



Cross Country NWT Constitution & Bylaws DRAFT v3

CONSTITUTION

- 1 The Association shall be named Cross Country Northwest Territories.
- 2 The Association's registered office shall be based in Yellowknife, Northwest Territories.
- 3 The Association's objects shall be to promote, coordinate, and support a lifetime of enjoyment and excellence in recreational and competitive cross-country skiing for all Northerners.

BYLAWS

1 DEFINITIONS

Association Cross Country Northwest Territories, referred to as Cross Country NWT

Board The Association's Board of Directors

Club A formally organized society created for the purpose of cross-country skiing

Club Representative Voting Board member appointed by a club

Good Standing All relevant dues paid and all necessary documents in place

Meeting of the Members An annual or special general meeting of member clubs

Member A club holding membership of Cross Country NWT, in good standing

2 MEMBERSHIP

- 2.1 **Members of Cross Country NWT shall be clubs** registered in the Northwest Territories under the NWT Societies Act and in good standing with Corporate Registries, whose objects include the promotion of grassroots and/or competitive cross-country skiing.
- 2.2 **New members** may be admitted at any Meeting of the Members following a formal application to the Board at least 30 days prior to the meeting date. Prospective Members must demonstrate their incorporation and good standing with Corporate Registries under the Societies Act. Admission is contingent upon payment of any fee as may be prescribed by the Board from time to time (see 2.5).
- 2.3 **Members may withdraw their membership** at any time through written notice to the Board, signed by the Member's President and at least one other

officer of the Member society. Fees are not returned on withdrawal of membership.

- 2.4 The Board may pass a resolution **removing any Member** on provision of 30 days' notice in writing. Fees are not returned on removal of membership.
- 2.5 **Membership dues and fees** are set and from time to time amended by the Board, and are payable by all Members. Members in arrears for more than 30 days lose access to the privileges and benefits of membership.

3 FINANCES

- 3.1 The Association's **financial year** ends on the last day of **April**.
- 3.2 Up to four individuals may hold **signing authority** for the Association. Any accounts of the Association shall require two signatures, at least one being an elected officer of the Association.
- 3.3 **The Association's funds** must reside in an account held with a chartered bank located in the Northwest Territories.
- 3.4 The Board is responsible for the effective operation of the Association and may, by resolution, authorize **the borrowing of funds** for this purpose. The Board may borrow funds for capital expenditure by resolution passed at a Meeting of the Members.
- 3.5 **If the Association is dissolved or wound up**, its remaining assets after payment of liabilities shall be distributed, on a per capita membership basis according to most recent paid registration figures, to Member clubs.
- 3.6 **The accounts of the Association shall not be audited** unless, by resolution, the Board directs that the accounts shall be audited and appoints an auditor for that purpose.

4 THE BOARD OF DIRECTORS

- 4.1 The Association's affairs are managed by a Board of **no fewer than three Directors**.
- 4.2 **Quorum for Board meetings** shall be three Directors.
- 4.3 Should the number of Directors fall below three for any reason, the **remaining directors may act as if constituting a quorum** for the sole purpose of filling vacancies to achieve a Board of three Directors.
- 4.4 **Directors must be at least 18 years of age** and resident in the Northwest Territories.
- 4.5 **Directors shall be elected at Meetings of the Members** to two-year terms on the Board, with the exception of Club Representatives, who shall be appointed to the Board by the relevant Member club for such term as the Member sees fit.
- 4.6 **Directors may be suspended** from their duties or expelled from the Board by a resolution receiving at least two-thirds of votes at a Meeting of the Members.
- 4.7 **The Board may appoint Directors** to fill vacancies outside Meetings of the Members. Appointed Directors serve the remainder of the original term.
- 4.8 **Board meetings may be called** by the President or any three directors. Notice of meeting time and place shall be given at least five-days in advance, with the

