



NWT SNOWBOARD CONSTITUTION & BY-LAWS

CONSTITUTION

- 1) The name of the Society is: NWT Snowboard Association.
- 2) The objects of the Association are: To facilitate and advocate for the progression and continuation of snowboarding in the Northwest Territories.
- 3) The operations of the Association are to be chiefly carried on in: Yellowknife, Northwest Territories.



BY-LAWS

1 Definitions

- 1.1 *Association* – NWT Snowboard Association.
- 1.2 *Member* - a natural person that has been admitted into membership of the Association.
- 1.3 *Director* – an individual elected or appointed to serve on the Board pursuant to this By-Law.
- 1.4 *Executive Director* – an individual responsible for the administration of the Association and any such other responsibilities as decided by the board.
- 1.5 *Independent* – that a Director or prospective Director has no fiduciary obligation to any body for snowboarding at the local or national level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (participation in snowboarding does not alone cause a person not to be Independent). A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence.
- 1.6 *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to the By-Law.
- 1.7 *Ordinary Resolution* – a resolution passed by a majority of not less than one-half (1/2) plus 1 of the votes cast on that Resolution.
- 1.8 *Extraordinary Resolution* – a resolution passed by a majority of not less than three-fourths (3/4) of the votes cast on that Resolution.

2 Categories of Membership

- 2.1 Individual Members.
 - 2.1.1 Open to all residents of the Northwest Territories.
 - 2.1.2 Each Member shall pay an annual membership fee at such time and in such amount as is determined by the Members at each



Annual General Meeting and abide by the requirements implemented by the Board of Directors from time to time.

2.1.3 Individuals elected to the Board of Directors will have their membership fees paid by the Association.

3 Policy Compliance

3.1 As a condition for membership, a Member (or the Member's parent/guardian, on behalf of the Member, if the Member is younger than 18 years old) must comply with the Association's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Association's policies and procedures may result in discipline, or suspension or termination of membership under such policies designated for this purpose.

4 Rights of Members

4.1 All Members of the Association shall have the right to take part in all activities and to use all facilities established by the Association for the promotion of its objects, subject to such regulations and the payment of such additional fees as the Directors may from time to time prescribe for specific activities.

5 Membership Dues

5.1 Membership dues will be determined annually by the Board of Directors.

5.2 Members will be notified of the membership dues at any time payable by them, and if they are not paid by the identified date, the Members in default will automatically cease to be Members of the Association.

6 Withdrawal and Termination of Membership

6.1 Any Member may withdraw from membership in the Association giving notice in writing to an individual on the Board of Directors.

6.2 Any Member whose conduct is considered detrimental to the Association or who is more than thirty (30) days in default in paying annual dues may be expelled by an Ordinary Resolution of the Directors of the Association.

6.3 Membership in the Association is not transferable.



7 Good Standing

7.1 A Member of the Association will be in good standing provided that the Member:

7.1.1 Has not ceased to be a Member.

7.1.2 Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed by any duly adopted policies.

7.1.3 Has completed and remitted all documents as required by the Association.

7.1.4 Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board of Directors.

7.1.5 Had paid all required membership dues or debts to the Association, if any.

8 Meetings

8.1 Meetings of Members will include Annual General Meetings and Special Meetings.

8.2 An annual general meeting of the Association shall be held between 31 and 180 days after the date of the fiscal year.

8.3 All Members in good standing shall have a voice and vote at a General Meeting.

8.4 Each Member is entitled to once vote on any motion at all General Meetings.

8.5 A Special Meeting of the Members may be called at any time by the President, the Board of Directors or upon written requisition of Members who hold five percent (5%) of the votes of the Association. Agenda off



special meetings will be limited to the subject matter for which the meeting was duly called.

