



# **SPORT NORTH FEDERATION BYLAWS**

Approved

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## 1.0 GENERAL, INTERPRETATIONS AND DEFINITIONS

In these By-laws the following definitions shall apply:

- a) "Act" means the Northwest Territories Societies Act;
- b) "Annual Meeting" mean an Annual Meeting of the Members which, as further defined in Section 15 of these By-laws and as required by the Act, will be convened within fifteen (15) months of the previous Annual Meeting and within six (6) months of the fiscal year end;
- c) "Articles" means original or restated Articles of Incorporation, Articles of Amendment or Articles of Continuance as per the Act;
- d) "Federation" mean Sport North Federation
- e) "Board of Directors" or "Directors" mean the Board of Directors or Directors of the Federation as defined within the Act;
- f) "By-laws" mean the By-laws of the Federation;
- g) "President" means the President of the Federation's Board of Directors;
- h) "Executive Director" means the Executive Director of the Federation as specified in Section 11.4
- i) "Corporate Seal" means the seal which contains the name of the Federation;
- j) "Member" of the Federation means any Regional or Territorial incorporated as a not-for-profit corporation or society as specified in Section 6.0
- k) "Notice" means notice provided to members which will include the time and place of a meeting, the proposed agenda, and reasonable information to permit members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, the auditor, the Board, by the following means:
  - i) By mail, courier or personal delivery to each Member entitled to vote at the meeting sent at least twenty-one (21) and not more than sixty (60) days before the day on which the meeting is to be held; or
  - ii) By telephone, electronic or other communication facility to each member entitled to vote at the meeting sent at least twenty one (21) and not more than thirty-five (35) days before the day on which the meeting is to be held; or
  - iii) By posting on the Federations website at least thirty (30) days prior to the date of the meeting.
- l) "Officer" means the President, Vice-President and Finance Chair or Executive Director;
- m) "Executive" refers to the committee of the Officers;
- n) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution
- o) "Special Meeting" means a Special Meeting of the Members which, further defined in Section 15.3 of these By-laws and in the Act, is convened to deal with a specific item of business.
- p) "Special Resolution" means a resolution passed by the majority of at least two thirds of the votes cast on that resolution;

- q) "Vice-President" means the Vice- President of the Federations Board of Directors.
- r) "Employee" means an employee of Sport North.

1.1 The Federation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Federation will be used in promoting its objectives.

1.2 These By-laws have been drafted in English and have not been translated. In the event a translation is requested, and a conflict in interpretations arises, the English version will prevail.

## **2.0 CORPORATE SEAL:**

2.1 The Executive Director shall provide for the safe custody of the common seal of the Federation

**3.0 PROMOTING FRIENDLY RELATIONS:** All Members are obliged to observe the Federation Bylaws, policies, regulations, and principles of fair play, as well as the principles of loyalty, integrity, and sportsmanship.

3.1 The Federation shall provide the necessary institutional means to resolve any internal dispute that may arise between its Members.

3.2 Except as provided in the Northwest Territories Societies Act ("The Act"), the Sport North Board of Directors, hereinafter referred to as the Board, shall have the authority to interpret any provision of these Bylaws which are unclear.

**4.0 FISCAL YEAR:** For the purpose of the Federation, the financial year shall be from the 1<sup>st</sup> day of April in one year to the 31<sup>st</sup> day of March in the following year.

4.1 The annual consolidated accounts of the Federation, as of March 31<sup>st</sup>, shall be presented to the membership at the Annual Meeting.

**5.0 MEMBERSHIP:** Any legal entity wishing to become a Member of the Federation shall apply in writing to the Board of Directors of the Federation.

5.1 The new Member shall acquire membership rights and duties as soon as it has been admitted. Its delegates are eligible to vote and be elected with immediate effect.

5.2 Prior to a meeting of members, a member will inform the Federation in writing (inclusive of electronic notice) of the name of the Delegate, or alternate Delegate to represent the member.

5.2.1 A Delegate must be at least eighteen (18) years of age to be eligible to vote on behalf of the member.

5.2.2 A Delegate must not be a paid employee of Sport North.

5.3 Only a member in good standing may exercise Members rights as established in the By-laws, policies and regulations of the Federation.

**6.0 MEMBER CATEGORIES AND VOTING PRIVILEGE:** The Federation shall be composed of the following categories of Members:

**6.0.1 Sport Members:** Territorial Sports Organizations (TSOs) 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 sport or activity and whose aims and objectives are directed at promotion and development of sport within the NWT.