- exception that the Board may meet immediately following any Meeting of the Members.
- 4.9 Board meetings are conducted according to a **Consensus model of governance** (see Appendix A).
 - 4.10 **The President chairs Board meetings.** In the President's absence, the Vice-President chairs Board meetings. In the absence of both, Directors present shall choose one of their number to chair the meeting.
 - 4.11 **Decisions at Board meetings** are taken under the Consensus model using the system of Unanimous Consent Minus One, in which all Directors bar one, at least, must consent for a decision to be finalized.
 - 4.12 **Directors must declare financial, familial, contractual, or other conflicts of interest** applicable to them in any decision-making process of the Board, and refrain from taking part in that process.
 - 4.13 **Directors receive no compensation**, either directly or indirectly, for their services. However, directors may be reimbursed for travel and other expenses related to the performance of their duties on the Association's behalf, provided such expenses are properly substantiated.
 - 4.14 **An Executive Committee**, consisting of the President, Vice-President, Secretary, and Treasurer, shall remain in permanent effect to oversee the day-to-day business of the Association. The President shall chair the Executive Committee. Other committees may from time to time be appointed by the Board for any purpose.
 - 4.15 **The Board shall have the final decision** on any matters not provided for in these By-Laws.

5 OFFICERS

- 5.1 At each Meeting of the Members, following the election and appointment of a Board of Directors, those **Directors shall elect a President** and subsequently a Vice-President, a Treasurer, a Secretary, and any other positions as the Board sees fit to create or maintain, from among their number.
- 5.2 **A Club Representative may not be elected** an Officer of the Association. No person may hold more than one office concurrently.
- 5.3 **The Board may appoint an individual** to fill any vacant office outside a Meeting of the Members, for the remainder of the original term.
- 5.4 **The Board may, by resolution, remove any individual** from office. Otherwise, Officers retain their positions for the remainder of their term on the Board as a Director.
- 5.5 **Officers receive no special financial remuneration** or consideration for their duties.
- 5.6 **The President**, as the figurehead of the Association, acts as its spokesperson and both leads and guides the Board in its collective duties. The President chairs the Executive Committee, guides the Association's strategic direction, and is the direct supervisor of any employees or contractors hired by the Association, empowered to settle their terms of employment and remuneration.

- 5.7 **The Vice-President** performs the duties of the President should the latter be absent, ill or otherwise unable to act. The Vice-President sits on the Executive Committee.
- 5.8 **The Secretary** ensures accurate and timely records of all Board meetings and Meetings of the Members are kept. The Secretary makes the Association's records available to Members on request, oversees the issuing of notices to Members, and sits on the Executive Committee.
- 5.9 **The Treasurer** keeps full and accurate books of accounts recording all transactions relating to the Association. The Treasurer controls the depositing of money and disbursement of funds on the Association's behalf, reports regularly to the Board on the Association's financial health, and provides annual statements for the purposes of compliance with the Societies Act. The Treasurer sits on the Executive Committee.
- 5.10 **The Board shall outline the responsibilities of other offices** as they are created, and may from time to time vary the powers and duties of any officer.

6 ANNUAL & SPECIAL MEETINGS OF THE MEMBERS

- 6.1 All Meetings of the Members shall be governed by **the Consensus Model**.
- 6.2 The Association's **Annual Meeting** shall be held between 31 and 180 days after the financial year end, at a time and place agreed upon by the Board.
- 6.3 The Board, President, or any three Directors, may call a **Special Meeting** of the Members at any time, in writing and with the sole purpose of the meeting clearly stated.
- 6.4 **Meetings of the Members** shall be held in a community containing a Member club.
- 6.5 **Notice of Meetings of the Members** shall be provided at least 14 days in advance.
- 6.6 **The President chairs Meetings of the Members.** In the President's absence, the Vice-President chairs Meetings of the Members. In the absence of both, Directors present shall choose one of their number to chair the meeting. As required, the meeting chair may appoint scrutineers for the duration of the meeting.
- 6.7 **Quorum for a Meeting of the Members** shall be at least 51 percent of Member clubs in good standing in attendance, either represented in person or via conferencing technology. There shall be no attendance by proxy.
- 6.8 **Member clubs are responsible for identifying their representative** at any Meeting of the Members and communicating this to the Association no later than 48 hours in advance of the meeting.
- 6.9 **Decisions at Meetings of the Members**, other than elections, are taken under the Consensus model using the system of Unanimous Consent Minus One, in which all Members bar one, at least, must consent for a decision to be finalized.
- 6.10 **Elections at Meetings of the Members** afford each Member one vote for every 50 registered members or part thereof it possessed at the conclusion of the preceding season, on the last day of April of the same year. Candidates for the Board are elected by simple majority under this voting system. Ties are to be

