

# **Biathlon Nova Scotia**

## **By-Laws**



Amended 11 May 2007

## **Name**

- 1) The name hereinafter shall be referred to as "the Association".

## **Memorandum of Association**

- 2) To function as a non-profit, volunteer based provincial sport organization representing Nova Scotia by providing guidance, information and assistance to promote the development of biathlon in Nova Scotia, and across Canada.
- 3) To promote and coordinate the competitive development of biathlon by offering community youth programs, providing effective coaching and officiating programs, operating a provincial development squad, and assisting registered clubs; thereby increasing the number of people involved in the sport of biathlon.
- 4) The objectives of the Association are:
  - a) To develop programs that will increase participation in the sport of biathlon.
  - b) To provide competition at an appropriate level for all members of the Association.
  - c) To develop programs to enhance public awareness of the sport of biathlon.
  - d) To provide an organizational framework throughout Nova Scotia so that all who desire may achieve their potential in the sport of biathlon.
  - e) To strive for continual improvement in the skills and knowledge of athletes, coaches, officials, and administrators.

## **Membership**

- 5) Membership shall be open to any individual who purchases the appropriate membership from the Association.
- 6) To participate in the activities of the Association a person must have acquired the appropriate membership and license, as these are described in the membership policies of the Association.
- 7) The Board of Directors of the Association may designate individuals as Honourary Members of the Association, in recognition of distinguished service on behalf of the Association and the sport of biathlon. Such Honourary Members shall be non-voting members of the Association.

- 8) Any member may be required to resign by a vote of three-quarters (3/4) of the members at a general meeting of the Association, provided that any such member shall be granted an opportunity to be heard at such meeting.
- 9) Annual Association membership fees shall be paid in addition to any membership fees paid to the Biathlon NS — the provincial governing body of the sport of biathlon. The amount of such Association membership fees shall be determined from time to time by the Board of Directors.

### **Organization**

- 10) The affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall, subject to the by-laws and/or directions given it by majority vote at any Annual or Special General Meeting properly called and constituted, have full control and authority over the affairs of the Association.
- 11) The Board of Directors may establish such Committees as, from time to time, it determines are appropriate.
- 12) The Association is a member of Biathlon NS and by extension, Biathlon Canada, and as such is subject to the rules, regulations, and policies of these bodies.
- 13) The rules contained in Roberts Rules of Order shall govern the proceedings at meetings unless these rules contradict the Bylaws and Policies of the Association, in which event the Association Bylaws and Policies shall be followed.

### **Board of Directors**

- 14) The Board of Directors shall consist of the following voting members:
  - a) President;
  - b) Vice-President;
  - c) Secretary;
  - d) Treasurer;
  - e) Head Coach;
  - f) Officials Chairperson;
  - g) Marketing and Fundraising Chairperson; and
  - h) Two (2) Athlete Representatives, Male and Female.

- 15) The Board of Directors may add such additional non-voting members to its body as it considers necessary and appropriate.
- 16) The term of office of Directors shall be one (1) year.
- 17) Members of the Board of Directors shall ordinarily remain in office until the end of their designated term and the election or appointment of their respective successors. However any member of the Board of Directors may resign her or his position at any time, upon sending written notice to the President.
- 18) Replacements to serve the balance of terms of vacant positions on the Board of Directors shall be selected by the Board of Directors. Such replacements shall be non-voting members.
- 19) Meetings of the Board of Directors shall be held as often as may be required, but at least once a month from September through May. Meetings may be done secretarily and/or may utilize email voting. Two thirds (2/3) of the voting members of the Board of Directors shall constitute a quorum.
- 20) Meetings of the Board of Directors shall ordinarily be held at the call of the President. Any two members of the Board of Directors may call a special meeting, however, provided they make a request to the President in writing to call such a meeting and in such request state the business to be brought before the meeting.
- 21) Directors shall not receive any remuneration for their services, but may receive such expenses as provided by the policies of the Association.
- 22) Any Director may be expelled from the Board of Directors upon a two-thirds (2/3) vote of the Board of Directors, for any cause that the Board of Directors may deem reasonable.
- 23) No family shall comprise a majority of the voting members of the Board of Directors.

### **Responsibilities of the Board of Directors**

- 24) The Board of Directors shall, subject to the by-laws and the directions given it by a majority vote at any properly constituted General

Meeting, have full responsibility for management of the affairs of the Association.

