

BIATHLON SASKATCHEWAN ASSOCIATION INC.

BY-LAWS

September 2022

1.00 Name

1.01 The name of the Association is BIATHLON SASKATCHEWAN ASSOCIATION INC.

2.00 Definitions

2.01 In these by-laws:

- a. "Act" means The Non-Profit Corporations Act, 1995, S.S. 1995, c. N-4.2, and any statute that may be substituted therefor, as and from time to time amended.
- b. "Annual Fee" means the fee assessed by SASKI under section 11.00.
- c. "Association" means Biathlon Saskatchewan Association Inc.
- d. "Board" means the Board of Directors of the Association.
- e. "Director" means a member of the Board.
- f. "Member" means a person who is a member of a Member Club.
- g. "Member Club" means a club meeting the qualifications of section 7.02.
- h. "Members" means each Member and Member club collectively.
- i. "Zones" means the geographic divisions set out in Section 6.00.
- j. "SASKI" means the Saskatchewan Ski Association.

3.00 Affiliation

3.01 The Association is part of SASKI which is the Provincial Sport Governing body for skiing in Saskatchewan.

3.02 The Association represents the interests of its members to SASKI and Biathlon Canada.

4.00 Purpose

4.01 The purpose of the Association is to develop biathlon in all its aspects and more particularly to:

- a. function as the governing body of biathlon in Saskatchewan;
- b. promote the sport of biathlon;
- c. encourage formation of Member Clubs and provide all possible services and assistance;
- d. develop programs to increase the participation in and enjoyment of biathlon by Members;
- e. provide competitive and recreational biathlon programs in Saskatchewan;
- f. govern the conduct of provincial biathlon competitions;

- g. select and train competitors to represent Saskatchewan in interprovincial and national competitions;
- h. encourage support of its programs and of biathlon by the public generally;
- i. provide guidance, information, and assistance to Member Clubs within these objects.

5.00 Boundaries

5.01 The boundaries of the Association are the same as the boundaries of the Province of Saskatchewan.

6.00 Zones

6.01 For the purpose of the Association, the Province shall be divided into three zones.

6.02 The Zones are:

- a. North (the area north of the 54th parallel)
- b. Central (the area between the 52nd and 54th parallels)
- c. South (the area south of the 52nd parallel)

7.00 Membership Association

7.01 The Association has two classes of membership as follows:

- a. Member Clubs
- b. Members

7.02 A Member Club is the basic membership unit of the Association. To become a Member Club of the Association, a club must meet the following requirements:

- a. be a member of SASKI
- b. assess and pay dues for each Member to SASKI
- c. have an elected president
- d. provide reports and records to the Association as required by the Association

7.03 A Member Club has full participation and voting rights as set out in Article 8.00.

7.04 A Member Club which has failed to meet its obligations under 7.02 may lose its membership by majority vote of the Board.

7.05 A Member is any person:

- a. who is a properly qualified member of a Member Club; and
- b. for whom membership fees have been received by SASKI from the Member Club of which the person is a Member.

8.00 Voting at Annual General Meetings

- 8.01 Each Member and all Member Clubs are entitled to attend any annual or special general meeting of the Association. Only Member Clubs are entitled to vote on questions put to any meeting. Each club shall hold one vote per registered club.
- 8.02 One club may carry the written proxy for one other club.

9.00 Membership Year

- 9.01 The number of Members in a Member Club is determined from the membership lists of Member Clubs as of the first day of April in any calendar year.

10.00 Voting Member Clubs

- 10.01 Each Member Club has the right and responsibility to attend and cast its own votes at any annual or special general meeting of the Association, and must delegate one or more of its Members to attend and to vote.
- 10.02 A Member Club is not entitled to vote if it has not paid its Annual Fee.

11.00 Annual Fee

- 11.01 Each Member Club will pay an Annual Fee to SASKI. The Annual Fee will be set by SASKI in accordance with its by-laws. The Association will receive a portion of the Annual Fee from SASKI.

12.00 Management by Board

- 12.01 All of the affairs of the Association are managed by a Board made up of Members of the Association. The board must be comprised of no less than 5 Directors and may have up to 14 Directors. Director positions include:
- a. President or two Co-chairs
 - b. Treasurer
 - c. Athlete Rep
- 12.02 The Board may hire an Executive Director to assist it in managing the affairs of the Association.

13.00 Offices Filled

- 13.01 The offices of the Board shall be filled by Members elected by Member Clubs at each annual meeting of the Association. No Member shall serve more than three consecutive terms as President or Co-chair.

