

BY-LAWS

Kingston Striders Speed Skating Club

Letters Patent: Duly recorded by the Minister of Consumer and Commercial Relations on Nov 7 1987 as number 727769, incorporate the Kingston Striders Speed Skating Club as a corporation without share capital under the Ontario Corporations Act.

Be it enacted as Bylaw #6 of the KSSSC and that previous bylaws be deleted in their entirety and the following substituted:

1. ARTICLE I: GENERAL

- 1.1. Purpose – These By-Laws relate to the general conduct of the affairs of the ***Kingston Striders Speed Skating Club***.
- 1.2. Definitions - The following terms have these meanings in these By-Laws:
 - 1.2.1. *Act* – the *Not-for-Profit Corporations Act, 2010* (Ontario) and any regulations passed thereunder as amended from time to time or any act or regulation that may be substituted therefor.
 - 1.2.2. *Annual Meeting* - the annual meeting of the Club's Members held in accordance with these By-Laws.
 - 1.2.3. *Articles* - the instrument that incorporated the Club and any instrument that modifies its incorporating instrument, including articles of amendment, or restated articles of incorporation.
 - 1.2.4. *Associate Member* - membership category within **Speed Skating Ontario/Speed Skating Canada** (SSO/SSC)
 - 1.2.5. *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Club for a report to the Members at the next Annual Meeting.
 - 1.2.6. *Board* – the Board of Directors of the Club.
 - 1.2.7. *By-Laws* – these By-Laws.
 - 1.2.8. *Club* - **Kingston Striders Speed Skating Club Inc. (KSSSC)**
 - 1.2.9. *Committee* – a committee appointed by the Board in accordance with these By-laws.
 - 1.2.10. *Days* – days including weekends and holidays.
 - 1.2.11. *Director* – an individual elected at the Annual General Meeting or appointed to serve on the Board pursuant to these By-Laws.
 - 1.2.12. *Member* – an individual as described in Section 2.
 - 1.2.13. *Members' Meeting* – either an Annual Meeting or a Special Meeting;
 - 1.2.14. *Officer* – an individual appointed to serve as an Officer of the Club pursuant to these By-Laws.
 - 1.2.15. *Ordinary Resolution* – a resolution passed by at least a majority of the votes cast on the resolution.
 - 1.2.16. *Special Meeting* – a meeting, other than the Annual Meeting, of the Club's Members held in accordance with these By-Laws.
 - 1.2.17. *Special Resolution* – a resolution passed by at least two-thirds of the votes cast on the resolution.
- 1.3. Registered Office – The Club's registered office will be located at all times within the Province of Ontario.

- 1.4. Corporate Seal - The Club may have a corporate seal which may be adopted and may be changed by Board resolution.
- 1.5. Conduct of Meetings – Unless otherwise specified in the Act or these By-Laws, Members’ Meetings and Board meetings will be conducted according to Perry’s ‘Call to Order’ (current edition).
- 1.6. Interpretation – Word importing the singular will include the plural and vice versa, and words importing persons will include bodies corporate.
- 1.7. Headings – The headings used in the By-Laws are inserted for convenience of reference only.

2. **ARTICLE II: MEMBERSHIP**

2.1. **Membership Classes**

- 2.1.1. Categories – The Club will have one (1) class of Membership.

2.2. **Qualifications for Membership**

- 2.2.1. Member – Any individual who is a registered member of the Club (skater, coach, parent/guardian, or official) and has an active SSO/SSC membership, and who has agreed to abide by the Club’s By-Laws, policies, procedures, rules and regulations.
- 2.2.2. Each minor skater (except skaters in *Learn to Skate* programs, e.g., *Wee/Small Blades*) is required to have at least one parent/guardian registered as an Associate Member.

2.3. **Admission of Members**

- 2.3.1. Admission of Members - No Member will be admitted as a Member of the Club unless:

- 2.3.1.1. The candidate Member has made an application for Membership in a manner prescribed by the Club;
- 2.3.1.2. The candidate Member has been approved as a Member by the Board or by any Committee or individual delegated this authority by the Board;
- 2.3.1.3. The candidate Member has met the applicable definition listed in Section 2; and
- 2.3.1.4. The candidate Member has paid fees as prescribed by the Board.

