Treasurer, one of the signatories of the cheques and other commercial instruments of Patinage Québec;
- iii. Ensures that the duties and functions assigned to officers, Directors and employees are properly carried out;
- iv. Publishes every year, in collaboration with Management, the activity report and strategic plan progress report on the Patinage Québec website which presents the development perspectives, the issues and challenges for the following year as well as the issues and challenges of the previous year.  
The activity report contains the following elements: (1) Directors' attendance report; (2) a summary of the financial report; and (3) information regarding governance and the conduct of activities;
- v. Ensures that each Director receives a copy of the letters patent, the Constitution and Bylaws, and policies in effect at Patinage Québec;
- vi. Ensures that each Director follows, and solemnly commits to complying with, the Code of Ethics and Professional Conduct for Directors;
- vii. Performs all other duties and functions as may be assigned to him or her.

### 8.6.2 Vice-Chair

- i. Replaces the Chair when he or she is unable to act;
- ii. Performs all other duties and functions as may be assigned to him or her by the Board of Directors.

### 8.6.3 Secretary

- i. Is in charge of the secretariate and registers of Patinage Québec;
- ii. Follows up on Patinage Québec correspondence;

## PATINAGE QUÉBEC CONSTITUTION AND BYLAWS

- iii. Maintains the books and registers on an annual basis;
- iv. Prepares, in collaboration with the Chair, the Notices of Meeting and the Orders of Business for Patinage Québec meetings;
- v. Drafts the minutes of Patinage Québec meetings;
- vi. Is, along with the Chair and the Treasurer, one of the signatories of the cheques and other commercial instruments of Patinage Québec;
- vii. Ensures that every Director signs a copy of the Code of Ethics and Professional Conduct for Directors;
- viii. Receives and maintains the Annual Declaration of Interest from each of the Directors and submits an annual report to that effect to the Board of Directors;
- ix. Ensures that the annual declaration to the Québec Enterprise Register (REQ) has been filed within the prescribed deadlines and reports this fact to the Board of Directors;
- x. Performs all other duties and functions as may be assigned to him or her by the Board of Directors.

### 8.6.4 Treasurer

- i. Prepares, in collaboration with the Audit Committee and the Independent Auditor, Patinage Québec's financial report;
- ii. Is responsible for Patinage Québec's financial management;
- iii. Ensures that Patinage Québec's accounting and books are properly maintained;
- iv. Is the signatory, along with the Chair and the Secretary, of the cheques and commercial instruments of Patinage Québec;
- v. Performs all other duties and functions as may be assigned to him or her by the Board of Directors.

## 9. EXECUTIVE DIRECTOR

The Executive Director reports directly to, and works in close collaboration with, the Board of Directors. The role and responsibilities of the Executive Director are specified in his or her employment contract.

Subject to the provisions of his or her employment contract, as well as the provisions of the Bylaws to that effect, and subject to approval by Resolution of the Board of Directors to that effect, the Executive Director may be called upon to act as a spokesperson for Patinage Québec.

The Board of Directors conducts an annual assessment of the Executive Director's performance, subject to the provisions to that effect provided for in his or her employment contract.

Neither the Chair nor a Director may hold the position of Executive Director at Patinage Québec. However, the Board may authorize a Director to hold this position or a subordinate position for a short period during which a recruitment process is underway to find a replacement.

# PATINAGE QUÉBEC CONSTITUTION AND BYLAWS

## 10 PATINAGE QUÉBEC COMMITTEES

**10.1. No Executive Committee:** The Board of Directors shall not be authorized to establish an Executive Committee.

**10.2. Statutory Committees:** Patinage Québec uses three (3) Statutory Committees, i.e., the Audit Committee; the Governance, Ethics and Professional Conduct Committee; and the Human Resources Committee, for the purposes of conducting sound management of its affairs.

**10.3. General mandate of the Audit Committee:** Generally speaking, the Audit Committee ensures the validity of financial forecasts; compliance with accounting rules and the integrity of the accounting and financial results of Patinage Québec; the quality of internal controls; and identification of risks and the means to manage them.

**10.4. General mandate of the Governance, Ethics and Professional Conduct Committee:** Generally speaking, the Governance, Ethics and Professional Conduct Committee assists the Board of Directors in carrying out its responsibilities by examining all aspects of Patinage Québec's governance, ethics and professional conduct framework to ensure that the Board of Directors functions effectively and efficiently.

**10.5. General mandate of the Human Resources Committee:** Generally speaking, the Human Resources Committee assists the Board of Directors with hiring, assessments, remuneration, and succession planning, as well as with the implementation of human resources policies for Patinage Québec as a whole.

In determining the composition of the Human Resources Committee, the Board of Directors shall strive to achieve gender parity among the Members in order to promote a diversity of views and to make the hiring process as objective as possible.

**10.6. Other committees:** The Board of Directors may establish any other committees, whether standing, *ad hoc* or sub-committees, as it deems appropriate.

**10.7. Composition and mandate of committees:** Subject to the provisions set forth in the Bylaws herein regarding the mandate or composition of the Statutory Committees, the Board of Directors shall determine, as required, the composition and mandate of each committee it establishes.

Such committees may determine their own rules of procedure, in accordance with the directives the Board of Directors may issue from time to time.

The Chair of Patinage Québec is an ex-officio member of all committees. A Committee Member may be removed by Ordinary Resolution of the Board of Directors.

