

**BYLAWS**  
**SASKATCHEWAN WHEELCHAIR SPORTS ASSOCIATION**  
**March 20<sup>th</sup>, 2013**

**ARTICLE I                   DEFINING AND INTERPRETING THE BYLAWS**

**1.1       DEFINITIONS**

In these Bylaws, the following words have these meanings:

- 1.1.1   “Act” means *The Non-profit Corporations Act of Saskatchewan*
- 1.1.2   “Annual Meeting” means the Annual General Meeting of the Corporation
- 1.1.3   “Article” means the Articles contained within the Bylaws of the Corporation
- 1.1.4   “Association” means Saskatchewan Wheelchair Sports Association
- 1.1.5   “Board” means the Board of Directors of the Corporation
- 1.1.6   “Corporation” means Saskatchewan Wheelchair Sports Association
- 1.1.7   “Director” means an elected or appointed Director of the Corporation
- 1.1.8   “Member” means an individual member in good standing regardless of the type of membership category
- 1.1.9   “Officers” mean President, Vice-President, and Vice-President Finance of the Corporation
- 1.1.10   “Special Meeting” means the special meeting described in Article 4.1.3 of the Bylaws
- 1.1.11   “Resolution” means a motion requiring member voting at an Annual or Special Meeting of the Corporation

## **ARTICLE II                      GENERAL AND ADMINISTRATION**

### **2.1      NAME**

The official name of the Association is Saskatchewan Wheelchair Sports Association

### **2.2      ADDRESS**

The registered address of Saskatchewan Wheelchair Sports Association is 510 Cynthia Street, Saskatoon, SK, S7L 7K7. The Board may change the registered office within Saskatchewan. Notice of such will be provided as required by the *Act* and bodies to whom the Association is accountable.

### **2.3      INCORPORATION**

The Saskatchewan Wheelchair Sports Association is incorporated as a Saskatchewan Charitable Corporation pursuant to the *Non-profit Corporations Act of Saskatchewan*.

### **2.4      BOOKS AND RECORDS**

The necessary books and official records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.

### **2.5      OBJECTIVES**

The objectives of the Association are to promote and support participation in wheelchair sports at all levels, from introductory involvement through to high performance competition.

### **2.6      AFFILIATION**

The Association shall operate under the jurisdiction of Sask Sport's Bylaws and rules where applicable. The Association will work in partnership with the Canadian Wheelchair Sports Association, Wheelchair Basketball Canada and other organizations, as appropriate, in order to promote and achieve the objectives of the Association.

### **2.7      EXCLUSIVE RESPONSIBILITY**

Any topic not covered by the present these Bylaws, or the Policy Manual of the Association, shall remain the exclusive responsibility of the Board.

### **2.8      FISCAL YEAR**

The fiscal year of the Corporation shall be 01 July to 30 June of the following year.

## **2.9 BANKING ARRANGMENTS**

The banking business of the Corporation shall be conducted at such financial institution as the Board may designate.

## **2.10 AUDITOR**

The auditor of the Corporation shall be appointed each year at the Annual General Meeting. They must have the necessary qualifications to perform an audit, be independent of the Corporation, and work with the Officers and staff of the Corporation to audit the books, accounts, and records of the Corporation in order to report to the Members at the next Annual Meeting.

## **2.11 CONDUCT OF MEETINGS**

Unless otherwise specified in the Act or these Bylaws, Member and Board meetings shall be conducted according to Roberts Rules of Order (current edition).

## **ARTICLE III                      MEMBERSHIP**

### **3.1      Qualification**

Any individual may become a Member of the Association upon application for membership provided they uphold the rules of the Association, pay the prescribed fees by the established dates, and are approved by the Board of Directors.

### **3.2      Categories of Membership**

There shall be (3) categories of membership, with membership rights based on individuals within each category:

#### **3.2.1    Individual**

An individual member shall be any person who completes an Association membership form and pays the individual membership fee.

#### **3.2.2    Family**

The family member shall be any group of qualifying individuals who complete a family membership form and pay the applicable fee. All family members must reside in the same household. All individuals of the family membership will have the same privileges as individual Association members.

#### **3.2.3    Club**

A club member will be any club wishing to affiliate with the Association. The club must complete the club membership application and pay the applicable fee. All individuals in the club must also be members of the Association.

### **3.3      Fees**

Membership fees payable shall be set from time to time by resolution of the Board.

### **3.4      Membership Year**

The membership year shall be the same as the fiscal year of the Corporation.

### **3.5      Condition of Membership**

To maintain status as a member in good standing, all members shall:

- a. Abide by the Association's Articles, Bylaws, rules and policies
- b. Pay any and all prescribed fees, dues, or indebtedness as established by the Board.