- 2.3.2. Membership Not Transferable

- 2.3.2.1. Transfer – Membership, and any interest arising out of Membership, in the Club is not transferable.

- 2.3.3. Duration

- 2.3.3.1. Duration – Membership for Members is accorded on an annual basis, subject to renewal in accordance with these By-Laws. A membership year shall be from September 1st to August 31st of the following year. A person may join the club at any point during the year, and may exercise full membership privileges. When membership starts after September 1, it still ends August 31 of the subsequent year.

- 2.3.4. Membership Fees

- 2.3.4.1. Fees – Membership fees will be determined by the Board.

- 2.3.4.2. Membership fees will be established and published prior to registration.
- 2.3.4.3. Altering fees: the Board is empowered to waive or downwardly adjust fees in individual cases.
- 2.3.4.4. Payment: membership fees must be paid in full before the member takes part in KSSSC on-ice activities or arrangements must be made for full payment with the Treasurer or Board (e.g., payment by installments).
- 2.3.4.5. SSO and SSC fees: club membership fees do not include SSO and SSC fees. SSO and SSC fees must be paid by members.
- 2.3.4.6. Visiting skaters: visiting skaters should be either a former member of the Kingston Striders Speed Skating Club or a member in good standing of another speed skating club or at the discretion of the Board. Ideally, visitors will have active SSO and SSC Memberships or at minimum, visitors must sign copies of all current SSO required forms and waivers. Fees will be waived for a visitor who skates for only a few sessions.
- 2.3.4.7. club fees do not include individual competition fees or skate rentals.
- 2.3.4.8. Deadline – A Member will be notified of the Membership fees at any time payable by such Member.

2.3.5. Termination of Membership

- 2.3.5.1. Withdrawal and Termination - Membership in the Club is terminated when:
 - 2.3.5.1.1. The Member resigns from the Club. The Member will be responsible for all fees payable despite any such resignation.
 - 2.3.5.1.2. The Member's term of Membership expires;
 - 2.3.5.1.3. By Ordinary Resolution of the Board at a duly called meeting, provided fifteen (15) Days' notice of the meeting is given to the Member, and the Member is provided with reasons and the opportunity to be heard orally or in writing not less than five (5) Days before the termination of membership becomes effective. Notice will set out the reasons for termination of Membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination. Reasons for termination may include, without limitation:
 - 2.3.5.1.4. the Member failing to maintain any of the qualifications or conditions of Membership described in Sections 2.2 or 2.3 of these By-Laws;
 - 2.3.5.1.5. the Member failing to pay Membership fees or monies owed to the Club by the deadline dates prescribed.
- 2.3.5.2. May Not Resign – A Member may not resign from the Club when the Member is subject to disciplinary investigation or action.
- 2.3.5.3. Discipline – In accordance with the Club's policies, procedures, rules and regulations relating to discipline of Members, the Board or a Committee of the Board to which the Board has delegated relevant authority, may by Ordinary Resolution of the Board or of the Committee at a duly called meeting, discipline a Member

(including without limitation by suspending or restricting the Member's membership, by otherwise sanctioning the Member) provided fifteen (15) Days' notice of the meeting is given to the Member, and the Member is provided with reasons and the opportunity to be heard orally or in writing not less than five (5) Days before the discipline becomes effective. Notice will set out the reasons for the discipline and the Member receiving the notice will be entitled to submit a written submission opposing the discipline. Reasons for discipline may include, without limitation, the Member failing:

- 2.3.5.3.1. to pay fees or monies owed to the Club by the deadline dates prescribed;
- 2.3.5.3.2. to complete and remit all documents as required by the Club;
or
- 2.3.5.3.3. to comply with the Articles, By-Laws, policies, procedures, rules and regulations of the Club.
- 2.3.5.4. Fees Payable – Any fees or other monies owed to the Club by suspended Members or by Members whose Membership has been terminated will remain due.