**6.0.2 Rights of Sport Members:**

- **Voting:** Each member shall appoint two Delegates to attend all meetings of the Members of the Federation as the authorized representative of the Sport Member.
  - o Each Delegate shall be entitled to one vote at all members meetings.
- **Delegates** of Sport Members have the right to participate in all meetings of the members via teleconferencing.

**6.2 Affiliate Members:** recreational organizations and multi-sport umbrella organizations incorporated in the NWT who has sport and recreation as their prime objective.

**6.2.1 Rights of Affiliate Members:**

- **Voting:** Each affiliate member shall appoint one Delegate to attend all meetings of the members of the Federation as the authorized representative of the Affiliate Member.
  - o The Affiliate Member Delegate shall be entitled to one vote at all member meetings.
- **Delegates** of Affiliate Members have the right to participate in all meetings of the members via teleconferencing.

**6.3 Associate Members:** individuals, private firms or organizations who support the objectives of the Federation.

**6.3.1 Rights of Associate Members:**

- **Voting:** Associate members have no voting rights at any member meetings, however an Associate Members may appoint a delegate to attend members meetings.
- **Delegates** of the Associate Member may attend all members meetings as an observer

**6.4 Honorary Members:** are so-named in recognition of their outstanding service to the Federation or to Sport and Recreation in the NWT

- As such pay no registration fees nor do they have any rights and privileges except for those which may be granted from time to time as a courtesy, as determined by the Board of Directors.

**7.0 MEMBERS' OBLIGATIONS:** The following obligations apply to all Sport Members, Associate, Affiliate and Honorary Members of the Federation:

- a) **Duty To Comply:** All Members are obliged to comply with and be bound by and duly enforce, all rules and decisions of the Federation, the Board of Directors, or any Committees of the Federation so long as such rules and decisions are not contrary to the law, the Letters Patent and the By-laws of the Association.
- b) **Resignation:** Any Members may resign from the Federation by delivering its written resignation to the Executive Director.
- c) **Suspension:** The Board of Directors may suspend a Member that seriously or repeatedly violates its obligations as a Member with immediate effect. The suspension shall be lifted once any requirement(s) imposed by the Membership or the Board of Directors has been fulfilled.
- d) **Expulsion:** The Board of Directors may expel a Member if fails to fulfill its financial obligations to the Federation; It seriously or repeatedly violates the Bylaws, policies, or regulations of the Federation.
- e) **Member Liability:** Such resignation, suspension or expulsion in no way relieves the Member of any liability to the Federation and is a forfeiture by such Member of all rights to and claims upon the Federation.
- f) **Fees:**
  - i) The fee for each category of membership shall be established by a majority (50% +1) of votes eligible to be cast at a general meeting of the Federation, for the upcoming membership year.
  - ii) Membership fees shall be due and payable before each Annual General Meeting and, in the case of new Members, the fee shall be paid at the time of application for membership.
- g) **Assignment:** Voting Delegates attending an Annual meeting shall be a Member in good standing of the organization they are representing and shall represent only one (1) Member or Affiliate. No proxy voting shall be permitted.
- h) **Good Standing:** Members who cease to be in good standing as defined in Section 8.0 will not be entitled to the benefits and privileges, including the right to vote at meetings of members. A member may be restored to good standing upon meeting the definition of good standing as set out by this By-law, and in a manner to the satisfaction of the Board of Directors;

**8.0 GOOD STANDING:** A Member shall be deemed to be in good standing provided that the member:

- a) Owes no outstanding membership/affiliation fees, or other fees or debts to the Federation;
- b) Has not ceased to be a Member;
- c) Has not been suspended or expelled from the Federation;
- d) Has complied with the By-laws, policies and rules of the Federation;
- e) Is not subject to a disciplinary action of the Federation, or if subject to previous disciplinary action of the Federation, has fulfilled all the terms and conditions to satisfy the Board of Directors;
- f) Is in good standing with the NWT Registrar of Societies; and
- g) Meets all obligations outlined in the Sport Membership Policy

**9.0 BOARD OF DIRECTORS:**

9.1 **Jurisdiction:** The business of the Federation shall be conducted by a Board of Directors, who shall supervise the management of, the activities and affairs of the Federation.

9.2 **Number of Directors and Terms:** There shall be eight (8) Directors of the Federation. One of whom will be elected as the President and may serve for no more than two consecutive terms.