### **3.6 Rights and Responsibilities of Members**

The rights and responsibilities of members are:

- a. To attend and participate in discussions of the General meetings of members of the Association;
- b. To exercise their vote in accordance with the Bylaws of the Association;
- c. To participate fully in all Association activities, share in the Association's enterprises and enjoy benefits arising from the Association's affiliation with various organizations;
- d. To receive equal protection and benefit of all policies and procedures adopted by the Association; and
- e. At all times to be treated reasonably and fairly in accordance with the principles of natural justice.

### **3.7 Discipline**

Should a Member violate a Bylaw or policy of the Association, they may be subject to disciplinary action up to and including suspension and expulsion, as determined by the Board and in accordance with the Association's Policies.

### **3.8 Appeal**

A Member, who has been subject to disciplinary action, shall have access to appeal as outlined in the Policy Manual of the Association.

**ARTICLE IV ANNUAL AND SPECIAL GENERAL MEETINGS**

**4.1 ANNUAL AND SPECIAL GENERAL MEETINGS**

4.1.1 Scheduling the Annual Meeting

The Association shall hold an Annual Meeting no later than three months following the end of each fiscal year. The Board sets the place, day and time of the meeting.

4.1.2 Agenda

The Annual Meeting deals with the following matters:

- a. Adopting the Agenda
- b. Adopting the Minutes of the last Annual Meeting
- c. Considering the President’s report
- d. Reviewing the Budget and Financial Statements setting out the Association’s income, disbursements, assets and liabilities, and the Auditor’s report
- e. Appointing the Auditors
- f. Ratifying the Board’s actions for the year
- g. Electing the Directors of the Board
- h. Considering matters specified in the Notice of Meeting
- i. Other specific motions that the Board has given notice of before the meeting is called.

4.1.3 A Special Meeting may be called by the Board to address an urgent matter that cannot otherwise wait until the Annual Meeting. Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

**4.2 NOTICE**

Notice of the Annual or a Special Meeting, and any resolutions to be dealt with thereto, shall be given to the Members by means determined by the Board no less than thirty (30) days before the time fixed for the holding of the Annual or Special Meeting. A meeting shall not be invalid due to accidental omission of notice to a Member.

**4.3 QUORUM**

The quorum for transaction of business at an Annual or Special Meeting shall be constituted based on the number of Members attending and qualified to vote.

#### **4.4 VOTING RIGHTS AND PROCEDURES**

- 4.4.1 Voting rights are accorded to individuals in good standing, at least 16 years of age, and attending the Annual or Special Meeting of the Association. Each qualifying individual shall be entitled to one (1) vote on each motion arising.
- 4.4.2 At the Annual or a Special Meeting of the Association, every motion shall be decided by a majority of the votes of Members present and entitled to vote, except motions amending Bylaws, which shall be decided by a two-thirds (2/3) majority of Members present and entitled to vote. Every motion shall be decided by a show of hands.
- 4.4.3 The Chair declares a resolution carried or lost. This statement is final, and does not need to include the number of votes for and against the resolution.

#### **4.5 PROXIES**

There shall be no voting by proxy at the Annual or a Special Meeting.

#### **4.6 NOMINATION AND ELECTION**

- 4.6.1 An individual member in good standing, 18 years of age or older, who has the power under law to contract, and who meets the qualifications as set forth in the *Act*, may be nominated for election as a Director.
- 4.6.2 Nominations for open Director positions shall be received by the Association Nominating Committee a minimum of 30 days prior to the date of the Annual Meeting. Nominations shall not be accepted from the floor.
- 4.6.3 The term of office of each Director shall be two (2) years. Terms of office to be staggered such that no more than 50% of Directors are elected annually.
- 4.6.4 A Director shall be eligible for re-election after their term has ended.
- 4.6.5 The Board may fill any vacancy by appointment until the next Annual Meeting at which time an election to complete the original term of office shall take place.
- 4.6.6 Persons receiving remuneration for work performed on behalf of the Association are not eligible to hold a position as a Director.

## **ARTICLE V                      BOARD AND OFFICERS**

### **5.1      BOARD COMPOSITION**

The Board of the Corporation shall be composed of the following voting members:

- a. Ten (10) elected Directors at Large
- b. Up to two (2) additional Directors at Large (appointed by the Board)

And the following ex-officio (non-voting) member:

- c. Executive Director

### **5.2      TERM OF OFFICE**

The term of office for a Director is two (2) years.

### **5.3      MEETINGS OF THE BOARD**

5.3.1 Members of the Board shall meet as often as considered necessary. Notice of such meetings shall be provided a minimum of seven (7) days in advance.