- 25) Members of the Board of Directors shall bring to their position an undertaking to represent and address the overall interests of the Association, and not just those of a specific sector.
- 26) Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members:
  - a) upon nomination, and
  - b) if serving as a Director, when the possibility of a conflict is realized.
- 27) A conflict of interest does not prevent a member from serving as a Director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

### **Indemnification of Directors**

- 28) All Directors and other legal representatives of the Association and their heirs, executors, and administrators shall from time to time and at all times be indemnified and saved harmless, out of the Association, from and against:
  - a) Any liability and all costs, charges, and expenses whatsoever that they incur or sustain in respect of any action, suit, or proceedings against them for or in respect of any act, deed, matter, or things made, done, or permitted by them in respect of the execution of the duties of their office; and
  - b) All other costs, charges, and expenses that they sustain or incur in or about or in relation to the affairs of the Association except such costs, charges, or expenses as are occasioned by their own wilful neglect or default.

### **Duties of Directors**

- 29) The President shall:
  - a) Be fully aware of all business and affairs of the Association.

- b) Preside at the General and Special Meetings of the Association, as well as all Board of Directors Meetings when present and able to act.
- c) See that all resolutions of the Board of Directors are carried out.
- d) Represent, or cause to be represented, the Association in contacting the news media, the public, or any function requiring Association representation.
- e) Ask any member to attend any meeting for the purpose of inquiring into any matter pertaining to the affairs of the Club.
- f) Liaise with the coaches, parents, membership, Biathlon NS and Biathlon Canada, and the community.
- g) Facilitate necessary decisions between Board of Directors meetings.
- h) Have signing authority.
- i) Actively participate in the promotion of the Association.
- j) Serve on specific committees, as necessary.

30) The Vice President shall:

- a) Be fully aware of all business and affairs of the Association.
- b) Attend General and Special Meetings of the Association, as well as all Board of Directors Meetings, and shall assume the responsibilities of the President when that officer is unable to act or is not present.
- c) Act as the oversight authority of the Association for harassment and dispute resolution issues.
- d) Assist with the overall administration of the Association.
- e) Perform other duties as assigned by the Board of Directors.

31) The Secretary shall:

- a) Be fully aware of all business and affairs of the Association.
- b) Attend General and Special Meetings of the Association, as well as all Board of Directors Meetings, and shall cause accurate minutes of all proceedings of the Association to be properly recorded and circulated.
- c) In consultation with the President, prepare and distribute agendas prior to the start of any meeting.
- d) Have charge of all correspondence of the Association.
- e) Distribute correspondence and any newsletter to Association members, as required.
- f) Serve on special committees, as requested.
- g) Perform other duties as assigned by the Board of Directors.

**This position can be combined with the Treasurer as determined by the Association.**

32) The Treasurer shall:

- a) Be fully aware of all business and affairs of the Association.
- b) Be entrusted with the custody of Association funds.
- c) Receive all moneys paid to the Association and be responsible for their deposit into the appropriate Association financial accounts.
- d) Ensure that all Association expenditures are made in accordance with the established policies of the Association.
- e) Lead in the preparation of the annual Association budget.
- f) Provide proper accounting for the funds of the Association and present a full and detailed account of the receipts and disbursements to the Board of Directors whenever requested.
- g) Prepare for submission to the Annual General Meeting a statement, duly reviewed by a certified accountant, of the financial position of the Association.
- h) Have signing authority.
- i) Maintain current membership records and ensure that all members are properly registered with Biathlon NS and Biathlon Canada, and with any appropriate government agencies.
- j) Perform other duties as assigned by the Board of Directors.

**This position can be combined with the Secretary as determined by the Association.**

33) The Head Coach shall:

- a) Be fully aware of all business and affairs of the Association.
- b) Attend General and Special Meetings of the Association, as well as all Board of Directors Meetings.
- c) Have primary responsibility for the preparation and submission to the Board of Directors of Association training and competition programs.
- d) Have primary responsibility for the selection, supervision, and evaluation of Association coaches.
- e) Have primary responsibility for the development and submission to the Board of Directors of athlete selection and evaluation criteria.
- f) Assist with the overall administration of the Association.
- g) Perform other duties as assigned by the Board of Directors.