9.3 **Election of President and Directors:** The President and Directors shall be elected at an Annual Meeting each for a two-year term in accordance with the following schedule:

- a) In odd-numbered years:
  - i. President
  - ii. Three (3) Directors at Large
- b) In even-numbered-years:
  - iii. Four (4) Directors at Large

9.4 **Qualifications of Directors:** To be elected as an Officer or as a Director, a candidate must be a member of a TSO or Affiliate Member in good standing with the Federation. The candidate must also be in good standing with his or her TSO or Affiliate Member.

9.4.1 No paid employee of the Federation or its Members shall sit as a Director of the Board.

9.4.2 An Officer/Director desirous of accepting nomination to a different office of the Federation shall first resign from his/her current position prior to the election process.

9.4.3 The following persons are disqualified from being a Director of the Federation:

- a) Anyone who is less than eighteen (18) years of age;

- b) Anyone who has been declared incapable by a court in Canada or in another country;
- c) A person who is not an individual; and
- d) A person who has the status of bankrupt.

9.5 **Vacating the Office of Director:** – The position of Officer or Director shall be considered to be vacated if the Officer or Director is absent from three (3) meetings of the Board of Directors without special leave or reason satisfactory to the Board;

9.6 **Removal:** An Officer or Director may be removed for misconduct for good and sufficient cause after provisional decision of the Board of Directors or by resolution at its Annual General Meeting;

9.6.1 The Officer or Director may be removed by resolution of the Federation in accordance with the impeachment procedures outlined in the Federation’s regulations and policies

9.7 **Interim Vacancy:** If the position of an Officer or Director becomes vacant during the individual’s term, the Board may appoint a new Officer or Director in the individual’s stead.

9.7.1 Those persons named or appointed to fill vacant positions on the Board of Directors shall serve until the Federation’s next Annual Meeting

## 10.0 OFFICERS OF THE FEDERATION:

The Federation shall have four (4) Officers who will be the Executive and they will have signing authority:

- a) The President
- b) The Vice-President
- c) Finance Chair
- d) Executive Director

10.1 **President:** The President represents the Federation legally and shall be elected by the Annual Meeting.

10.1.2 The President is primarily responsible for:

- a. Ensuring the implementation of decisions of the Board of Directors through the Executive Director;
- b. Relations between the Federation, its Members, partners and other government bodies;
- c. The President shall be an ex-officio member of all committees.

10.1.3 The President shall preside over the Board and other Committees of which the President has been appointed Chair.

- 10.1.4 The Executive appoints the Chairs of the Board's Standing Committees.
- 10.2 **Vice-President:** In the event the President becomes indefinitely incapacitated and is unable to chair meetings of the Federation, the Vice President will act in the capacity as President until the next Annual General Meeting.
- 10.2.1 If the President is absent or unavailable, the Vice President will serve in the President's place.
- 10.3 **Chairperson Finance:** The Chairperson of Finance shall be accountable for the fiscal affairs of the Federation and shall have other such duties as prescribed.
- 10.4 Executive Director:**
- 10.4.1 The Executive Director is the Chief Executive of the Federation.
- 10.4.2 The Executive Director shall be appointed by the Board of Directors.
- 10.4.3 The Executive Director shall be responsible for implementing decisions and policies on a day-to-day basis approved by the Federation;
- a. Managing and keeping the accounts of the Federation;
  - b. Compiling the minutes of the general meetings of the Federation, meetings of the Board and of the Committees;
  - c. Federation correspondence;
  - d. Relations with Members, Committees and partners;
  - e. Organizing and overseeing the staff of the Federation;
  - f. The appointment and dismissal of staff.
- 10.4.4 The Executive Director shall be responsible for the corporate affairs of the Federation and shall have other such duties as assigned.
- 10.4.5 The Executive Director shall attend and participate in general meetings of the Federation and meetings of the Board of Directors.
- 10.4.6 The Executive Director shall have a voice but no vote at all general meetings of the Federation and meetings of the Board of Directors.
- 11.0 POWERS AND DUTIES OF OFFICERS/DIRECTORS:**
- 11.1 All Officers shall perform such duties as are incidental to the respective offices and such other duties that are from time to time assigned to them by the Chair or by the Board of Directors. Officers also have a duty of care under the Act.
- 11.2 The Board of Directors is legally accountable for all decisions made by, and on behalf of the Federation.
- 11.3 Shall prepare and convene all general meetings of the Federation.

