

CONSTITUTION AND BY-LAWS
CROSS COUNTRY SKI ASSOCIATION OF MANITOBA
Proposed amendments for October 24, 2020

CONSTITUTION

1. The name of the Association is the Cross Country Ski Association of Manitoba.
Mailing Address: 145 Pacific Ave.
Winnipeg, Manitoba, Canada R3B 2Z6
2. Purpose – these By-laws relate to the general conduct of the affairs of the Cross Country Ski Association of Manitoba (CCSAM), a not-for-profit amateur sport Association incorporated under the Manitoba Corporations Act and referred to as the "Association" in these By-laws.
3. The objectives of the Association are:
 - a. To enable, enhance and encourage cross-country skiing in Manitoba;
 - b. To seek support from and work cooperatively with organizations, agencies, groups and individuals having aims or objectives which are consistent with those of the Association;
 - c. To develop athletes, coaches and officials to represent Manitoba at regional, national and international competitions;
 - d. To affiliate with, and represent Manitoba to, Nordiq Canada (NC), the national governing body for the sport of cross-country skiing in Canada;
 - e. To raise, use, invest and reinvest funds to support these objectives.
4. The activities of the Association shall be carried out without purpose of financial gain for its members, and any profits earned by the Association shall be used for promoting its purposes.

BY-LAWS

ARTICLE 1 GENERAL

- 1.1 **Definitions** -- The following terms have these meanings in these By-laws:
- a) Act - the Manitoba Associations Act (C.C.S.M. c. C225).
 - b) By-Law – any by-law of the Association, including any special by-law, from time to time in force and effect;
 - b) Ad-hoc Committee - any committee, other than a Standing Committee, established by the Board to perform a certain task.
 - c) Auditor - an individual appointed by the Members at the Annual General Meeting to audit the books, accounts and records of the Association for a report to the Members at the next Annual General Meeting. The Auditor shall not be an Employee or a Director of the Association.
 - d) Board - the Board of Directors of the Association.
 - e) Constitution - the Constitution of the Association comprising a statement of the Association's purposes.
 - f) Director - an individual elected or appointed to serve on the Board pursuant to these By-laws.

- g) Member - shall include all categories of membership pursuant to these By-laws.
- h) Member in Good Standing - a Member of the Association who has paid their annual dues, has not been suspended or expelled from membership and is not subject to a disciplinary investigation or action of the Association.
- i) Officer - an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws.
- j) Ordinary Resolution - a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given.
- k) Provincial Organization - an organization having a province-wide mandate and profile and which is incorporated as an Association or Association in the province of Manitoba.
- m) Representative - an individual appointed by a Member to represent that Member's interests at meetings of the Members or at meetings of the Board, as the case may be.
- n) Special Resolution - a resolution passed by not less than three-quarters of the votes cast at a General Meeting of Members for which proper notice has been given.
- o) Standing Committee - the Executive Committee and any other Standing Committee that may be established by the Board.

1.2 **Interpretation** -- Words stating the singular shall include the plural and vice-versa, and words stating the male gender shall include the female gender as well as corporate bodies.

1.3 **Ruling on By-laws** -- Except as provided in the Act, the Board shall have the authority to interpret any provision of these By-laws which is contradictory, ambiguous or unclear.

ARTICLE 2 MEMBERSHIP

All applications for membership shall be submitted to CCSAM and, upon payment of current year fees and clearing all outstanding items, the applicant shall become a member.

2.1 Categories of Membership

There shall be 4 categories of membership in the Association:

- a. Full Member
- b. One day Member
- c. Member Club
- d. Associate Member

2.2 Qualifications for Membership

- a. **Full Member** – Any person who has applied for and been granted a membership with a Member Club as defined in the Club Policy of the Association.
- b. **One Day Member** – Any person who has applied for and been granted a one-day membership for participation in an event.

- c. **Member Club** – Any Club as defined in the Club Policy, which has applied for and been granted membership with the Association.
- d. **Associate Member** – Any individual, organization or group that supports the purpose and objective of the Association is eligible to be an Associate Member.

2.3 Admission of Members

No individual, organization or group shall be admitted as a Member unless the Applicant;

- a. Has made written application to the Board in the form prescribed by the Board;
- b. Has been approved as a Member by the Board;
- c. Has paid membership dues as determined by the Board.