resolved in the first instance by a second round of voting, and in the second instance by the drawing of lots.

- 6.11 **Meetings of the Members are adjourned** by the meeting chair with the Members' consent.

7 LIMITATIONS OF LIABILITY

- 7.1 **No Director or Officer of the Association 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 Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association 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 Association shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own wilful neglect or default.
- 7.2 Directors and Officers of the Association and their heirs, executors and administrators and estate and effects, respectively, shall be **indemnified and saved harmless** out of the funds of the Association 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 them for or in respect of any deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and 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.

8 NOTICES, RECORDS & BY-LAWS

- 8.1 **Notices and other documents** pursuant to these By-Laws will be provided to Members via their Club Representatives on the Board and through the Association's website.
- 8.2 **Records of the Association** shall be available to Members on request to the Secretary or through the Association's website.
- 8.3 **The Association's Constitution & By-Laws** may be repealed or amended by consent of the Members at a Meeting of the Members, ahead of which Members were provided with at least 30 days' notice of the proposed changes and their detail. All Members bar one, at least, must consent for any repeal or amendment to be finalized.

APPENDIX A: CONSENSUS DECISION-MAKING

Consensus decision-making is a [group decision-making](#) process in which group members develop, and agree to support a decision in the best interest of the whole. Consensus may be defined professionally as an acceptable resolution, one that can be supported, even if not the "favourite" of each individual.

Outcomes of the consensus process include:

- Better decisions: Through including the input of all stakeholders the resulting proposals may better address all potential concerns.
- Better implementation: A process that includes and respects all parties, and generates as much agreement as possible sets the stage for greater cooperation in implementing the resulting decisions.
- Better group relationships: A cooperative, collaborative group atmosphere can foster greater group cohesion and interpersonal connection.

Healthy consensus decision-making processes encourage expression of [dissent](#) early, maximizing the chance of accommodating the views of all minorities. Since unanimity may be difficult to achieve, especially in large groups, or consent may be the result of [coercion](#), fear, undue persuasive power or eloquence, inability to comprehend alternatives, or plain impatience with the process of debate, this association chooses to employ the decision rule of **Unanimity Minus One**.

The ethics of consensus decision-making encourage participants to place the good of the whole group above their own individual preferences. When there is potential for a block to a group decision, both the group and dissenters in the group are encouraged to collaborate until agreement can be reached. Simply [vetoing](#) a decision is not considered a responsible use of consensus blocking. Guidelines for the use of consensus blocking within the Cross Country NWT Board include:

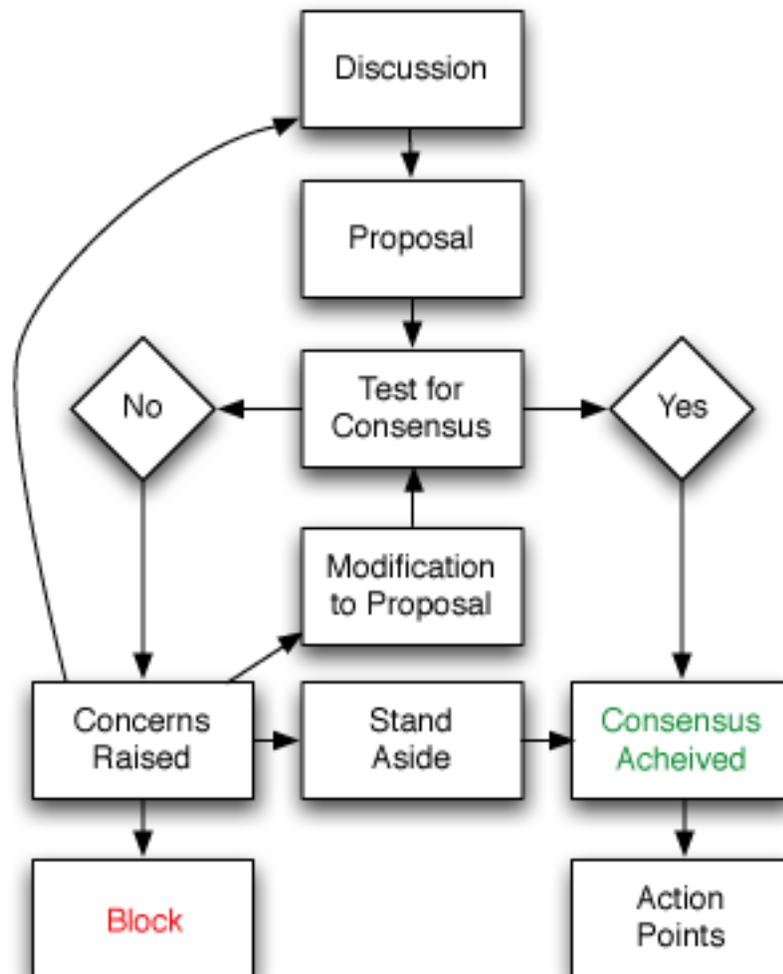
- Requiring a block from two or more people to put a proposal aside.
- Requiring the blocking party to supply an alternative proposal or a process for generating one.

When a participant does not support a proposal, he or she does not necessarily need to block it. When a call for consensus on a motion is made, a dissenting delegate has one of three options:

- **Declare reservations:** Group members who are willing to let a motion pass but desire to register their concerns with the group may choose "declare reservations." If there are significant reservations about a motion, the decision-making body may choose to modify or re-word the proposal.

- **Stand aside:** A "stand aside" may be registered by a group member who has a "serious personal disagreement" with a proposal, but is willing to let the motion pass. Although stand asides do not halt a motion, it is often regarded as a strong "nay vote" and the concerns of group members standing aside are usually addressed by modifications to the proposal. Stand asides may also be registered by users who feel they are incapable of adequately understanding or participating in the proposal.
- **Object:** Any group member may "object" to a proposal. More than one objection is required for a proposal to be blocked.

Blocks are generally considered an extreme measure—only used when a member feels a proposal endangers the organization or its participants, or violates the mission of the organization (i.e., a principled objection). A group member opposing a proposal must work with its proponents to find a solution that works for everyone.



- **Discussion of the item:** The item is discussed with the goal of identifying opinions and information on the topic at hand. The general direction of the Board and

potential proposals for action are identified during the discussion.

- **Formation of a proposal:** Based on the discussion a formal decision proposal on the issue is presented to the Board.
- **Call for consensus:** The President calls for consensus on the proposal. Each member of the Board must state whether they agree or consent, stand aside, or object. The number of objections is counted to determine if this step's consent threshold is satisfied. If it is, dissenters are asked to share their concerns with proceeding with the agreement, so that any potential harms can be addressed/minimized.
- **Identification and addressing of concerns:** If consensus is not achieved, each dissenter presents his or her concerns on the proposal, potentially starting another round of discussion to address or clarify the concern.
- **Modification of the proposal:** The proposal is amended, re-phrased or [ridered](#) in an attempt to address the concerns of the decision-makers. The process then returns to the call for consensus and the cycle is repeated until a satisfactory decision passes the consent threshold for the Board.