

Sport North Federation Bylaws

ARTICLE 1 MISSION

- 1.1 The mission of the Federation is to encourage and facilitate the development of sport at every level of participation in the NWT.

ARTICLE 2 MEMBERSHIP

Categories of Membership

- 2.1 Categories
The Federation has four categories of membership:
- a) Active Member;
 - b) Affiliate Member;
 - c) Associate Member; and
 - d) Honorary Member.

Qualifications for Membership

- 2.2 Active Members
Territorial Sport Organizations incorporated in the NWT, which are affiliated with their respective national bodies where such bodies exist, and recognized by the Government of the Northwest Territories as the governing body for a particular sport and whose aims and objectives are directed at the promotion and development of sport within the NWT are eligible to be Active Members.
- 2.3 Affiliate Members
Recreational organizations and multi-sport umbrella organizations incorporated in the Northwest Territories who have public sport and recreation as their prime objective is eligible to be Affiliate Members.
- 2.4 Associate Members
Individuals or private firms who support the aims and objectives of the Federation are eligible for be Associate Members.
- 2.5 Honorary Members
Individuals who have provided outstanding service to the Federation or to sport and recreation in the Northwest Territories may be appointed as an Honorary Member by the Board.

Admission of Members

- 2.6 No organization, individual or private firm shall be admitted as a Member unless:
- a) It has made written application to the Board in the form prescribed by the Board;
 - b) It has been approved as a Member by the Board;
 - c) It has paid membership dues as determined by the Board; and
 - d) It meets the Sport North Recognition Criteria for membership as established by the Board.

Good Standing

- 2.7 A Member shall be deemed to be in good standing provided they have paid membership dues as prescribed by the Federation, they have complied with the Bylaws and policies of the Federation, they are not subject to a disciplinary investigation or action of the Federation and they continue to meet the Federation's Recognition Criteria.

Membership Dues

- 2.8 Year
Unless otherwise determined by the Board, the membership year of the Federation shall be the fiscal year.
- 2.9 Dues
Membership dues for each category of membership shall be determined at the Annual General Meeting for the next membership year.
- 2.10 Deadline
Membership dues shall be paid prior to the start of the Federation's Annual General Meeting each year. In the case of a new member, the dues shall be paid at the time of being accepted as an Active or Affiliate member of the Federation.

Withdrawal and Termination of Membership

- 2.11 Resignation
A Member may resign from the Federation by giving written notice to the Board.
- 2.12 May Not Resign
A Member may not resign from the Federation when the Member is subject to a disciplinary investigation or action of the Federation.

2.13 Arrears of Dues

A Member may be suspended from the Federation for failing to pay membership dues by the deadline date prescribed by the Board. Should membership dues remain unpaid for an additional 30 days, the Member may be expelled from the Federation.

2.14 Liable for Dues

Notwithstanding expulsion from membership, a former Member remains liable for any membership dues and liabilities owing prior to the expulsion.

2.15 Discipline

In addition to suspension or expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Federation in accordance with the Federation's policies and procedures relating to discipline of Members.

2.16 Cease to Be a Member

Any Member which is not an individual shall cease to be a Member upon its dissolution or winding up of affairs.

ARTICLE 3 GOVERNANCE

Composition of the Board

3.1 Directors

The Board shall consist of ten (10) directors, comprised of:

- a) eight (8) Directors who are elected by the membership;
- b) the President, who is elected by the membership; and
- c) the Past-President.

Powers of the Board

3.2 Powers of the Federation

Except as otherwise provided in the Act or these bylaws, the Board has the powers of the Federation and may delegate any of its powers, duties and functions, without limiting the generality of the foregoing:

- a) The Board shall keep the overall mission of the Federation clearly in focus and satisfy itself the objectives and activities of the Federation are in harmony with the stated mission.

- b) The Board may make policies, procedures and regulations for managing the affairs of the Federation in accordance with the Act and these bylaws.