3. **ARTICLE III MEMBERS' MEETINGS**

- 3.1. **Members' Meetings** – The Club will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. Meetings of Members will include Annual Meetings and Special Meetings.
- 3.2. **Annual Meeting** –The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months after the Club's fiscal year end.
- 3.3. **Special Meeting** - A Special Meeting may be called at any time by the Chair or by the Board. The agenda of a Special Meeting will be limited to the subject matter for which the Special Meeting was duly called.
- 3.4. **Meetings by Electronic Means** – A meeting of Members may be held by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Club makes available such a communication facility.
- 3.5. **Participation in Meetings by Electronic Means** – Any Member entitled to attend a Members' Meeting may participate in the meeting by means of telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Club makes available such a communication facility. A Member so participating in a meeting is deemed to be present at the meeting.
- 3.6. **Notice** - Written or electronic notice of Members' Meetings will be given to all Members at least ten (10) Days and not more than fifty (50) Days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

- 3.7. **Waiver of Notice** – Any person who is entitled to notice of a Members’ Meeting may waive notice, and attendance of the person at the Members’ Meeting is a waiver of notice of the Members’ Meeting, unless the person attends the Members’ Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Members’ Meeting was not lawfully called in accordance with these By-laws.
- 3.8. **Persons Entitled to Attend** – All Members, the Directors, Auditor and such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Club are entitled to be present at a Members’ Meeting. Any other person may be admitted only on the invitation of the chair of the Members’ Meeting or by Ordinary Resolution of the Members.
- 3.9. **Adjournment** – Any Members’ Meeting may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original Members’ Meeting from which such adjournment took place. No notice will be required for any adjourned meeting occurring within thirty (30) Days of the initial Members’ Meeting.
- 3.10. **Annual Meeting Agenda** – The agenda for the Annual Meeting may include:
- 3.10.1. Call to Order
 - 3.10.2. Establishment of Quorum
 - 3.10.3. Appointment of Scrutineers
 - 3.10.4. Appointment of a secretary for recording of the meeting minutes
 - 3.10.5. Approval of the Agenda
 - 3.10.6. Adoption of Minutes of the previous Annual Meeting
 - 3.10.7. The president's report,
 - 3.10.8. Reports of the head coach, meet coordinator, equipment manager,
 - 3.10.9. Treasurer's report,
 - 3.10.10. Adoption of the financial statement,
 - 3.10.11. Appointment of Auditors
 - 3.10.12. Business as specified in the meeting notice
 - 3.10.13. Approval of changes to constitution or bylaws,
 - 3.10.14. Election of new Directors
 - 3.10.15. Awards and prizes,
 - 3.10.16. Termination of Meeting
- 3.11. **Quorum** – 7 Voting Members present in person will constitute a quorum. If a quorum is present at the opening of a Members’ Meeting, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 3.12. **Voting at Members’ Meetings**
- 3.12.1. Voting Privileges - Members will have the following voting rights at all meetings of Members:
 - 3.12.1.1. one (1) vote for each Member 18 and older
 - 3.12.2. Scrutineers - At the beginning of each Members’ Meeting, the Board may appoint one (1) or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

- 3.12.3. Determination of Votes - Votes will be determined by a show of hands, orally or ballot (including electronic ballot), unless a balloted vote is requested by a Voting Member.
- 3.12.4. Majority of Votes - Except as otherwise provided in the Act or this By-law, motions will be carried by Ordinary Resolution. In the case of a tie, the motion is defeated.

4. ARTICLE IV: GOVERNANCE

4.1. Board Composition

- 4.1.1. Directors – The Board will consist of 7 (seven) Directors.

4.2. Election of Directors

- 4.2.1. Eligibility – To be eligible for election as a Director, an individual must:
 - 4.2.1.1. Be eighteen (18) years of age or older;
 - 4.2.1.2. Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - 4.2.1.3. Not have been found to be incapable by any court in Canada or elsewhere;
 - 4.2.1.4. Not have the status of bankrupt;
 - 4.2.1.5. Not be an “ineligible individual” as defined in the *Income Tax Act*;
 - 4.2.1.6. Have signed a written consent to be a Director.
- 4.2.2. Election of the Directors – The election of Directors will take place annually at the Annual Meeting.
- 4.2.3. Terms - Elected Directors will serve terms of 1 Year and will hold office until their successors have been duly elected in accordance with these By-Laws, unless they resign, or are removed from or vacate their office.