34) The Officials Chairperson shall:

- a) Be fully aware of all business and affairs of the Association.
- b) Attend General and Special Meetings of the Association, as well as all Board of Directors Meetings.
- c) Have primary responsibility for the preparation and submission to the Board of Directors of the Association of an officials training and employment, including the appointment of Technical Delegates and Referees for provincial event as required.
- d) Have primary responsibility for the preparation and submission to the Board of Directors of the Association of an annual provincial officials' training and development plan that includes a budget, seminars/activities to be held with dates, locations, instructors and candidates. The plan is to be based on provincial requirements as determined by the Board of Directors.
- e) Maintain a current provincial officials' database that includes names, residence information, qualification record, officiating experience record and instructional experience.
- f) Assist with the overall administration of the Association.
- g) Perform other duties as assigned by the Board of Directors.

35) The Marketing and Fundraising Chairperson shall:

- a) Be fully aware of all business and affairs of the Association.
- b) Attend General and Special Meetings of the Association, as well as all Board of Directors Meetings.
- c) Have primary responsibility for the preparation and submission to the Board of Directors of the Association an annual provincial fundraising and marketing plan that includes a budget and concrete initiatives for marketing and fundraising based upon requirements determined by the Board of Directors.
- d) Maintain a database of current and potential sponsors that includes the name of the business/corporation/individual, the contact information and a donation record.
- e) Recommend deserving sponsors for public recognition.
- f) Develop initiatives to enhance the image of biathlon to the public and sponsors.
- g) Provide input for marketing material such as brochures, posters and video.
- h) Consult and advise the Board of Directors on requirements for marketing materials.
- i) Assist athletes who are seeking private or corporate sponsorship by advising the athletes, contacting possible sponsors, providing marketing

material to the athletes, and helping the athletes in producing a professional and effective personal marketing package.

- j) Assist with the overall administration of the Association.
- k) Perform other duties as assigned by the Board of Directors.

36) The Athlete Representatives shall:

- a) Be fully aware of all business and affairs of the Association.
- b) Attend General and Special Meetings of the Association, as well as all Board of Directors Meetings.
- c) Represent the views and interests of all athletes of the Association to the Board of Directors.
- d) Serve as liaison between the athletes of the Association and the Board of Directors/coaches/other athletes, as required.
- e) Assist with the overall administration of the Association.
- f) Perform other duties as assigned by the Board of Directors.

37) The other Directors shall:

- a) Be fully aware of all business and affairs of the Association.
- b) Attend General and Special Meetings of the Association, as well as all Board of Directors Meetings.
- c) Assist with the overall administration of the Association.
- d) Perform other duties as assigned by the Board of Directors.

### **Election of the Board of Directors**

38) The Board of Directors shall appoint a returning officer who shall manage the election procedure. The returning officer shall appoint two election clerks who shall receive and count the ballots.

39) Directors shall be elected, through secret ballot, by majority vote of the membership in good standing at the Annual General Meeting.

40) Candidates for the Athlete Representative positions on the Board of Directors shall be elected, through secret ballot, at a meeting of the athlete members in good standing of the Association. The Board of Directors shall appoint a returning officer who shall manage the election procedure. The returning officer shall appoint two election clerks who shall receive and count the ballots.

## **General Meetings**

- 41) The Association shall hold a General Meeting on an annual basis. This Annual General Meeting of the Association shall be within 30 days of the Biathlon Canada AGM usually held in June.
- 42) Notice of the time, place, and date of the Annual General Meeting, and the nature of business to be transacted, shall be provided to all members of the Association not less than 14 or more than 30 days prior to the date of the meeting. Information regarding the nature of business shall be sufficient enough to allow members to make informed decisions. A reminder of the right to use a proxy shall be included in the notice of [AGM].
- 43) An agenda shall be circulated prior to the Annual General Meeting which contains, but which is not necessarily limited to, the following items of business:
  - a) Call to order
  - b) Determination of quorum
  - c) Appointment of Recording Secretary
  - d) Adoption of the agenda
  - e) Adoption of minutes of the last General Meeting
  - f) Reports including financial statements
  - g) Appointment of auditors
  - h) Motions
  - i) Election of Directors
  - j) Adjournment.
- 44) Any motion to the Annual General Meeting must be forwarded in writing to the Secretary no less than fourteen (14) or more than 30 days prior to the Annual General Meeting except for motions to amend the By-Laws. Notice of motions to amend the By-Laws must be forwarded in writing to the Secretary no less than thirty (30) days prior to the Annual General Meeting.
- 45) A Special General Meeting of the Association may be called by the President, or upon the instruction of the Board, or upon the instruction of a majority of the members. All matters pertaining to the holding of Special General Meetings shall be the same as those matters pertaining to the holding of Annual General Meetings.

