**Northwest Territories Ski Division**

**Constitution and Bylaws**

Revised September 1990

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Requires review and updating.

Upon update and approval by the board, they require a seal be affixed and the date of updating be added in footer.

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**CONSTITUTION**

1. NAME: The name of the Association shall be Northwest Territories Ski Division.
2. PLACE OF BUSINESS: The registered office of the Division is to be situated in the City of Yellowknife in the Northwest Territories.
3. OBJECTS: The objects of the Division shall be to develop, encourage, promote and maintain the sport, or activity of skiing throughout the Northwest Territories; specifically:
	1. to develop, encourage, promote and maintain competitive and recreational skiing throughout the N. W.T.;
	2. to foster encourage and assist in the formation of ski clubs throughout the N.W.T.;
	3. to foster, encourage and assist in the development of local leadership in community ski activities
	4. to promote, to assist in the organization and implementation of, and to conduct ski activities in the N.W .T.;
	5. to encourage and assist in the development of a Northwest Territories ski team to represent the N.W.T. in inter-territorial, provincial and national competitions;
	6. to function as the Northwest Territories Division of Cross Country Canada; and
	7. to engage in any other activity pursuant to the overall object stated above.
4. DISSOLUTION: It is specially provided that, in the event of the dissolution or winding up of the Division, all its remaining assets after payment of its liabilities shall be distributed, on a per capita membership basis according to the most recent paid registration, to the member ski clubs in the N.W.T.
5. FINANCES: It is provided that, when authorized by by-law, the directors of the Division may from time to time borrow money upon the credit of the Division and increase or limit such sums, issue debentures or other securities, secure any such debentures or securities ·or any present or future liability of the Division by mortgage, hypothec, charge or pledge of all or any real or personal property of the Division, and nothing herein shall limit or restrict the borrowing of money by the Division on bills of exchange or promissory notes drawn, accepted or endorsed by or on behalf of the Division. Any such by-law may provide for the delegation of such powers by the directors to such other officers or directors of the Division as the directors may decide.
6. BY-LAWS: The by-laws of the Division shall be those attached to this Constitution until repealed, amended or added to.
7. OPERATION: The Division is to carry on its operations in such a way that any profits or other accretions to the Division are to be used in promoting its objects.

**Bylaws**

# DEFINITIONS

* + Board: means the board of directors of the Division.
	+ Division: means the Northwest Territories Ski Division.
	+ Meeting of Members: includes both annual and special general meetings of members.
	+ Group: means any three or more people informally organized who have objects consistent with those of the Division.
	+ Club: means any formally organized group of skiers or persons who have objects consistent with those of the Division.

Words importing the singular number include the plural and vice-versa. Words importing the masculine gender include the feminine and neuter genders. Words importing persons include individuals, corporations, partnerships, co-operatives trusts and unincorporated organizations.

# BUSINESS OF THE DIVISION

## Financial year

### The financial year of the Division shall end on the last day of April in each year.

## Execution of instrument

### The Board may direct the manner in which and the person or persons by whom any particular instrument or class of instruments mayor shall be signed, except that there be two signatures required on every instrument or class of instruments, including cheques, and at least one person so signing shall be an elected officer of the Division.

## Banking

### The banking business of the Division shall be transacted with such banks or financial institutions as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

# MEMBERSHIP OF THE DIVISION

## Regular membership

### The regular membership of the Division shall consist of groups and clubs within the Northwest Territories.

## Associate membership

### The associate membership of the Division shall consist of any persons, as are admitted to membership of the Division by resolution of the Board. Any person who is not accepted as a regular member may be admitted to associate membership. An associate member shall have no vote at meetings of the membership.

## Honorary membership

### The Board may elect persons as honorary members of the Division, but such persons shall have no vote at any meeting of members and may not stand for election for the Board. Honorary members shall not be liable for the payment of dues and fees.

## Affiliate membership

### Affiliate membership of the Division shall consist of such groups and, clubs which are admitted to affiliate membership by resolution of the Board. Such members shall be entitled to one vote at meetings of the membership which shall be registered in the name of their President or Chairman.

## Sustaining membership

### Sustaining membership of the Division shall consist of persons who subscribe to the objects of the Division through financial support, the lower limit of which shall be determined from time to time by resolution of the Board. Sustaining members shall have no vote at meetings of the membership, nor shall they hold office in the Division.