- c) The Board may make policies, procedures and regulations relating to the discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.
- d) The Board may make policies and procedures relating to management of disputes within the Federation and all disputes shall be dealt with in accordance with such policies and procedures.
- e) The Board may establish committees to assist in performing the work of the Federation, and may delegate authority to committees.
- f) The Board may employ or engage under contract such person(s) as it deems necessary to carry out the work of the Federation.
- g) The Board shall accept responsibility for securing and managing adequate financial resources to carry out the mission and objectives of the Federation.

Election and Appointment of Directors

3.3 Eligibility

Any individual who is 18 years of age or older, who is a member in good standing of an Active Member or an Affiliate Member of the Federation, who is a resident of the Northwest Territories, who is not an employee or paid contractor of the Federation, and who supports the aims and objectives of the Federation, may be nominated for election as a President or Director.

3.4 Nomination

An individual may be nominated for election in writing by the Nominating Committee, or may be nominated from the floor at the Annual General Meeting. In both cases, the nominee must consent to the nomination.

3.5 Election

The election of Directors shall take place at the Annual General Meeting by those Members present and eligible to vote.

- a) The President of the Federation shall be elected at the Annual General Meeting to serve a term of two (2) years.
- b) The President shall reside in the City of Yellowknife or in any community in the NWT with rapid access to the City of Yellowknife. Rapid access means travel from any location in the NWT within one (1) day travel to and from the City of Yellowknife, NWT.

- c) The election of the President shall precede the election of the Board of Directors at the Annual General Meeting. The candidate(s) unsuccessful in seeking the office of President may stand for election to other Board of Directors positions.

3.6 Directors

Upon the election to the Board of Directors, those persons receiving first, second, third, and fourth highest votes shall serve on the Board for a period of two (2) years. Those persons, who receive the fifth, sixth, seventh and eighth highest number of votes shall serve on the Board for a period of one (1) year. Thereafter in subsequent years, the four vacancies on the Board shall be filled by Directors elected for two (2) year terms.

3.7 Directors Attendance

- a) Board Members shall attend Board of Directors' and assigned committee meetings on a regular basis.
- b) Directors shall attend two thirds of the total number of Board of Directors' meetings in a twelve month period.

Resignation and Removal of Directors

3.8 Resignation

A Director may resign from the Board at any time by presenting his or her notice of resignation to the President. This resignation shall become effective the date on which the request is approved by the Board.

3.9 Vacate Office

The office of any Director shall be vacated automatically if the Director ceases to be a Member in good standing of the Federation, ceases to be a member in good standing of his/her respective Active or Affiliate Member of the Federation, ceases to reside in the Northwest Territories, or if the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board.

3.10 Removal

An elected Director may be removed by Extraordinary Resolution of the Members present at a General Meeting, provided the Director has been given notice of and the opportunity to be present at such a Meeting.

Filling a Vacancy on the Board

3.11 Vacancy

Where, for any reason, a vacancy occurs on the Board of Directors, with the exception of the immediate Past President, the remaining Directors may appoint a qualified individual, from the membership, to fill the vacancy until the next Annual General Meeting at which time the membership shall elect a new Director to fill the position for the duration of the term just vacated.

Meetings of the Board

3.12 Number of Meetings

The Board shall hold a minimum of two meetings per year at a place and time to be determined by the Board.

3.13 Call of Meeting

The meetings of the Board shall be at the call of the President or at the written request of the simple majority of the Board of Directors.

3.14 Notice

14 days before each meeting of the Board, the President shall cause to be sent to each Director a notice of the meeting together with the agenda of the business to be transacted at the meeting.

3.15 Quorum

A simple majority of Directors shall be quorum for a meeting of Directors.

3.16 Chair

If the President is absent from the meeting, the Board shall appoint from among its members a Director to preside over the meeting.

3.17 Voting

Voting at Board meetings shall be as follows:

- a) Questions shall be decided by majority vote;
- b) A tie vote fails;
- c) Voting shall be by show of hands unless a majority of the Directors approve a secret ballot; and
- d) Except where there exists a conflict of interest, no Director shall abstain from voting.

3.18 Closed Meetings

Meetings of the Board shall be closed to Members and the public except by invitation of the Board. Any Director may request that staff be excused from any portion of any meeting. The Board may invite a representative of the Government of the Northwest Territories to attend meetings of the Board as an observer.