## PATINAGE QUÉBEC CONSTITUTION AND BYLAWS

### 11 FINANCES

- 11.1. Fiscal year:** Patinage Québec's fiscal year shall end on March 31 of every year.
- 11.2 Audited Financial Report:** The audited financial report shall be approved by the Board of Directors and presented every year at the General Meeting.
- 11.3 Patinage Québec revenues:** Patinage Québec may increase its revenues by any means approved by the Board of Directors.
- 11.4 Independent Auditor:** Patinage Québec's Independent Auditor shall be appointed at the General Meeting.
- 11.5 Financial operations:** All financial transactions of Patinage Québec shall be carried out by the officers designated for that purpose by the Board of Directors.
- 11.6 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.
- 11.6.1 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 required) on the document. Any authorized signatory may confirm that a copy of a document, resolution, Bylaw or any other document is a certified copy.
- 11.7 Loans:** The Board of Directors may take out loans on Patinage Québec's credit and provide any guarantees allowable under the Act to ensure payment of said loans and other obligations by Patinage Québec.

### 12 AMENDMENTS TO THE CONSTITUTION AND BYLAWS

- 12.1 Admissibility:** The Bylaws may be amended by the Members at an Annual General Meeting or a Special General Meeting.
- 12.2 Deadline:** Any new Bylaw or amendment to the Bylaws proposed by a Member must be submitted to Patinage Québec in writing no later than sixty (60) days prior to the General Members Meeting in order to be distributed to all Members for consideration. Any amendment proposed by a Member must be approved by Ordinary Resolution of the Board of Directors before being presented at any General Members Meeting.

## PATINAGE QUÉBEC CONSTITUTION AND BYLAWS

**12.3 Distribution:** Amendments proposed and approved by the Board of Directors shall accompany the Notice of General Members Meeting.

**12.4 Amendments to the Bylaws:** The Board of Directors may, to the extent allowable under the Act, amend or repeal the Bylaws herein, or adopt new Bylaws and such amendments, repeal or new Bylaws shall be effective immediately upon adoption and shall remain in effect until the next General Members Meeting where they must be ratified by two-thirds (2/3) of the Voting Members in order to remain in effect.

**12.5 Amendments to the letters patent:** Any modifications, amendments or additions to the letters patent must be initiated by the Board of Directors and be the subject of a Special Resolution of the Voting Members at a Special General Meeting called for that purpose.

### 13. PROTECTION AND INDEMNITIES

**13.1. Duties:** Each Director and officer, in exercising the powers of such person and performing the duties of such person, shall act honestly and in good faith in the best interests of Patinage Québec and exercise the care, diligence and competency that a reasonably prudent person would exercise in comparable circumstances. Every Director and officer must comply with the Act, the Constitution and Bylaws, and other regulations in effect.

**13.2 Insurance:** Patinage Québec undertakes, at its own expense, to take up the defence of its Directors and officers in any claim, action, suit or proceeding from third parties, and arising from acts, things or facts accomplished or permitted in the exercise of their duties with Patinage Québec, and to indemnify them (capital, interest, indemnities and costs of investigation and defence) against any and all convictions rendered against them.

In this regard, Patinage Québec must maintain in effect, at all times and at its own expense, civil liability insurance for its Directors and officers of at least two (2) million dollars per event, covering the liability of the Directors and officers of Patinage Québec.

**13.3 Limitation:** A Director or officer cannot claim anything from Patinage Québec in case of intentional gross negligence, for dishonest or fraudulent acts committed by him or her and for any wrongful act excluded from the insurance policy that has been contracted.

# PATINAGE QUÉBEC CONSTITUTION AND BYLAWS

## BOARD OF DIRECTORS ON MARCH 29, 2022

Be it resolved that the Board of Directors approves the proposed amendments to the Constitution and Bylaws of Patinage Québec and recommends ratification at the 2022 Special General Meeting.

**RESOLUTION 2021-2022 CA-79:** MOTION DULY MADE BY: Dave Ferland  
SECONDED BY: Anick Bergeron

UNANIMOUSLY CARRIED

## ANNUAL EXTRAORDINARY GENERAL MEETING OF MAY 7, 2022

Additional patents letters of Patinage Québec.

**RESOLUTION AGE 2022-02:** MOTION DULY MADE BY: Liette Paré  
SECONDED BY: Rémy Gibara

UNANIMOUSLY CARRIED

## Ratification of the Bylaws of Patinage Québec

**RESOLUTION AGE 2022-03:** MOTION DULY MADE BY: Roméo Ronci  
SECONDED BY: Maud Perras

UNANIMOUSLY CARRIED

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Jacqueline Gauthier  
Chair

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Dave Ferland  
Secretary

# PATINAGE QUÉBEC CONSTITUTION AND BYLAWS

## APPENDIX 1: LIST OF POLICIES

In accordance with section 6.14. Roles and responsibilities of the Board of Directors of Patinage Québec of the Bylaws herein, the Board of Directors adopts and periodically reviews its policies, and more specifically, those listed below. To this end, it includes in its work plan a follow-up of the policies of Patinage Québec as well as the preparation of an annual report regarding their application.

It is understood that the list of policies below is not exhaustive and that the Board of Directors may add policies or combine several themes within a single policy. Patinage Québec's policies are available in French only, and the titles below are provided in English as a courtesy translation:

- Governance policy;
- Policy on codes of conduct, ethics and professional conduct of the various stakeholders;
- Budgetary framework policy;
- Revenue Policy;
- Investment and disposal of surplus policy;
- Policy respecting the reimbursement of stakeholder expenses;
- Personnel management policy including staffing, remuneration, promotion, training, Code of Conduct, terms and conditions of employment for the Executive Director, indemnities and other severance conditions;
- Criminal background check policy;
- Policy respecting confidentiality and access to information;
- Conflict resolution policy;
- Policy respecting acts of recognition, gifts and other promotional items for officers, personnel and members;
- Declaration of services to members;
- Risk management assessment policy;
- Policy respecting the use of the corporate name, logo and other identity and promotional materials;
- Intellectual property policy.