## Terms of all memberships

### The interest of all members in the Division is not transferable and lapses and ceases to exist upon dissolution of the group or club, death, resignation or otherwise in accordance with the by-laws of the Division.

## Resignation

### Any member may resign by a resignation in writing which shall be effective upon delivery of the resignation or a copy thereof to the Board.

## Removal

### Upon thirty days notice in writing to any member, the Board may pass a resolute on authorizing the removal of such member from the register: of members of the Division and thereupon such person shall cease to be a member of the Division.

## Dues and fees

### Dues or fees shall be set, and paid by all members to the Division in such manner and at such time as fixed by the Board. No member in arrears shall be entitled to any privileges of the Division.

# DIRECTORS

## Number of directors and quorum

### The affairs of the Division shall be managed by its Board. The Board shall be composed of no fewer than three directors. Twenty-five per cent or three directors, whichever is greater, shall constitute a quorum for the transaction of business. In the event that the number of directors falls below three by reason of vacancies, the remaining directors may act as if constituting a quorum for the sole purpose of filling the vacancy.

## Qualification

### No person shall be qualified as a director unless he shall be eighteen or more years of age, he is a resident of the Northwest Territories, he is the elected or appointed representative of a regular member or is elected to a position on the Board by other Board members.

## Election and term

### The whole Board shall be elected at each annual meeting of members. By July 31 of each year, the regular member shall designate its director who will hold office from that time until the appointment of a successor the following year, unless the regular member finds it necessary to provide a replacement.

## Suspension of directors

### The members may, by resolution passed by at least two-thirds of the votes cast theron at a general meeting of members called for the purpose, suspend any director before the expiration of his term of office and must thereupon so advise the club represented.

## Vacancies

### Vacancies on the Board may be filled for the remainder of office by the Board if the remaining directors constitute a quorum. If the number of directors is increased, a vacancy or vacancies on the Board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner provided.

## Calling of meetings

### Meetings of the Board shall be held from time to time at the call of the Board or the President or any three directors. Notice of the time and place of every meeting so called shall be given to each director not less than fourteen days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice or otherwise signify their consent to such a meeting being held. Provided a quorum of directors be present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is selected.

## Regular Meetings

### The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the time and place of regular meetings shall be sent to each director immediately after being passed, but no other notice shall be required for any such regular meeting, provided that such resolution is passed at least fourteen days prior to any such meeting or meetings.

## Place of meeting

### Meetings of the Board shall be held at the head office of the Division or elsewhere in the Northwest Territories.

## Participation

### A director may participate in a meeting of directors by means of simultaneous communication and a director participating in such a meeting is deemed to be present thereat.

## Conduct of meetings

### The conduct of all meetings of the directors and all meetings of committees of the Division shall be governed by Robert’s Rules of Order.

## Chairman

### The President, or in his absence a vice-president, shall be chairman of any meeting of director; and if no such officer be present, the directors present shall choose one of their number to be chairman.

## Votes to govern

### At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question; and in the case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

## Interest of directors in contracts

### No director shall be disqualified by his office from contracting with the Division nor shall any contract or arrangement entered into by or on behalf of the Division with any director or in which any director is in any way interested be liable to be avoided nor, subject to the provisions of any law, shall any director so contracting or being so interested be liable to account to the Division or any of its members for any profit realized by any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

## Declaration of interest

### It shall be the duty of every director of the Division who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Division to declare such interest to the extent and in the manner and at the time required by any law, and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

## Remuneration

### The directors shall receive no compensation either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The directors may be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board or of the members or in the performance of the business of the Division previously authorized by the Board, provided such expenses are properly substantiated.

## Ex-officio

### The Board may from time to time appoint ex-officio members to the Board but such members shall have no vote nor shall they be counted for the purposes of a quorum; they shall have all other rights and privileges of a director.

## Committees

### The Board shall elect an Executive Committee to oversee the day-to-day business of the Division, which shall consist of the President, one or more Vice-Presidents and such other ex-officio members as the Board sees fit to elect. The Board may from time to time appoint other committees for any purpose. The President shall be ex-officio member of all committees and chairman of the Executive Committee.