All positions are 2 year terms:

The following positions are elected on odd years:

- i. President or Co-chair (1)
- ii. Athlete Rep
- iii. Directors – 2 to 5 positions

The following positions are elected on even years:

- i. Co-chair (1)

- ii. Treasurer
- iii. Directors – 2 to 5 positions

13.02 The Executive Director of the Association shall serve as secretary to the Board.

13.03 The Board may appoint a Member to fill any vacant position on the Board until completion of the term.

14.00 Power of Executive

14.01 The Board:

- a. shall administer all of the affairs of the Association;
- b. may authorize the Association to enter any kind of contract which the Association may lawfully enter into;
- c. may exercise all powers and do all acts that the Association is authorized to do by its Articles of Incorporation or bylaws.

14.02 Without in any way restricting the preceding paragraph, the Board is expressly empowered, from time to time, to purchase, lease or otherwise acquire which it regards as necessary or essential to the operation of the Association.

14.03 The Board is empowered to:

- a. appoint committees or sub-committees as it decides to assist or promote any object of the Association;
- b. hire professional or other assistance as it decides.

15.00 Board Meetings

15.01 The Board may hold its meetings at any place or places in the province of Saskatchewan, as it decides. Board meetings may be formally called by the President or the Co-chairs of the Board or any two Directors, as deemed necessary upon not less than two days' notice. A Board meeting may be held, without notice, immediately following the annual general meeting of the Association. The Board may consider and transact any business either by special or general at any meeting.

15.02 One half or more of the Board members presently holding office shall form a quorum for the transaction of business.

15.03 Meetings of the Board may take place in person, by telephone or video conference call.

The President or Co-chairs will share responsibility for Board leadership and presiding over every meeting of the Board, but if at any meeting of the Board at least one of the Co-Chairs or the President is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their number by majority vote to preside as chairperson of the meeting.

16.00 Voting at Board Meeting

16.01 Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chairman, in addition to an original vote, shall have a second and deciding vote.

17.00 President or Co-chair

17.01 The President or Co-Chairs shall be responsible for:

- a. the general supervision of the employees, administration, management and control of the Association;

- b. calling of meetings of the Association;
- c. presiding at all meetings of the Association;
- d. acting as chairperson of Board Meetings;
- e. acting as a ex-officio member of all committees or sub-committees, except for the Nominating Committee created under section 21.00.

18.00 Executive Director

- 18.01 The Executive Director shall keep all official records of the Association, and shall attend all annual, general and Board meetings and record the proceedings of the meetings in the books kept for that purpose.
- 18.02 The Executive Director is the custodian of the seal for the Association.

19.00 Other Officers

- 19.01 The duties of all other officers and members of the Board are determined by the Board.

20.00 Financial Affairs

- 20.01 Under the direction of the Board and the Treasurer, the Executive Director shall control the deposits of money, the safekeeping of securities and the disbursement of funds of the Association. The Treasurer shall provide to the Board at its meetings, or whenever required by the Board an account of all transactions and the financial position of the Association; and shall present the most recent audited financial statement and the most current financial statement of the Association at each annual general meeting of the Association.

21.00 Nominations

- 21.01 There shall be a Nominating Committee comprised of at least three Members of the Association responsible for presenting nominations to the annual general meeting of the Association. The committee shall meet prior to each annual general meeting to consider all nominations to the Board and if possible, to present a slate of candidates for election to the Board at the annual meeting.
- 21.02 The chairman and other members of the Nominating Committee shall be appointed by the Board of the Association. The chairman of the Nominating Committee shall take the chair at the annual meeting during the election of the Board and relinquish the chair only when a President or Co-chairs have been elected.
- 21.03 In nominating a Member to the position of Director, the Nominating Committee shall consider the objective to nominate a director from each of the three geographic zones.
- 21.04 A nomination from the floor of the Annual General Meeting will be accepted if the Member nominated is present and accepts the nomination.

22.00 Resignation or Incapacity

- 22.01 Should the resignation, permanent incapacity, death, improper conduct, inability, unwillingness, or failure to act of any director or officer of the Association make it desirable or necessary, in the interests of the Association, that such person be removed from office or replaced before the next annual or special general meeting of the Association, the Board may remove such person and appoint a replacement. Any action taken by the Board under this Article is subject to review at the next annual general meeting, and any person appointed under this Article shall not retain the position beyond the conclusion of the next annual or special general meeting of the Association unless elected to the position at that meeting.