- 8.6** Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, and the Board by the following means:
- 8.6.1** By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 7-60 days before the day on which of the meeting is to be held; or
- 8.6.2** By telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 7-30 days before the day on which the meeting is to be held; or
- 8.6.3** By posting on the Association's website not less than seven (7) days prior to the date of the meeting.
- 8.7** At least 50% of the Board of Directors will constitute a quorum at the date of any Annual or Special Meeting.
- 8.8** If the President or Vice-President is not present at a meeting, the meeting will appoint a Chair for the purposes of that meeting only.
- 8.9** A meeting of voting Members may be held by means of a telephonic, an electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting.
- 8.10** Any Member entitled to attend a meeting of the Members 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. A person so participating in the meeting is deemed to be present at the meeting.
- 8.11** The Agenda for the Annual General Meeting will at least include:
- a) Call to Order and Roll Call
 - b) Adoption of Agenda
 - c) Approval of minutes of previous Annual General Meeting
 - d) Business arising from the minutes



- e) Presidents Report
- f) Financial Report and Approval of Financial Statements
- g) Amendments to Constitution and By-Laws
- h) New Business
- i) Election of Directors
- j) Adjournment

8.12 Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least fourteen (14) days prior to the meeting date or upon the sole discretion of the Chair or designate.

9 Board of Directors

- 9.1** Any individual who is Independent, who has the power under law to contract, who has not been declared incapable by court in Canada or in another Country, who does not have the status of bankrupt, who meets one or more skills and characteristics defined may be nominated for election as a Director.
- 9.2** No individual currently serving as an employee or contractor of the Association may be a Director. No Director may become the Executive Director (or interim senior staff person) during their term as a Director or for twelve months thereafter.
- 9.3** There shall be between seven (7) and nine (9) Directors-at-large positions.
- 9.4** The Board of Directors shall be elected at annual general meetings, each for a two-year term in accordance with the following schedule:
 - 9.4.1 In even-numbered years:
 - a)** Between four (4) and five (5) Directors-at-Large.
 - 9.4.2 In odd-numbered years:
 - a)** Between three (3) and four (4) Directors-at-Large.



- 9.5 In advancement of gender balance for women and men on the Board of Directors, while ensuring the prevailing criterion for election is eligibility, ability and professional performance, the Board shall, whenever possible, be constituted in a manner such that no gender accounts for more than 60% or less than 40% of the total number of Directors.
- 9.6 Elections will be held at the annual general meeting in accordance with the following:
- a) In years when the 40% gender standard is not assured, a gender specific election will be held first to elect male or female candidate(s) sufficient to meet the standard;
 - b) When the minimum 40% gender standard is assured, all candidates of either gender will be included on the same ballot in an election to fill the remaining vacancy(s):
 - i. When more than one Director position must be filled, the election will be for one Director at a time with all nominated candidates eligible in each election;
 - ii. A candidate receiving more than fifty percent (50%) of the votes will be declared elected as a Director.
 - c) In the event of a tie, or if the candidate with the most votes does not receive a majority of votes, on any ballot:
 - i. If there are more than two (2) candidates for an available position, the candidate with the fewest votes will be dropped from the ballot and a new vote will be held;
 - ii. If there are only two (2) candidates for the available position, a second vote will take place. If there is still a tie, additional rounds of voting will occur until a winner is declared.
 - d) In an election with only one (1) qualified candidate, the candidate will be elected as a Director by Ordinary Resolution.
- 9.7 At the first meeting of the Board following the election of Directors, the Board will appoint individuals into the following roles for a term (at the discretion of the Board) of one (1) year or two (2) years:



- a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Athlete Representative
- 9.8 In addition to the positions described above, the Board may assign positions, duties and responsibilities to Directors at its discretion.
- 9.9 The Board of Directors may appoint a Member to fill a vacancy on the Board of Directors until the next Annual General Meeting.
- 9.10 The Directors shall be responsible for conducting the affairs of the Association in accordance with its objects, by-laws and the *Societies Act*.
- 9.11 The Board may make policies and procedures relating to the discipline of Members and will have the authority to discipline Members in accordance with such procedures. If the policies and procedures for discipline permit, Members or other individuals may submit complaints to the Association about the conduct of Members.
- 9.12 A majority of Directors will constitute a quorum at any Director's meeting.
- 9.13 The Board of Directors have the power to remove an individual from the Board by ordinary resolution.
- 9.14 Directors shall be paid travelling and living allowances to compensate them for expenses incurred by them in the conduct of their duties.
- 9.15 The President shall, when present, preside at all meetings of the Members and of the Directors. The President shall be responsible for the general management and supervision of the affairs and operations of the Association.
- 9.16 The Vice-President shall take on appropriate tasks and responsibilities that are reasonable considering background knowledge, experience and availability. The Vice-President shall exercise the duties and powers of the President when absent.



- 9.17 The Secretary shall cause to be communicated notices of all meetings of Members and all meetings of Directors and is responsible for keeping minutes of all such meetings.
- 9.18 The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the Association.
- 9.19 The offices of Secretary and Treasurer may be combined into one office to be known as Secretary-Treasurer.
- 9.20 All Directors shall carry out duties as outlined in the NWT SBD policies and promote the best interest of snowboarding and of the Association throughout the Northwest Territories.

10 Finance and Management

- 10.1** The Directors may, by Ordinary Resolution, borrow funds for capital expenditures for the current operations of the Association in such manner as they see fit, including the issue of debentures, except that in no case shall debentures be issued except pursuant to an Extraordinary Resolution.
- 10.2** All monies received by or on behalf of the Association shall be deposited in the Association's bank account in trust for the Association, which account shall be with one of the chartered banks of Canada.
- 10.3** Deeds, transfer, assignments, contract, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) Directors authorized by the Board of Directors. The Board will have the power to appoint individuals to negotiate or prepare documents that may require signing by the Association and then designate them to signatories for the Association. These documents will be considered binding upon the Association. Copies of all contractual documents and a description of their intent will be provided to the Board of Directors at the meeting from the date of signing.
- 10.4** The Association may: (a) acquire and take any real and personal property by purchase, gift, devise or otherwise; (b) sell, exchange, mortgage, lease, license, improve and develop real or personal property; and (c) erect and maintain any necessary buildings. The funds and property of the Association must be used and dealt with for its objects and in accordance with the By-laws.



- 10.5** The accounts of the Association shall not be audited unless the Board of Directors, by ordinary resolution, directs that the accounts shall be audited and appoints an auditor for that purpose.
- 10.6** The fiscal year of the Association will be from June 1st to May 31st, or such other period as the Board may from time to time determine.
- 10.7** The Association shall be responsible for keeping minutes of all annual, general, special or Director's meetings and all minutes shall be signed by the President and the Secretary after approval thereof by the Members at the meeting. All books and records of the Association shall be open to the inspection of Members at each Annual General Meeting.
- 10.8** The Association shall not distribute any part of its income to any of its Members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses.
- 10.9** Within fourteen (14) days following the annual general meeting, the Association shall send its approved financial statements and an updated listed of Directors and Officers to the Registrar of Societies.
- 10.10** The Association may, by Extraordinary Resolution, change: (a) the name of the Association; (b) the objects of the Association; to include objects that may advantageously be combined with or added to the existing objects of the Association or to abandon, restrict or more accurately express existing objects; and (c) the locality in which the operations of the Association are chiefly carried on.

11 By-laws Amendments

- 11.1** The By-Laws of the Association may be rescinded, altered or added to at the annual general meeting or by Extraordinary Resolution of the Association at a general meeting and not otherwise, but no rescission, alteration or addition shall have any effect until it has been registered by the Registrar of Societies.

12 Dissolution



12.1 The Association may be dissolved by Extraordinary Resolution.

12.2 In the event of the dissolution or winding-up of the Association, all its remaining assets shall be distributed among Canadian charities registered pursuant to the *Income Tax Act*.