2.4 Voting Rights of Members

Members shall have the following voting rights at all Meetings of Members:

- a. Full Members may attend and participate at Meetings of Members but may not vote;
- b. One Day Members may attend and participate at Meetings of Members but may not vote;
- c. Member Clubs may attend and participate at Meetings of Members and shall have one vote;
- d. Associate Members may attend and participate at Meetings of Members but may not vote.
- e. Directors, including the Executive Director, may attend and participate at Meetings of Members and shall have one vote each.

2.5 Membership Dues

- a. **Year** – Unless otherwise determined by the Board, the membership year of the Association shall start on November 15th or whenever the required documents and fees are received by the Association office in the *current season*. Membership ends on December 31 of the year in which the *current season* ends. The *current season* is October 1 to March 31.
- b. **Dues** – The Board of Directors shall determine Membership dues annually.
- c. **Deadline** – The Board shall determine the deadline date by which membership dues must be paid.

2.6 Withdrawal, Suspension and Termination of Membership

- a. **Resignation** – A Member may resign from the Association by giving written notice to the Board, except as stated in Clause 2.6b.
- b. **May Not Resign** – A Member may not resign from the Association when the Member is subject to a disciplinary investigation or action of the Association.

- c. **Arrears** – A Member may be suspended from the Association for failing to pay membership dues, program fees, account balances, where levied, by the deadline date prescribed by the Board. Should membership dues remain unpaid for an additional 90 days, the Member may be expelled from the Association.
- d. **Discipline** – In addition to suspension or expulsion for failure to pay membership dues, program fees, account balances, where levied, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.
- e. **Cease to be a Member** – Any Member Club shall cease to be a Member upon its dissolution or winding up of affairs. In this instance, individual Full Members of the dissolved Member Club will remain Full Members of the Association until the end of the Year.

ARTICLE 3 GOOD STANDING

3.1. A Member of the Association shall be in good standing provided that the Member:

- a. Owes no outstanding membership fees or other debt to the Association;
- b. Has not ceased to be a member;
- c. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon him;
- d. Has complied with Constitution, By-laws, policies, rules and regulations of the Association; and
- e. Is not subject to a disciplinary investigation or action of the Association, or if subject to disciplinary action previously, he has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Association.

3.2 Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of good standing set out above.

ARTICLE 4 GOVERNANCE

Composition of the Board

4.1 **Directors** – The Board of Directors shall consist of the Directors and the Executive Director where the Executive Director is a voting member of the Board.

Powers of the Board

4.2 **Powers of the Association** – Except as otherwise provided in the Act, the Constitution or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

4.3 **Managing the Affairs of the Association** – The Board may make policies and procedures for managing the affairs of the Association in accordance with the Act, the Constitution and these By-laws.

4.4 **Discipline** – The Board may make policies and procedures relating to discipline of Members and shall have the authority to discipline Members in accordance with such policies and procedures.

4.5 **Dispute Resolution** – The Board may make policies and procedures relating to management of disputes within the Association and all disputes shall be dealt with in accordance with such policies and procedures.

4.6 **Employment of Individuals** – The Board may employ such individuals as it deems necessary to carry out the work of the Association.

Election of Directors

4.7 With the exception of the Executive Director and Past-Chair who shall become Directors automatically, the Members at the Annual General Meeting shall elect Directors.

Resignation and Removal of Directors

4.8 **Resignation** – A Director may resign from the Board at any time by presenting his notice of resignation to the Board. This resignation shall become effective the date on which the request is accepted by the Board.

4.9 **May Not Resign** – A Director may not resign from the Association when the Member is subject to a disciplinary investigation or action of the Association.

4.10 **Vacate Office** – The office of any Director shall be vacated automatically if the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board.

Meetings of the Board

4.11 **Number of Meetings** – The Board shall hold at least six meetings per year.

4.12 **Call of Meeting** – The meetings of the Board shall be at the call of the Chair, or at the call of the Executive Director if the Directors make a written request to the Executive Director to call a meeting.

4.13 **Notice** – Written notice of Board Meetings shall be given to all Directors at least 7 days prior to the date of the meeting.