23.00 Annual and General Meetings

- 23.01 The annual or any special general meeting of Members may be held anywhere in Saskatchewan and on any day as the Board decides.
- 23.02 At every annual meeting, in addition to any other business that may be transacted, the report of the Board and a balance sheet, along with a general statement of income and expenditure for the financial period ending upon the date of the balance sheet, shall be presented.
- 23.03 A Member or club must submit in writing any new business intended to be presented at the Annual General Meeting not less than one month before the meeting date. The Board may place any new business at the AGM without prior notice.
- 23.04 The Board or the President or the Co-chairs shall have power to call, at any time, a special general meeting of Members. No public notice of annual or special meetings shall be required. Notice of time and place of every such meeting shall be sent to each Member Club by mail or e-mail. Notice shall be given at least three days before the time fixed for holding such meeting. Any meeting of Members may be held at any time and place, without notice, if all Member Clubs are present, and any business may be transacted at such meeting which the Association could transact, at any annual or special meeting.
- 23.05 No error or omission in giving notice of any annual, general, or special general meeting, or adjourned meeting, of the Members of the Association shall invalidate the meeting or make void any proceedings taken at it. Any Member and Member Club may, at any time, waive notice of a meeting and may ratify, approve, and confirm any or all proceedings taken or had at it.

24.00 Adjournment

- 24.01 Any meeting of the Association or of the Board may be adjourned to any time and from time to time. Any business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjournment. The adjournment may be made, even if a quorum is not present.

25.00 Quorum and Voting Strength

- 25.01 A quorum for the transaction of business at any annual or special general meeting of the Association shall consist of representatives from not less than twenty-five (25) per cent of the Member Clubs. Voting strength of Member Clubs shall be as set out in article 8.01 of these bylaws.

26.00 Execution of Documents

- 26.01 Deeds, transfers, licenses, contracts, and engagements on behalf of the Association may be signed by either the President or a Co-chair alone or any two officers or Directors of the Association acting together, who can affix the seal of the Association to any documents that require it. As well, the Board may from time to time, direct the manner in which and the person or persons by whom any particular instrument of the Association is to be signed.
- 26.02 The Executive Director shall keep record of all documents to which the seal of the Association is affixed, setting out the general nature of the document, the date executed and on what authority.

27.00 Books and Records

- 27.01 The Board shall see that all necessary books and records of the Association, required by the by-laws of the Association or by applicable statute of law, are regularly and properly kept.

28.00 Fiscal Year

- 28.01 The fiscal year of the Association shall begin on June 1st of each year and end on May 31st of the following year.

29.00 Withdrawal of Membership

- 29.01 A Member Club may withdraw from the Association by giving written notice to that effect directed to the President or Co-chairs or Executive Director of the Association.

30.00 Amendment

- 30.01 These bylaws may be amended at any annual, or special general meeting provided that a copy of the proposed amendment has been mailed to each Member Club at least two (2) weeks prior to the meeting, and provided that the amendment is approved by at least two-thirds of the votes of Member Clubs represented at the meeting.

31.00 Notices

- 31.01 Any notice, communication or other document to be given by the Association to a Member, Member Club or a member of the Board for any reason shall be sufficiently given if mailed by prepaid ordinary mail addressed to the last known address of the Member, Member Club or member of the Board according to the records of the Association.

32.00 Banking

- 32.01 The banking business of the Association shall be transacted with one or more credit union, bank or trust company, as the Board decides.

33.00 Head Office

- 33.01 The head office of the Association shall be in the City of Regina, in the Province of Saskatchewan, or at such other place as the Association may, by law, determine.

34.00 Protection of Directors, Officers, and Others

- 34.01 **Limitation of Liability.** Every Director and officer of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee; or for joining in any receipt or other act for conformity; or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation; or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested; or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited; or for any loss occasioned by any error of judgment or oversight on his part; or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act, and the regulations thereunder or from liability for any breach thereof.
- 34.02 **Indemnity.** Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a member or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or officer of the Corporation or such body corporate, if:
- a. he acted honestly and in good faith with a view to the best interests of the Corporation; and

- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.

- 34.03 Insurance. The Corporation shall purchase and maintain insurance for the benefit of any person referred to in Section 13 against such liabilities and in such amounts as the Board may from time to time determine and are permitted by the Act.

35.00 Dissolution

- 35.01 Subject to regulations set out by law, the Association may be dissolved by decision of the Member Clubs at an annual or special general meeting, provided that notice of such proposed dissolution has been mailed to each Member Club at least two (2) weeks prior to the meeting, and provided that the dissolution is approved by at least two-thirds of the votes of the Member Clubs represented at the meeting.
- 35.02 Upon dissolution, net assets of the Association will be allocated to the Saskatchewan Skiing Development Foundation and set aside for future Biathlon activities.