5.3.2 The Directors may meet by teleconference or by other electronic medium as agreed by the Board.

5.3.3 A quorum for meetings of the Board shall consist of 50% of the Board of Directors plus one (1).

### **5.4      DECISIONS OF THE BOARD**

The Board of Directors may approve a resolution or motion, or render a decision by way of in person at meetings, or written approval forwarded electronically. All voting Members of the Board shall have one (1) vote except the Chair who will vote only in the case of a tie. Voting in person shall be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions shall be passed upon a majority of the votes being in favour of the resolution.

### **5.5      OFFICERS**

The Officers of the Corporation shall be the President, Vice-President and Vice-President Finance, and such other Officers as the Board may determine from time to time. The voting members of the Board, at a meeting immediately following the Annual Meeting, shall appoint the Officers of the Board.



## **5.6 DUTIES OF OFFICERS**

### **5.6.1 President**

The President shall be responsible for the general supervision of the affairs and operations of the Corporation, shall chair the Annual, Special, and Board Meetings of the Corporation, and shall perform such other duties as may from time to time be established by the Board. The President may delegate any duties as deemed appropriate.

### **5.6.2 Vice-President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in his/her absence or inability to act.

### **5.6.3 Vice-President Finance**

The Vice-President Finance shall monitor and ensure the accuracy of the financial accounting records of the Corporation as required by the *Act*, legislation, and other bodies to whom the Association reports; and shall supervise the management and disbursement of funds of the Corporation. They shall ensure accurate updated budgets and financial statements are provided to the Board as requested (minimum quarterly) and shall ensure staff assist the Auditor in preparation of the audited financial statements for the Annual Meeting.

5.6.4 The Officers shall perform such other duties as may from time to time be established by the Board.

## **5.7 POWERS AND DUTIES OF THE BOARD**

5.7.1 The Board of Directors is responsible and accountable to the membership for the strategic leadership of the Association. Jointly, they are responsible to establish the overall short and long-term goals, objectives, and priorities that meet the needs of the community.

5.7.2 The Board of Directors is the legal authority for the Association. Except as provided in the Articles of Incorporation, *Act* or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

5.7.3 The Board may make policies and procedures or manage the affairs of the Corporation in accordance with the *Act* and these Bylaws.

5.7.4 The Board retains the authority to establish and regulate terms of reference for any Committee, and may delegate any of its powers, duties or functions to any Committee.

- 5.7.5 The Board shall ensure appropriate internal and external controls are in place to properly fulfill all financial, reporting, and legislative requirements. They shall ensure the assets and property of the Association are kept safe, properly maintained, and protected.
- 5.7.6 The Board may, from time to time, borrow funds and may pledge assets allowed in Bylaw, in order to ensure payment of loans or other Corporation debts.
- 5.7.7 The Board shall be responsible for the employment and performance review of an Executive Director to whom they may delegate certain authorities and responsibilities required to carry out the mission, vision, and goals of the Association.

## **5.8 REMUNERATION**

There shall be no remuneration of any Director, Officer, or member of any Board designated Committee with the exception of a reimbursement of expenses in accordance with policies approved by the Board.

## **5.9 CONFLICT OF INTEREST**

A Director, Officer, or member of a Board designated Committee shall be bound by the Board approved policy regarding any perceived conflict of interest.

## **5.10 RESIGNATION, REMOVAL OF DIRECTOR OR OFFICER**

### **5.10.1 Resignation**

A Director or Officer may resign by delivering a written notice to the Board of the Corporation. The effective date is the date of the written resignation.

### **5.10.2 Removal**

A Director or Officer may be removed from office by resolution of the Board, providing the motion is passed by two-thirds (2/3rds) of the Directors. The Director or Officer under consideration shall have no vote in this case. The removal is effective immediately following the passing of the motion.

### **5.10.3 Appeal**

A Director or Officer, who has been so removed, shall have access to appeal as outlined in the Policy Manual of the Association.

## **5.11 INDEMNIFICATION**

The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators 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.

The Corporation shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

**ARTICLE VI                      AMENDING THE BYLAWS**

- 6.1     These Bylaws may be cancelled, altered, or added to by Resolution at any Annual Meeting or Special Meeting of the Corporation.
- 6.2     The thirty (30) days notice of the Annual Meeting or Special Meeting of the Corporation must include details of the proposed resolution to change the Bylaws.
- 6.3     Amendments to these Bylaws shall only be made after the motion to amend has been passed by two-thirds (2/3) majority of those present and eligible to vote at an Annual Meeting or Special Meeting of the membership.
- 6.4     The amended Bylaws take effect immediately following approval of the Resolution at the Annual Meeting or Special Meeting of the membership.

**ARTICLE VII                      DISSOLVING THE ASSOCIATION**

**7.1     WINDING UP**

On dissolution of the Association, the appropriate sections of *The Non-profit Corporations Act* of Saskatchewan shall apply.