4.14 **Quorum** – A quorum shall be the majority of all authorized Directors.

4.15 **Chair** – If the Chair is absent from the meeting the Vice-Chair shall preside over the meeting. If both the Chair and the Vice-Chair are absent from the meeting, the Board shall appoint from among its members a Director to preside over the meeting.

4.16 **Voting** – Unless specified otherwise, questions shall be decided by majority vote, where the Chair carries a vote and where a tie vote shall fail. Voting shall be by show of hands, by email vote or by any type of communication where the intent of the voter is clear, unless a majority of the Directors approve a secret ballot. In the case of email voting a voter that fails to reply will be considered abstained.

4.17 **Telephone Meetings** – A Meeting of the Board may be held by telephone conference call. Where any Director is unable to attend a meeting, that Director may participate in the meeting by means of telephone. Directors who participate in a meeting by conference call or telephone are considered to have attended the meeting.

Officers

4.18 **Officers** - The Officers of the Association are the Chair, Vice-Chair, Secretary, Treasurer and the immediate Past-Chair.

4.19 **Election and Appointment of Officers** – With the exception of the Past-Chair, who shall become an Officer automatically, Officers shall be elected by the Members at the Annual General Meeting. The nominee for each position receiving the largest number of votes will be considered elected. In the event of a tie vote, there shall be a second ballot to resolve the tie and if after a second ballot a tie remains, such a tie shall be resolved by drawing lots. An Officer may also be appointed by the Board of Directors to fulfill a position prescribed by the Board.

4.20 **Length of Term** – Each Officer shall be elected for a two-year term. The Chair and the Secretary shall be elected in odd-numbered years and the Vice-Chair and Treasurer shall be elected in even-numbered years.

4.21 **Duties** – The duties of Officers are as follows:

- a. The Chair shall be responsible for the general supervision of the affairs and operations of the Association, shall preside at the Meetings of Members of the Association and at meetings of the Board and the Executive Committee and shall perform such other duties as may from time to time be established by the Board;
- b. The Vice-Chair shall perform the duties and exercise the powers of the Chair in the absence of the Chair, and shall perform such other duties as may from time to time be established by the Board;
- c. The Secretary shall cause to be kept proper minutes of the meetings of Members, the Board and the Executive Committee, other records of the Association and shall perform such other duties as may from time to time be established by the Board;
- d. The Treasurer shall account for the funds of the Association and keep proper record of said funds, receipts, books and disbursements necessary, as laid out by the Board of Directors and as required by the

- Act. The Treasurer shall be responsible for ensuring the accuracy of the financial statements of the Association and shall perform other such duties as may from time to time be established by the Board;
- e. The Past-Chair shall perform such duties as may from time to time be established by the Board.

4.22 **Vacancy** – Where the position of an Officer becomes vacant for whatever reason the Board may appoint a qualified individual to fill the vacancy for the remainder of the Officer's term.

4.23 **Removal** – An Officer may be removed by Special Resolution of the Members present at a General Meeting, provided the Officer has been given notice of and the opportunity to be present and to speak at such a Meeting.

Committees

4.24 **Standing Committees** – The Standing Committees of the Association shall include the Executive Committee. The Board may establish other Standing Committees, appoint their members, prescribe the duties, and delegate to any Standing Committee any of its powers, duties and functions except where prohibited by the Act, the Constitution or these By-laws. The Executive Director shall be a voting member of all Standing Committees.

4.25 **Executive Committee** – The Executive Committee shall be comprised of the Chair and Officers as appointed by the Chair. The Executive Committee shall have the authority to oversee the implementation of Board policies during intervals between meetings of the Board and shall perform other duties as may from time to time be prescribed by the Board.

4.26 **Ad-hoc Committees** – The Board may establish Ad-hoc committees to perform certain tasks, appoint their members, assign staff persons, prescribe the duties of Ad-hoc Committees and delegate to any Ad-hoc Committee any of its powers, duties and functions except where prohibited by the Act, the Constitution or these By-laws. Such Ad-hoc committees shall be dissolved upon completing their tasks or upon being discharged by the Board.

4.27 **Committee Members** – Except for the Executive Committee any individual may be appointed to any committee, and once appointed shall be a voting member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person, other than the Executive Director, and thus a non-voting member of the committee.