4.3. Resignation and Removal of Directors

- 4.3.1. Resignation - A Director may resign from the Board at any time.
- 4.3.2. Vacate Office - The office of any Director will be vacated automatically if the Director:
 - 4.3.2.1. resigns;
 - 4.3.2.2. is found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - 4.3.2.3. is found to be incapable by any court in Canada or elsewhere;
 - 4.3.2.4. has the status of bankrupt; or
 - 4.3.2.5. dies.

- 4.4. **Removal** – A Director may be removed by Ordinary Resolution of the Members present at Members’ Meeting, provided the Director has been given fourteen (14) Days written notice of and the opportunity to be present and to be heard at such a meeting. A vacancy created by the removal of a Director may be filled at the meeting of the Members’ Meeting at which the Director is removed.

4.5. Filling a Vacancy on the Board

- 4.5.1. Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum (4) of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office. In the absence of Quorum, a special Members meeting may be called to fill the vacancy so that Quorum can be restored.

4.6. Board Meetings

- 4.6.1. Call of Meeting – Board meetings will be held at any time and place as determined by a majority of the Directors or by the Chair.
- 4.6.2. Chair of Board Meetings – The Chair will be the chair of all Board meetings; in the absence of the Chair, the Vice Chair will be chair of the meeting. The Board may appoint any other person to act as Chair.

- 4.7. **Notice** – Written notice, served other than by mail (which may include notice delivered by electronic communications) of Board meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) Days prior to the meeting. No Notice of a Board meeting is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

- 4.8. **Quorum** – At any Board meeting, quorum will be a majority of the Directors holding office.

- 4.9. **Voting** – Each Director is entitled to one (1) vote. Voting will be by a show of hands or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. In the event of a tie, the Chair is not entitled to a second vote and the relevant resolution shall be deemed to have been defeated.

- 4.10. **Written Resolutions** – A resolution in writing signed (or by electronic means) by all the Directors is as valid as if it had been passed at a Board meeting.

- 4.11. **Closed Meetings** – Board meetings will be closed to Members and the public except by invitation of the Board.

- 4.12. **Meetings by Telecommunications** - A Board meeting may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

- 4.13. **Role of the Board**
 - 4.13.1. Role of the Board – The Board shall supervise the management of, or manage, the affairs of the Club in accordance with the Act and these By-Laws, and the Board may make policies, procedures, rules and regulations in this regard.
 - 4.13.2. Ensure KSSSC abides by the policies and procedures of Speed Skating Ontario (SSO), the Club's governing body.
 - 4.13.3. Discipline – The Board may make policies, procedures, rules and regulations relating to discipline of Members, including without limitation suspending a Member, and will have the authority to discipline Members in accordance with such policies, procedures, rules and regulations.
 - 4.13.4. Dispute Resolution - The Board may make policies, procedures, rules and regulations relating to management of disputes within the Club and all

disputes will be dealt with in accordance with such policies, procedures, rules and regulations.

- 4.13.5. Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Club.