3.19 Telephone Meetings

A Meeting of the Board may be held by telephone conference call. Where any Director is unable to attend an in-person meeting, reasonable effort shall be made to include the Director in the meeting by means of telephone. Directors who participate in a meeting by conference call or telephone are considered to have attended the meeting.

3.20 Minutes of Meetings

Minutes of Annual and Special General Meetings shall be held with the Executive Director at the Sport North office located in the City of Yellowknife in the Northwest Territories and may be examined by Members upon request, during normal business hours.

Officers

3.21 Officers

The Officers of the Federation are the President, Past-President and Chairperson of Finance.

3.22 Appointment of Officers

Except for the President, who is elected by the membership and the Past-President, who fills the position upon the election of the President, officers are appointed annually by the Board from among its own members at the first Directors Meeting after the Annual General Meeting.

3.23 Duties

The duties of Officers are as follows:

- a) The President shall be responsible for the general supervision of the affairs and operations of the Federation, shall preside at the Meetings of Members of the Federation and at meetings of the Board and shall perform such other duties as may from time to time be established by the Board;
- b) A Board Member shall perform the duties and exercise the powers of the President in the absence or disability of the President, and shall perform such other duties as may from time to time be established by the Board;
- c) The Chairperson of Finance shall cause to be kept proper accounting records as required by the Act; shall cause to be deposited all monies received by the Federation in the Federation's bank account; as directed by the Board shall supervise the management and the disbursement of funds of the Federation; when required shall ensure that the Board is provided with an account of financial transactions and the financial position of the Federation; and shall perform such other duties as may from time to time be established by the Board; and
- d) The President shall perform such duties as may from time to time be established by the Board.
- e) In the event that the President is unable to perform his/her duties prior to the end of his or her term, the Board of Directors will appoint an Acting President to be selected from the members of the Board of Directors to serve until the next annual General Meeting, at which time the membership will elect a new President to fill the remaining term of the vacated position.

Executive Committee

3.24 Composition

The Executive Committee shall be comprised of the President, Past President, Chairperson of Finance, Chairperson of Games, Chairperson of Leadership and Chairperson of Marketing and Communication.

3.25 Authority

The Executive Committee shall have the authority to act and decide upon urgent issues which require an immediate response from the Federation. The Executive Committee may also perform other duties as may from time to time be authorized by the Board.

Other Committees

3.26 Appoint Other Committees

The Board may appoint annually such other committees, as it deems necessary for managing the affairs of the Federation.

3.27 Terms of Reference

The Board shall establish the terms of reference and operating procedures for all committees, and may delegate any of its powers, duties or functions to any committee.

3.28 Vacancy

When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.

3.29 President Ex-officio

The President shall be an ex-officio (non-voting) member of all committees of the Federation.

3.30 Removal

The Board may remove any member of any committee.

Remuneration

3.31 No Remuneration

All Directors, Officers and members of committees shall serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.

ARTICLE 4 MEETINGS OF MEMBERS

Annual General Meetings

4.1 Location and Date

The Federation shall hold an Annual General Meeting in the City Yellowknife within 90 days of the end of the Federation's fiscal year.

4.2 Agenda

The agenda for the Annual General Meeting shall include:

- a) Call to order
- b) Approval of the Agenda
- c) Adoption of Minutes of the previous Annual General Meeting
- d) Board, Committee and Staff Reports
- e) Approval of audited financial statements
- f) Appointment of Auditor
- g) Election of Directors
- h) Other business as specified in the meeting notice
- i) Adjournment

4.3 Notice

Written notice of the Annual General Meeting, together with the Agenda, shall be given to all Members at least 21 days prior to the date of the meeting.

4.4 New Business

Any Member who wishes to have new business placed on the Agenda shall give written notice to the Federation at least 45 days prior to the meeting date.

4.5 Quorum

A simple majority of voting Members shall be quorum at an Annual General Meeting.

Special Meetings

4.6 Call of Meeting

A Special Meeting of the Members may be called at any time at the discretion of the Board or upon the written request of at least two-fifths (2/5) of voting Members.

4.7 Reason for Meeting

If requested by Members, the request must state the reason for a Special Meeting and the items intended to be determined at the meeting.