- 11.4 Shall select a Vice President and Chair of Finance from among its members.
- 11.5 Shall appoint and dismiss the Executive Director.
- 11.6 Shall appoint an independent auditor.
- 11.7 Shall approve regulations or policies that stipulate how the Federation shall be organized internally.
- 11.8 May decide to set up ad-hoc committees at any time.
- 11.9 Shall define and approve the terms of reference for the organization of Standing, Special and Operational Committees.
- 11.10 Shall approve the annual budget of the Federation.
- 11.11 May suspend or expel a Member of the Federation.
- 11.12 May delegate tasks arising out of its area of authority to other bodies of the Federation or third parties.
- 11.13 May delegate to such Officers, Directors or Executive Director any or all of the foregoing powers to such extent and in such a manner as the Board may determine.
- 11.14 Officers, Directors or Committee members shall not receive any remuneration for their services, but those attending any general, Board or committee meetings called in pursuance of these Bylaws shall be entitled to be paid out-of-pocket expenses from the funds of the Federation as the Directors may decide to be reasonable and as the funds of the Federation permit.
- 11.15 Any act of the Board of Directors, whether within the jurisdiction of the Board of Directors or not, which is sanctioned either expressly or implied at a subsequent Annual General Meeting of the Federation, shall be deemed to be an act of the Federation and may not afterwards be impeached by any Member of the Federation on any ground whatsoever.

**12.0 CONFLICT OF INTEREST:**

- 12.1 In accordance with the Act, a Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Federation will comply with the Act and the Federation's policies on a conflict of interest to the Board or Committee, as the case may be.

**13.0 COMMITTEES**

- 13.1 The Board of Directors may from time to time strike such committees as it deems appropriate and necessary for the promotion of the objects of the Federation. Such committees shall include members of the Board of Directors and may also include Member representatives and other individuals with appropriate expertise.

13.2 The Directors will establish the terms of reference and operating procedures for all Committees.

13.3 The Board of Directors may remove any member of any Committee.

**14.0 MEETINGS OF MEMBERS:**

14.1. **Annual Meeting:** The Federation shall hold an Annual Meeting each year.

14.1.2 The Annual Meeting of the Federation shall be held in each year at a place and date to be determined by the Board of Directors,

14.1.3 Notice of the Annual Meeting will be given by email and publication in a newspaper of general circulation, such notice to set forth the time, place and business to be transacted at the meeting.

14.1.4 All Members shall receive at least thirty (30) days notice of an Annual Meeting and shall receive written materials such as Presidents Activity Report, agenda, financial reports, reports from the Auditor and any other relevant materials no later than 15 days before the meeting.

14.1.5 The business at the Annual Meetings shall include:

- a. Call to Order
- b. Roll Call
- c. Approval of the Agenda
- d. Adoption of Minutes from the previous general meeting
- e. President's Address
- f. Executive Director's Report
- g. Finance Report
- h. Approval of the Financial Statements
- i. Approval of the Membership Fees (as per Article 11.1)
- j. Committee Reports
- k. Suspensions, Expulsions
- l. Amendments to Bylaws
- m. Election of Directors (as per Article 27 and 28)

- n. New Business
  - o. Next Annual General Meeting
  - p. Adjournment
- 14.2 At an Annual meeting of the Federation, Sport Members who hold a majority (50% +1) of the votes eligible to be cast must be represented to constitute a quorum.
- 14.3 **Special Meetings:** The Board of Directors must convene a Special Meeting if, a majority (50% +1) of Sport Members of the Federation make such a request in writing. The request shall specify the issue for discussion for the agenda. A Special Meeting shall be held within three months of receipt of the request.
- 14.3.1 At a Special Meeting, Sport Members who hold a majority (50% +1) of the votes eligible to be cast must be represented to constitute a quorum.
  - 14.3.2 Notice of a Special Meeting will be given by email and by publication in a newspaper of general circulation, such notice to set forth the time, place and business to be transacted at the meeting.
  - 14.3.3 Twenty-one (21) days notice shall be given of any Special Meeting and the Board of Directors and all Members shall receive all relevant meeting materials no later than fifteen (15) days before the meeting.
  - 14.3.4 When a Special Meeting is convened on the initiative of the Board of Directors, it must draw up the agenda. When a Special General Meeting is convened upon the request of Members, the agenda must deal only with the issue raised by the Members.
  - 14.3.5 The agenda of a Special General Meeting may not be altered.
- 14.4 Unless otherwise stipulated in these Bylaws, a majority (50% + 1) of the votes eligible to be cast is sufficient for a vote to be valid.
- 14.5 A decision that requires a vote shall be reached by a show of hands.
- 14.6 A secret ballot or roll call will only be held if supported by 20% of the Members eligible to vote at the general meeting.
- 15.0 ELECTION OF DIRECTORS:**
- 15.1 To be elected as an Officer or as a Director, a candidate must have received a majority of the eligible and valid votes cast at the Annual General Meeting.
  - 15.2 Where two or more candidates are running for a single position, voting shall be by secret ballot.