5. **ARTICLE V: OFFICERS AND COMMITTEES**

- 5.1. **Officers:** The Officers will be the Chair, Vice-Chair, Secretary, and Treasurer.
- 5.2. **Composition:** the affairs of the club shall be managed by the Board of Directors (BOD) composed of up to seven (7) Directors and with the exception of the Past President/Chair shall be elected at the AGM.
- 5.3. The BOD shall consist of the following:
- 5.3.1. Chair
 - 5.3.2. Vice Chair
 - 5.3.3. Past President/Chair
 - 5.3.4. Secretary
 - 5.3.5. Treasurer
 - 5.3.6. 2 member(s) at large
- 5.4. Should less than 6 members be elected, elected members must review and divide BOD duties amongst elected members to ensure club runs in compliance with its Bylaws.
- 5.5. **Duties** - The duties of Officers are as follows:
- 5.5.1. The Chair will be responsible for the general supervision of the affairs and operations of the Club, will preside at the Members' Meetings and at Board meetings and will perform such other duties as may from time to time be established by the Board. Represent the club in at all official business. Have signing authority on all business.
 - 5.5.2. the past president/chair shall: undertake duties assigned by the Chair
 - 5.5.3. The Vice-Chair will support and assist the Chair in all duties and will perform such other duties as may from time to time be established by the Board.
 - 5.5.4. The Treasurer will keep or cause to be kept proper accounting records as required by the Act; will cause to be deposited all monies received by the Club in the Club's bank account, will supervise the management and the disbursement of funds of the Club, when required will provide to, or cause to be provided to, the Board with an account of financial transactions and the financial position of the Club, will prepare or cause to be prepared annual budgets, and will perform such other duties as may from time to time be established by the Board. Have signing authority.
 - 5.5.5. The Secretary will be responsible for the documentation of all amendments to the Club's Articles and By-Laws, will ensure that all official documents and records of the Club are properly kept, cause to be recorded the minutes of all Members' Meetings, Board meetings and Committee meetings and will perform such other duties as may from time to time be established by the Board.
 - 5.5.6. the member(s) at large shall: will perform such duties as may from time to time be established by the Board.

- 5.6. **Delegation of Duties** – At the discretion of the Officer and with approval of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Club, or to another Director.
- 5.7. **Volunteers and Appointed Positions** - Volunteers, coordinators, ad hoc committee chairs: may be appointed by the BOD for such roles as equipment manager, social coordinator, skate-a-thon coordinator, publicity manager, fundraising manager, marketing coordinator, press liaison, new member reception, registrar.
- 5.7.1. **Head Coach**
- 5.7.1.1. 4.01: appointment: by BOD,
 - 5.7.1.2. 4.03: has SSO and SCC membership paid by the club,
 - 5.7.1.3. responsible for developing and executing on and off-ice programs for all levels of skaters in alignment with the vision and mission of the KSSSC.
 - 5.7.1.4. The head coach must be Speed Skating Canada Intro to Competition Trained at the start of the season and must become certified within one year of taking the position. “trained” means appropriate courses have been completed in full but the corresponding portfolio and final evaluation may not be completed. (dig up SSO Rule here)
 - 5.7.1.5. The Head Coach must maintain their certified status for the full duration of their tenure.
 - 5.7.1.6. Negotiate ice time with the City of Kingston - execute contracts upon approval by the Chair.
 - 5.7.1.7. Manages coaches and assistants throughout the season including scheduling any necessary meetings of the coaching team
 - 5.7.1.8. Makes recommendations to the board on equipment requirements to assist with training
 - 5.7.1.9. On the recommendation of the Head Coach, the club may pay expenses for members to take coaching clinics or other relevant training.
- 5.7.2. **Removal** – An Officer may be removed by the Board, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a resolution is put to a vote.
- 5.7.3. **Committees**
- 5.7.3.1. Appointment of Committees - The Board may appoint such Committees as it deems necessary for managing the affairs of the Club and may appoint members of Committees or provide for the election of members of Committees.
 - 5.7.3.2. Quorum - A quorum for any Committee will be the majority of its members.
 - 5.7.3.3. Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and, subject to the Act, the Articles or these By-Laws, may delegate any of its powers, duties or functions to any Committee.
 - 5.7.3.4. Vacancy - When a vacancy occurs on any Committee, the Board may appoint an individual to fill the vacancy.

5.7.3.5. Removal - The Board may remove any member of any Committee.

5.7.4. Conflict of Interest

5.7.4.1. A Director or Officer of the Club who,

5.7.4.1.1. is a party to a material contract or transaction or proposed material contract or transaction with the Club (“Contract” and “Transaction”); or

5.7.4.1.2. is a director or an officer of, or has a material interest in, any person who is a party to a Contract or Transaction or a proposed material Contract or Transaction with the Club,

5.7.4.1.3. shall disclose to the Club or request to have entered in the minutes of Board meetings the nature and extent of such Director’s or Officer’s interest in accordance with section 41 of the Act.