## **Voting**

- 46) Any regular member over the age of eighteen(18) shall have the right to vote at any General Meeting of the Association. Association members do not have the right to vote. The parent/guardian of any member under the age of seventeen (17) and younger shall have the right to vote on behalf of that member.
- 47) Votes must be made in person and or by proxy. Proxy votes are acceptable if evidenced in writing, duly signed by the respective [Biathlon NS member] on the prescribed form. Any Non, Junior, or Senior Competitor member of Biathlon NS may be a proxy holder. [A parent/guardian may by proxy vote on behalf of members who are under the age of seventeen (17). No member can carry more than two proxy votes.] The proxy form must be given to the Secretary prior to or at a General Meeting. No other form of proxy will be accepted.
- 48) Twenty-five percent (25%) of members in good standing shall constitute a quorum at any General Meeting of the Association.

## **Amendments to Governing By-Law**

- 49) This Governing By-Law may be changed or rescinded by resolution of the Association at any General Meeting, provided that full and proper notice of the proposed amendment has been given, and provided that the proposed amendment is approved by at least a two-thirds (2/3) majority vote.
- 50) Proposed By-Law amendments must be forwarded to the Board of Directors, in writing, at least fourteen (14) days prior to the General Meeting.
- 51) Proposed By-Law amendments shall be included in a Notice of Motion circulated to the membership fourteen (14) days prior to the General Meeting.
- 52) Amendments to this Governing By-Law shall come into effect immediately upon their adoption by the General Meeting unless otherwise specifically indicated

## **Financial Matters**

- 53) The fiscal year of the Association shall end on the thirty first (31) day of March.
- 54) A certified accountant shall review the books, accounts, and records of the Association following the fiscal year end and prior to the Annual General Meeting.
- 55) A complete and proper statement of the standing of the books for the previous fiscal year shall be submitted by the Treasurer to the Annual General Meeting of the Association. This statement shall be accompanied by the report of the reviewing certified accountant.
- 56) For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it determines necessary. This power shall be exercised only under the authority of the by-laws of the Association and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.
- 57) All expenses are subject to the established policies and procedures of the Association.
- 58) The minute book and financial records of the Association shall be available for inspection by any member of the Association at any General Meeting, and at any other reasonable time upon provision of notice to the Secretary and/or Treasurer.
- 59) Each member of the Board of Directors shall, at all times, have access to the books and records of the Association.

## **Irrevocable Dissolution Clause:**

- 1) This clause may not be amended under any circumstances. It will remain in force for the life time of the Association.
  
- 2) Should the Association become inactive, or be wound up by its members, its physical and fiscal assets will be distributed free of charge to a Association or organization constituted for purposes similar to those outlined in the Mission Statement And Objectives above.

3) The organization chosen must have an irrevocable dissolution clause similar to this clause.

4) If such an organisation cannot be found, or should such an organisation be unwilling or unable to accept all or some of the assets, the remaining assets will be given to Cross Country Ski Nova Scotia.

# PROXY VOTING FORM

## Biathlon Nova Scotia Annual General Meeting - \_\_\_\_\_

To register your proxy, please print and complete this form and pass it to the person who you have given your proxy vote to so that this form can be **handed in to the Secretary/Treasurer** at the AGM before the meeting begins.

**Note:** Your Biathlon NS Membership must be current on the day of the meeting, in order for your proxy to have effect.

I \_\_\_\_\_  
(person's name)

of \_\_\_\_\_  
(person's address)

being a \_\_\_\_\_ member of Biathlon NS  
(type of member, i.e., Non-Competitor, etc)

HEREBY APPOINT \_\_\_\_\_  
(person's name)

to be my proxy to vote for me at the AGM to be held on \_\_\_\_\_ and at any adjournment thereof.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(Any restrictions on voting to be inserted here)

Signed this \_\_\_\_\_ day of \_\_\_\_\_  
(day) (month) (year)

\_\_\_\_\_  
(member's membership number - eg "NC-712")

\_\_\_\_\_  
(member's signature)

\_\_\_\_\_  
(member's phone number)

\_\_\_\_\_  
(member's facsimile number)

\_\_\_\_\_  
(member's email address)