## Meetings without notice

### A meeting of directors may be held at any time and place without notice if all directors entitled to vote thereat are present in person and waive notice of or otherwise consent to such meeting being held, and at such meetings any business may be transacted which the Division at a meeting of members may transact.

# OFFICERS

## Election of officers

### At its annual general meeting the Board shall elect a President and one or more Vice-Presidents who shall be directors.

## Appointment of other officers

### At its annual general meeting the Board shall appoint a secretary and a treasurer or a secretary-treasurer and may appoint such other officers as the Board may determine. The officers so appointed may, but need not, be directors and one person may hold more than one office, save that the President may not hold the office of secretary. If the position of any officer, elected or appointed becomes vacant, the Board may fill the vacancy.

## Terms of office

### The Board may remove, at its pleasure, any officer of the Division; otherwise each officer elected or appointed by the Board shall hold office until his successor is elected or appointed, except that the term of offices of the President and Vice-President shall expire if and when he shall cease to be a director. Any remuneration of officers shall be fixed by the Board.

## President

### The President shall have the general management and direction, subject to the authority of the Board of the business and affairs of the Division and the power to appoint and remove any and all employees and agents of the Division not elected or appointed by the Board and to settle their terms of employment and remuneration.

## Vice-President

### During the absence or disability of the President, his duties shall be performed and his powers exercised by the Vice-President or if there are more than one, by the Vice-Presidents or if there are more than one. A Vice-President shall have such other powers and duties as the Board or the President may prescribe.

## Secretary

### The secretary shall attend and be the secretary of all meetings of members and directors and shall enter or cause to be entered in books kept for that purpose minutes off all proceedings thereat; he shall give or cause to be given as and when instructed all notices to members and directors; he shall be the custodian of all membership records, books, papers, records, documents and other instruments belonging to the Division except when some other officer or agent has been appointed for that purpose; and he shall perform such other duties as the Board or the President may prescribe.

## Treasurer

### The Treasurer shall keep full and accurate books of accounts in which shall be recorded all receipts and disbursements of the Division and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of funds of the Division; he shall render to the Board whenever required an account of all his transactions as Treasurer and of the financial position of the Division, he shall recommend to the Board an auditor to the Division, and he shall be responsible for drawing an annual balance sheet for the Division; he shall perform such other duties as the Board or the President may prescribe.

## Duties of other officers

### The duties of all other officers of the Division shall be such as the terms of their engagements call for or as the Board or the President may prescribe. Any of the powers and duties of any officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the President otherwise directs.

## Variation of duties

### From time to time the Board may vary, limit or add to the powers and duties of any officer.

## Agents and attorneys

### The Board shall have power from time to time to appoint agents or attorneys for the Division in or out of Canada with such powers of management or otherwise, including the power to sub-delegate, as may be thought fit.

## Fidelity bonds

### The Board may require such officers, employees, and agents of the Division as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

# PROTECTION OF DIRECTORS AND OFFICERS

## Limitation of liability

### No director or officer of the Division 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 Division through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Division, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Division shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Division shall be deposited. or for any loss occasioned by any error of judgement 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 unless the same shall happen through his own wilful neglect or default.

## Indemnity

### Every director and officer of the Division and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Division from and against:

* + - * all costs charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
			* all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Division; except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

# MEETINGS OF MEMBERS

## Conduct of meeting

### The conduct of all meetings of the members shall be governed by Robert’s Rules of Order.

## Annual meeting

### The annual meeting of the shall be held at such time and on such day each year as the Board or the President may from time to time determine, for the purpose of receiving reports and statements required to be placed before the annual meeting by law, electing officers, appointing auditors and fixing their remuneration, and for the transaction of such business as may properly be brought before the meeting. If for some reason the meeting cannot be held in September, the Board shall fix a date for as soon thereafter as is practicable.

## Special meetings

### The Board or the President shall have the power to call a special meeting of members at any time, and a special meeting shall be called when any three directors so request provided such request shall be in writing and shall states the purpose of the meeting.

## Place of meeting

### Meetings of the members shall be held at the head office of the Division or elsewhere in the municipality in which the head office is situated or if the Board shall so determine at some other place in Canada.