6. **ARTICLE VI FINANCE AND MANAGEMENT**

6.1. **Fiscal Year** – The fiscal year of the Club will be April 1st to March 31st of the following year or such other period as the Board may from time to time determine.

6.2. **Bank** - The banking business of the Club will be conducted at such financial institution as the Board may designate.

6.3. **Auditors** - At each Annual Meeting, the Members will appoint the Auditor to audit the books, accounts and records of the Club. The Auditor will hold office until the next Annual Meeting. The Auditor will not be an employee or a Director of the Club nor ideally a member of the Club. In the event that, in accordance with the Act, it has been determined that the books, accounts and records of the Club will be subject to a review engagement instead of an audit, in these By-Laws all references to “auditor” will be deemed to be to “person appointed to conduct a review engagement” and all references to “audit” will be deemed to be to “conduct of a review engagement”.

6.4. **Books and Records** - The necessary books and records of the Club required by these By-Laws, by the Act (including especially Part X ‘Records’) or by applicable law will be necessarily and properly kept.

6.5. **Signing Authority** – Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two of the members with signing authority. The Board will have the power to appoint individuals to negotiate or prepare documents that may require signing by the Club and then designate them as signatories for the Club.

6.6. **Remuneration**

6.6.1. No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

7. **ARTICLE VII AMENDMENT OF BY-LAWS**

7.1. **Effective Date** – The Board may from time to time in accordance with the Act amend or repeal and replace this By-Law. Changes to By-laws will then be sanctioned by the Membership at the next AGM.

8. **ARTICLE VIII NOTICE**

8.1. **Written Notice** - In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Club, Director, Member or Auditor, as the case may be.

8.2. **Date of Notice** - Date of notice will be the date on which the notice is delivered where the notice is hand-delivered or couriered, the date on which the notice is sent where the notice is delivered electronically, faxed or e-mailed, or five (5) days after the date the mail is post-marked in the case of notice by mail.

8.3. **Error in Notice** - The accidental omission to give notice, the failure of any person to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the relevant meeting.

9. **ARTICLE IX DISSOLUTION**

9.1. **Dissolution** - Upon the dissolution of the Club, any funds or assets remaining after paying all debts will be distributed to another public benefit corporation (as that term is defined in the Act) with similar purposes to its own as determined by the Board in its sole discretion.

10. **ARTICLE X INDEMNIFICATION**

10.1. **Will Indemnify** – The Club shall from at all times indemnify each Director or Officer of the Club and each former Director or Officer of the Club against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of the individual's association with the Club.

10.2. **Will Not Indemnify** – The Club shall not indemnify an individual under section 10.1 unless:

10.2.1. the individual acted honestly and in good faith with a view to the best interests of the Club or other entity, as the case may be; and

10.2.2. if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

10.2.3. Insurance - The Club will, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Board.

11. **ARTICLE XI AWARDS**

11.1. **The Peter and Maryse Smits awards.** These two awards are named in honour of a couple who were founding members of the Kingston Striders Speed Skating Club and whose dedication was outstanding. During the early years of the club Peter and Maryse worked tirelessly to develop and promote our sport in Kingston. The list of their accomplishments over the years is significant. Together they did almost every administrative role as there wasn't an official executive:

- president, treasurer, secretary, media contact, fundraiser, organizer, and social convenor. They welcomed people, tried skates on them, encouraged them to get on the ice, ran a program that visited many schools in the area, invited skilled skaters from other clubs to put on demonstrations at intermission during hockey games, and had the national short track team skate at one of our early competitions. Peter studied coaching and became one of the early coaches of the club. They also took on positions on the board of OSSA (Ontario Speed Skating Association). Since 1990 these awards are given each year to members of the Striders who have made an outstanding contribution to the club - the Peter Smits Award to a male and the Maryse Smits Award to a female.
- 11.2. **The Glenn Lowe award.** Glenn Lowe was the founding coach of the Kingston Striders in 1984. Glenn was a former skater himself and felt that the time was right for Kingston to have a Speed Skating Club. It was Glenn's interest in starting a club, and his talk with Claude Scilley of the Whig Standard who then published the first article that got this all started. This award, which bears his name, is presented to skaters in the club who qualify to skate at a higher level of competition than the Ontario Provincials. The standards for qualifying to compete at a higher level are set by the technical committee of the Ontario Speed Skating Association. Since there will always be other factors such as finances, health, school, or other conflicts in scheduling that may prevent a skater from actually going to the competitions for which they qualify, this award recognizes the achievement of qualifying.
- 11.3. **The Love of Long Blades Award.** This award is presented to a member of the Kingston Striders Speed Skating Club who demonstrates an exemplary passion for the sport of speed skating. Special thanks go to former member John Fee and his Ongwanada colleague Glenna Cuthbert who donated the wonderful Dutch wooden carving of an outdoor speed skater. Former President Pierre Lavallee was responsible for the beautiful multi-layered wooden base on which the carving is mounted.
- 11.4. **Female and Male Rookie of the Year Awards.** These awards will be presented to a female and a male skater in their first TWO (2) years of competition based on points accumulated through competition participation and results. The Head Coach and his team will present the metrics used for the season's results at the AGM Meeting each year. The Board of Director will determine an appropriate award for the individual to keep (medal or small trophy). A plaque with the winners name and year will be kept on display by the club at the arena.
- 11.5. **Award of Honorary Membership** - The board, by unanimous decision only, may put forth a motion at the annual general meeting to grant an honorary lifetime skater membership to an individual who has made an outstanding contribution to the club over time.
- 11.5.1. An honorary member does not pay any club fees.
 - 11.5.2. An honorary member is not entitled to vote at any meeting of members.
 - 11.5.3. An honorary member is not eligible to be a director.
 - 11.5.4. An honorary member can elect to also be an associate or skater member, and access all the associated rights and privileges by paying the appropriate OSSA and SSC fees.

12. ARTICLE XII

MEETS

- 12.1. **The Janet Henderson Memorial Meet.** One meet each year hosted by the Club to which skaters from other clubs are invited shall be known as the Janet Henderson Memorial Meet. Joining the club in its second year, 1985, Janet and her husband Jack and their three speed skating children were key members in helping the fledgling club become established. From this beginning and until she passed away in 2012, Janet was an outstanding volunteer who contributed to almost every Club activity.

Janet was Equipment chair (1986-90), Registrar (1986-88), Treasurer (1987-88), Secretary (1987-88), Welcoming – Rink side (1990-91), Ice Schedule Chair (1991-92), Vice-President (2001-01), President (2001-03) and Past President (2003-04). She also organised numerous skate-a-thons, a significant club fund-raising activity, and chaired the committee which led to the distinct Club skin suits and jackets worn by current members. She was also a regular morning skater. Janet was gracious to others and generous with her time. She was someone who always had a smile. As a volunteer and as a person, Janet is the epitome of the perfect member who makes the Club work so well and is such a pleasure to join.

- 12.2. **The Graham Lodge Sportsmanship Award.** This award is made in honour of a long-time member, competitor and contributor to the Kingston Striders Speed Skating Club, Graham Lodge. It is awarded to a competitor at the Janet Henderson Memorial meet who exemplifies the qualities of sportsmanship. The referees and chief officials make the selection of the person who best observes the rules of fair play, shows respect for others and evidences graciousness no matter the results.

Graham Lodge joined the Club in its second year of existence, 1985-86, and started competing in the same season. He raced in regional, provincial, national and international competitions. He skated short track, long track and marathon meets where he was a consistent winner and record setter. In a CBC interview, he once estimated he had “fifty pounds of medals.” While the spirit of competition thrived in Graham, it was fueled by honest rivalry, courteous relations and graceful acceptance of the race outcome. Over his years with the Club, he served as the President, Past President, Secretary, Registrar, Fundraising Chair, Auditor and Equipment Co-Chair.