- 15.3 For each of the available Director positions on the Board, that same number of individuals who receive the highest number of votes shall serve on the Board.
- 15.4 If more than three persons are contesting a position, the candidate receiving the least number of votes in any ballot is omitted from the next ballot.
- 15.5 Where there is a tie between two or more candidates with the least number of votes, the general meeting shall break the tie by ballot.
- 16.0 MEETINGS OF THE BOARD OF DIRECTORS:** The Board of Directors shall meet at least four (4) times a year.
- 16.1 The President shall convene meetings of the Board of Directors. If 25% of the Directors request a meeting, the President shall convene it within 21 days.
- 16.2 At all Board meetings a majority (50% +1) of Officers and Directors shall form a quorum.
- 16.3 The meetings of the Board of Directors may be attended by a Member of the Federation or their respective Members. The Board may, however, invite third parties to attend. Third parties shall not have voting rights.
- 16.4 Meetings of the Board of Directors may be conducted by telephone conference call, or by other means of electronic communication. An Officer or Director participating in such a meeting shall be taken to be present at the meeting.
- 16.5 Every Officer, Director or other servant of the Federation shall be indemnified by the Federation against all costs, losses and expenses incurred in or about the discharge of their respective duties, except such as happen from their own respective willful neglects or defaults.
- 17.0 RULES GOVERNING MEETINGS OF MEMBERS:** All meetings of the Federation shall be conducted with *Robert's Rules of Order* insofar as they may apply.
- 18.0 AMENDMENTS OF BY-LAWS:** Voting Members and Members of the Board of Directors may propose changes to the Bylaws which shall only be amended at an Annual Meeting or a Special Meeting called for that purpose and provided that notice and all proposed amendments have been delivered to the Executive Director at least thirty-five (35) days before the meeting.
- 18.0.1 The Executive Director shall forward a copy of the proposed amendments to the Members at least thirty (30) before the date of the meeting.
- 18.0.2 Adoption of any proposed Bylaw amendment shall require a two-thirds majority of the votes eligible to be cast by the delegates present.
- 18.0.3 These Bylaws are ratified by an Extraordinary Resolution of the Members of the Federation entitled to vote at a meeting duly called and held November 17, 2017.

- 18.0.4 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.
- 18.0.5 These Bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar of Societies of the NWT and at the commencement of the 2017 Annual General Meeting.
- 19.0 PUBLIC ACCOUNTANT** - The accounts of the Federation shall be audited annually by an external, independent licensed public accountant.
- 19.0.1 The auditor shall be appointed by the Board of Directors.
- 20.0 CUSTODY OF DOCUMENTS:** The Executive Director shall ensure the recording the minutes of general meetings of the Federation.
- 21.0 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.
- 22.0 EXECUTION OF DOCUMENTS:** Contracts, documents or any instruments in writing requiring the signature of the Federation shall be signed by the Executive Director and the President or Vice President; all contracts, documents and instruments so signed shall be binding upon the Federation without any further authorization or formality.
- 23.0 PURCHASING POWERS:** 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
- 24.0 BORROWING FUNDS:** The Federation may borrow funds upon such terms and conditions as the Board may determine.
- 25.0 BUSINESS OF THE FEDERATION AND DISSOLUTION OF THE FEDERATION:** Any decision relating to the dissolution of the Federation requires a two-thirds (66%) majority of all Members of the Federation, which must be obtained at an Annual General Meeting or Special General Meeting specifically convened for this purpose
- 25.0.1 Upon dissolution of the Federation, any funds or assets remaining after paying all debts shall be distributed to one or more not-for-profit organization(s) incorporated under the *Northwest Territories Societies Act* which has objectives consistent with those of the Federation, as determined by the Board of Directors.