4.8 Notice
Written notice of the Special Meeting shall be given to all Members at least 21 days prior to the date of the meeting, and such notice shall contain the date, time and place of the meeting as well as the purpose of the meeting.

4.9 Quorum
A simple majority of voting Members shall be quorum for a Special Meeting.

Voting at Meetings of Members

4.10 Members shall have the following voting rights at all Annual General Meetings:
a) Active Members shall have two votes;
b) Affiliate Members shall have one vote;
c) Associate Members may attend and participate in the meeting but may not vote;
d) Honorary Members may attend and participate in the meeting but may not vote.

4.10.1 Members shall have the following voting rights at all Special Meetings:
a) Active Members shall have one vote;
b) Affiliate Members shall have one vote;
c) Associate Members may attend and participate in the meeting but may not vote;
d) Honorary Members may attend and participate in the meeting but may not vote.

4.11 Voting
Votes shall be cast by delegates only. Votes may not be cast by proxy. Except where there exists a declared conflict of interest, no Members shall abstain from voting.

4.12 Determination of Votes
Votes shall be determined by a show of hands or voting credentials unless a recorded ballot is requested by the majority of those Members voting.

4.13 Majority of Votes
The majority of the votes of Members present who vote shall decide each issue, unless the issue needs to be decided by an Extraordinary Resolution. A tie vote shall fail.

4.14 Extraordinary Resolution
Matters required to be determined by an Extraordinary Resolution shall be passed by a majority of not less than three-quarters of votes at a General Meeting for which notice has been properly given.

4.15 Rules of Order
All meetings of the Federation shall be conducted according to Bourinot's Rules

of Order, except when superceded by the Act or this Bylaw, in which case the Act or the Bylaw shall take precedence.

4.16 Seal

a) The seal of Sport North shall consist of the official Sport North Logo within a circle formed by the words Sport North Federation.

The Executive Director shall provide for the safe custody of the common seal of Sport North. The seal may be affixed only in the presence of Sport North's President, or the President's designate and one (1) other Board Member.

ARTICLE 5 FINANCE AND MANAGEMENT

5.1 Fiscal Year

The fiscal year of the Federation shall be determined by the Board of Directors from time to time. Until such a determination is made, the fiscal year shall be April 1 to March 31.

5.2 Bank

All monies received by or on behalf of the Federation shall be deposited in the Federation's bank account in trust for the Federation, which shall be with one of the chartered banks of Canada located within the City of Yellowknife in the Northwest Territories.

5.3 Auditors

The Board of Directors shall appoint an auditor to audit the financial statements of the Federation for report to the Members at the next Annual General Meeting. The auditor shall be appointed for the lesser of a three-year period or until the contract for service is terminated.

5.4 Signing Authority

Officers of the Federation and one staff member shall have signing authority for all financial transactions conducted in the name of the Federation. All such transactions shall require two signatures, one of which shall be the Chairperson of Finance except where the Chairperson of Finance authorizes another individual having signing authority to sign on his or her behalf. All cheques, notes, bills of exchange, contracts and other instruments, drawn on the Federation's account shall be signed by signing authorities as designated and approved by the Board of Directors.

5.5 Execution of Agreements

All written agreements entered into in the name of the Federation shall be signed by two Officers or other persons authorized to do so by the Board.

- 5.6 Property
The Federation may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 5.7 Borrowing
The Federation may borrow funds upon such terms and conditions as the Board may determine.
- 5.8 Books and Records
The Board shall ensure that all books and records of the Federation required to be kept by the Act, these bylaws or any other statute or law are regularly and properly kept. The Board may from time to time specify a time and place at which Members may view the books and records of the Federation.

ARTICLE 6 INDEMNIFICATION

- 6.1 Shall Indemnify
The Federation shall indemnify and hold harmless out of the funds of the Federation each Director and Officer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 6.2 Shall Not Indemnify
The Federation shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 6.3 Insurance
The Federation shall purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

ARTICLE 7 AMENDMENT OF BYLAWS

- 7.1 Extraordinary Resolution
These bylaws may only be amended, revised, repealed or added to by an Extraordinary Resolution of the Members at a Special or Annual General Meeting.
- 7.2 Notice
Proposed amendments to the Federation's bylaws shall be submitted, in writing, the Executive Director at least forty – five (45) days prior to the Meeting at which the proposed amendment shall be considered by the membership.
- a) The 21 days written notice of the Meeting must include details of the proposed resolution to change this Constitution and Bylaws.