4.28 **Quorum** – A quorum for any committee shall be the majority of its voting members.

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

4.30 **Removal** – The Board may remove any member whom it has appointed to any committee.

Remuneration

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

Conflict of Interest

4.32 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 Association shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest and the Association's Conflict of Interest policy.

ARTICLE 5 MEETINGS OF MEMBERS

General Meetings

5.1 **Types of Meetings** – General Meetings of Members shall include Annual General Meetings and Special General Meetings.

5.2 **Notice** – Written notice of General Meetings shall be given to all Members at least 14 days prior to the date of the meeting.

5.3 **Annual General Meeting** – The Association shall hold an Annual General Meeting on such a date and at such time and place as may be determined by the Board, provided the Annual General Meeting shall be held not more than 15 months after the preceding Annual General Meeting.

5.4 **Special General Meeting** – A Special General Meeting of the Members may be called at any time at the discretion of the Board or upon the written request of 25 percent or more of the voting Members of the Association.

5.5 **Quorum** – Quorum at a General Meeting shall be a majority of authorized Directors and at least three (3) Member Clubs or their Representatives.

5.6 **Business at Meetings** – Election of Officers, approval of financial statements, and appointment of the Auditor may only be conducted at the Annual General Meeting. Any other business including Ordinary Resolutions and Special Resolutions may be conducted at the Annual General Meeting or Special General Meetings.

5.7 **Proxy** – Voting by proxy shall be permitted provided a proxy form is signed by the Member and submitted to the Association prior to or at the General Meeting.

5.8 **Voting** – Unless specified otherwise, questions shall be decided by Ordinary Resolution, where the Chair carries a vote and where a tie vote shall fail. Voting shall be by show of hands unless a majority of the Members approve a secret ballot.

ARTICLE 6 FINANCE AND MANAGEMENT

6.1 **Fiscal Year** – Unless otherwise determined by the Board, the fiscal year of the Association shall be April 1 to March 31.

6.2 **Auditor** – At each Annual General Meeting the Members shall appoint an Auditor.

6.3 **Signing Authority** – The Board shall designate from among the Officers two or more individuals who shall have signing authority for all financial transactions and contracts conducted in the name of the Association. All such transactions and contracts shall require two signatures.

6.4 **Property** – The Association 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.

6.5 **Borrowing** – The Association may borrow funds upon such terms and conditions as the Board may determine, provided such borrowing is approved by a quorum at a meeting of the board.

6.6 **Books and Records** – The Board shall ensure that all books and records of the Association required to be kept by the Act, this By-laws or any other statute or law are regularly and properly kept.

ARTICLE 7 INDEMNIFICATION

7.1 **Shall Indemnify** – The Association shall indemnify and hold harmless out of the funds of the Association each Director and Officer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

7.2 **Shall Not Indemnify** – The Association shall not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.

7.3 **Insurance** – The Association may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

ARTICLE 8 NOTICE

8.1 **Written Notice** – In these By-laws, written notice shall mean notice that is hand-delivered, faxed, provided by electronic or surface mail or by courier to the address of record of the Association, Director or Member, as the case may be.

8.2 **Days** – In these By-laws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.

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

ARTICLE 9 AMENDMENT OF BY-LAWS

9.1 **Special Resolution** – These By-laws may only be amended, revised, repealed or added to by a Special Resolution at a General Meeting.

9.2 **Notice** – The 14 days written notice of the General Meeting of the Association must include details of the proposed resolution to change the By-laws.

9.3 **Registration** – The amended By-laws shall take effect in accordance to the Corporations Act.

ARTICLE 10 ADOPTION OF THESE BY-LAWS

10.1 **Ratification by Members** – These By-laws are ratified by a Special Resolution of the Members on October 23, 2004.

10.2 **Repeal of Prior By-laws** – In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action taken pursuant to the repealed By-laws.

10.3 **Enactment of By-laws** – These By-laws are hereby enacted and shall come into force upon this day forward.

ARTICLE 11 DISSOLUTION OF THE CORPORATION

11.1 **Dissolution** — In the event of dissolution of the Association, and after payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of within one year to Member Clubs in good standing of the Association.