## Notice of meetings

### Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than fourteen days before the day on which the meeting is to be held, to each member on record at the close of business on the day on which the notice is given. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Division are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

## Chairman, secretary and secretary and scrutineers

### The President, or in his absence a vice-president, shall be chairman of any meeting of members: if no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Division be absent the chairman shall appoint some person, who need not be a member to act as secretary to the meeting. If desired, one or more scutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.

## Quorum

### A quorum for the transaction of business at any meeting of members shall be three persons present in person and each entitled to vote thereat, except that the quorum at an annual or special general meeting shall consist of delegates from regular members representing, a minimum of at least twenty-five percent of the total membership of member clubs or groups.

## Right to vote

### At any meeting of members every person shall be entitled to vote, who is at the time of the meeting, a delegate named by a member club entered into the books of the Division is entitled to vote.

## Proxy vote

### Each regular member club in good standing has the right to vote at general meetings and at special meetings.

### Each regular member in good standing may, in the manner hereinafter set forth, appoint as Proxy, one other regular member in good standing to be their attorney and to vote for them at such general and special meetings of the Division as they may designate.

### An instrument appointing a Proxy pursuant to subparagraph above shall be in writing signed by the appointer in the presence of a subscribing witness who shall also sign the instrument and shall be in form substantially as follows, namely:

### **Proxy and Waiver of Notice**

### I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ President of the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Ski Club, member of the Northwest Territories Ski Division, do hereby appoint \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ in the Northwest Territories, as proxy to vote and act for the said club and in its behalf at the meeting of the Northwest Territories Ski Division to be held on the \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ A.D. 20\_\_\_\_\_\_\_ and I do hereby waive notice of such meeting and do hereby declare that this Proxy and Waiver of Notice shall remain in force and effect until revoked by notice in writing. WITNESS my hand this \_\_\_\_\_\_ day of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ A.D. 20\_\_\_\_\_

### SIGNATURE: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

### WITNESS:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

## Mail ballot

### Members may vote by mail ballot to decide any issue in respect of which they are entitled to vote, and such votes cast by ballot shall be included in the voting at a meeting of members if the issue is to be brought before such meeting. No members other than the chairman (as prescribed ‘Casting a Vote’ s.7.14 below) shall be entitled to cast a vote twice by any means on the same issue.

## Votes to govern

### At any meeting of members, every question shall, unless otherwise required by the constitution or by-laws of the Division or by law, be determined by the majority of votes duly cast on the question and shall include votes by mail ballot if such question is to be put to the meeting.

## Show of hands

### Any question at a meeting of members shall be decided by a show of hands, with the inclusion of such mail ballots as have been received, unless after a show of hands a poll thereon is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote unless such vote has already been exercised by mail ballot. Whenever a vote by such means has been taken upon a question, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of number of proportion of the votes recorded in favour or against any resolution or proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

## Polls

### After a show of hands has been taken on any question the chairman may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairman shall direct, and shall include any mail ballots to the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

## Casting vote

### In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to an additional or casting vote.

## Adjournment

### The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

# NOTICES

## Method of giving notices

### Any notice, communication or other document to be given by the Division pursuant to these by-laws shall be sufficiently given if (i) mailed to the member by prepaid ordinary or airmail addressed to the last known address of the addressee according to the records of the Division (ii) delivered (iii) or transmitted by any other form of communication. The secretary may change the address on the books of the Division of any member, director officer or auditor in response to any information believed by him to be reliable.

## Computation of time

### In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

## Omissions and errors

### The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

## Waiver of notice

### Any member, director, officer or auditor may waive any notice required to be given to him under the provisions of the law or by-laws of the Division, and such waiver whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.

# AUDITOR

Appointment and Remuneration: the members shall at each annual meeting appoint an auditor to audit the accounts of the Division, to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

# BOOKS AND RECORDS

All books and records of the Division shall be open to the inspection of members at each annual general meeting or special meeting of the members.

# BY-LAWS

Repeal and Amendment: the by-laws of the Division and articles of the Constitution may be repealed or amended by a by-law enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least three-quarters of the members at a meeting duly called for the purpose of considering said by-law.

# SEAL

The Seal, a facsimile of which is placed in the margin hereof, shall be the Seal of the Division.

The Seal shall be kept in the custody of the secretary of the Division and shall not be affixed to any instrument except by authority of a resolution of the Board.