7.3 Registration

The amended bylaws shall take effect after acceptance by the Registrar of Societies of the Northwest Territories.

ARTICLE 8 DISSOLUTION

8.1 Upon the dissolution of the Federation, any funds or assets remaining after paying all debts shall be distributed to an organization incorporated under the Northwest Territories Societies Act which has aims and objectives consistent with those of the Federation, as determined by the Board.

ARTICLE 9 NOTICE

9.1 Written Notice

In this bylaw, written notice shall mean notice that is hand-delivered or provided by mail or courier to the address of record of the Director or Member, as the case may be.

9.2 Days

In this bylaw, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.

9.3 Error in Notice

The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance shall not invalidate any action taken at the Meeting.

ARTICLE 10 ADOPTION OF THIS BYLAW

10.1 Adoption by Board

These bylaws are adopted by the Board of the Federation at a meeting of the Board duly called and held on April 10, 1999.

10.2 Ratification

These bylaws are ratified by an Extraordinary Resolution of the Members of the Federation entitled to vote at a meeting duly called and held on May 29, 1999.

10.3 Repeal of Prior Bylaws

In ratifying these bylaws, the Members of the Federation repeal all prior bylaws of the Federation provided that such repeal does not impair the validity of any action done pursuant to the repealed bylaws.

10.4 Enactment

These bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar of Societies of the Northwest Territories.

10.5 Transition

Upon these bylaws coming into force, there shall exist a Board elected in accordance with prior bylaws. To make the transition to the new Board structure created in these bylaws, Directors shall assume new positions, as follows:

- a) The President elected under prior bylaws shall be deemed elected Article 3.5 of these bylaws and shall commence a two-year term;
- b) The Past President who assumed his position under prior bylaws shall be deemed to have assumed his position under these bylaws and shall commence a two-year term;
- c) Those four (4) Directors who received the first, second, third and fourth highest number of votes in elections at the most recent Annual General Meeting under prior bylaws shall be deemed elected under Article 3.6 of these bylaws for terms of two years;
- d) The Director who received the fifth (5) highest number of votes and Directors who were mid-way through their terms in elections at the most recent Annual General Meeting under prior bylaws shall be deemed to be elected under Article 3.6 of these bylaws for terms of one year;
- e) Any remaining Directors shall cease to hold office.

President
Sport North Federation

Date

Sport North Federation Constitution

ARTICLE 1 GENERAL

- 1.1 Name
The name of the Society shall be Sport North Federation.

- 1.2 Purpose
These bylaws relate to the general conduct of the affairs of Sport North Federation, a Federation incorporated under the Northwest Territories Societies Act (“The Act”) (RSNWT 1988 c. S-11) and referred to as the "Federation" in these bylaws.

- 1.3 Operations
The Operations of the Federation shall chiefly be carried on in Yellowknife, Northwest Territories.

- 1.4 Interpretation of Bylaws
Except as provided in the Act, the Sport North Board of Directors, hereinafter referred to as the board, and shall have the authority to interpret any provision of these bylaws which is ambiguous or unclear.

ARTICLE 2 AIMS AND OBJECTIVES

- 2.1 To ensure that the NWT Sport and Recreation System, at all levels, is participant centered.
- 2.2 To provide quality volunteer and professional leadership in sport and recreation.
- 2.3 To strive to ensure that the sport and recreation system in the NWT is value based, and the practice of sport and recreation is based on fair play and ethical standards.
- 2.4 To ensure that opportunities in sport and recreation are equitable, and accessible to all NWT residents.
- 2.5 To strive to ensure that all aspects of the development of sport and recreation at the community, regional and territorial levels in the NWT are in place and working together in partnership.
- 2.6 To strive to ensure the long term financial stability for sport and recreation, a broad base of financial support, and efficient and effective management of resources.