

## **BYLAWS**

### **ARTICLE 1 - MEMBERSHIP AND VOTING**

- 1.1 Any sports association or organization may become a member of the corporation upon application for membership, submission of evidence of meeting the membership conditions, payment of the prescribed membership fee and approval by the Board of Directors under one of the following categories.
- 1.1.1 **Active Members:** Associations which:
- (a) govern the circumstances of a particular sport activity and are the Provincial Authority recognized by their national sport governing body; or
  - (b) provincial multi-sport or multi-service organizations that contribute to sport through the provision of core services that meet the needs of the provincial sport community, and that play a provincial leadership role through their expertise and capacity in that core service area.
- Active members shall have two (2) votes at all meetings of members of the Corporation.
- 1.1.2 **Affiliate Members:** Those Sport, Culture and Recreation Districts who are actively involved in coordinating and facilitating sport programs and services for the distinct geographic area they serve. Affiliate members shall have one (1) vote at all meetings of members of the Corporation.
- 1.1.3 **Associate Members:** Those associations who wish to contribute to or be associated with amateur sport but do not directly conduct or regulate sport activities and they shall have no vote.
- 1.1.4 The General Council shall consist of two (2) representatives of each active member, one (1) representative of each affiliate member and one (1) representative of each associate member.
- 1.2 Any member may withdraw from the Corporation at any time by notice to the Corporation, but upon withdrawal the member shall not be entitled to a refund of any portion of the fees that may have been paid.
- 1.3 The membership fees and related conditions, if any, shall be prescribed by the Board of Directors.
- 1.3.1 **Members in Good Standing:** shall be defined as any member who meets the membership conditions and has paid the current year's dues by June 1<sup>st</sup>.
- 1.4 The Board of Directors may suspend or expel any member, whose conduct is such as to bring discredit to the Corporation. No member may be expelled or suspended without thirty (30) days notice in writing of the nature of the complaint. The member is entitled to a hearing with the Board of Directors before the expulsion or suspension can be invoked.

### **ARTICLE 2 - GENERAL MEETINGS**

- 2.1 The annual general meeting of the General Council of the Corporation shall be on a date to be fixed by the Board of Directors.

- 2.2 A special meeting of the General Council of the Corporation may be called by the Chair of Sask Sport Inc. as and when he/she considers it necessary, but he/she shall call a special general meeting when requested so to do in writing by at least six (6) members. Such a Special General Council is to be held within forty (40) days of receipt of a request from the members.
- 2.3 Notice of a general meeting shall be given to the members by means determined by the Board of Directors.
- 2.4 A majority of total votes available of the voting members shall constitute a quorum at any General Council meeting. Quorum shall be determined by registration at the General Council meeting and shall be deemed to continue to the close of business of the General Council meeting.
- 2.5 There shall be no voting by proxy at any general meeting of the General Council, the Board of Directors, or any committee or any sub-committee. A majority vote governs all issues except Amendment of Bylaws.

### **ARTICLE 3 - BOARD OF DIRECTORS**

- 3.1 The supervision and business responsibility of the Corporation shall reside with the Board of Directors, hereinafter referred to as the Board.
- 3.2 The Board shall be composed of twelve (12) directors or such other number as may be determined from time to time by the General Council in General Meeting and where the immediate past Chair is not one of the twelve, he/she shall be a director.
- 3.3 A voting member in good standing may nominate one (1) person for election to the Board each year, such nominee to represent the interest of all members.
- 3.3.1 All employees of Sask Sport Inc., SaskCulture, Saskatchewan Parks and Recreation Association, their associated partners and subsidiaries, AND any person who receives the majority of his/her income from an organization that is eligible to receive direct or indirect funding from the Saskatchewan Lotteries Trust Fund for Sport, Culture and Recreation and whose work involves providing services and/or programs in sport, culture and recreation, shall not be eligible for election to the Board of Directors of Sask Sport Inc.
- 3.4 The Board shall elect a Chair, one or more Vice Chair(s), a Secretary-Treasurer and any other officers it deems necessary from within its own membership.
- 3.5 Board members shall be elected for three (3) year terms. Each election shall elect a total of one-third (1/3) the membership of the Board for a three (3) year term. A nomination committee shall consist of at least three (3) persons.
- 3.6 Directors completing a term on the Sask Sport Board may stand for re-election after at least one year absence from the Board. This restriction does not apply to a Director completing less than a full term on the Board.
- 3.7 Any vacancy to occur may be filled by appointment by the Board. Such an appointee shall hold office until the next annual meeting at which time the vacancy shall be filled by election for the unexpired term of office.
- 3.8 No person may serve on the Board more than two (2) full terms, saving that service on the Board for a partial term shall not be calculated for the purpose of this restriction.
- 3.9 The Board shall meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they may determine.
- 3.10 Notice of Board Meetings may be given in the Minutes distributed, or at least one week prior to the date of the meeting. However, the Board may meet on regular dates without notice, or may meet at any time or place without notice, by consent of two-thirds (2/3) of the Board, every Board member being notified.
- 3.11 A majority of Directors shall constitute a quorum at any Board of Directors meeting.

- 3.12 The Board shall appoint a Chief Executive Officer, with or without staff, to administer and implement the activities of the Corporation in accordance with the policies and directives decided upon by the Board and approved by the General Council and further all staff should be bonded in an amount to be set by the Board of Directors.
- 3.13 The Board shall establish terms of reference and membership of any required committees, provide resources for committee functions, and ensure committee reporting procedures.
- 3.14 The Board shall appoint a committee called the Lottery Committee which shall be responsible to the Board for the operation of the Western Canada Lottery, Saskatchewan Division and Sask Sport Distributors Inc. The Lottery Committee shall operate according to the policies and directive that are set out by the Board of Directors.
- 3.15 The Board shall appoint a Committee called the Trust Committee which shall be responsible to the Board for the operation of Saskatchewan Lotteries Trust Fund for Sport, Culture and Recreation. The Trust Committee shall operate according to the policies and directives that are set out by the Board of Directors.
- 3.16 The Board shall appoint a Committee called the Sport Committee which shall be responsible to the Board for the Sport Division. The Sport Committee shall operate according to the policies and directives that are set out by the Board of Directors.
- 3.17 The Board shall appoint a Committee called the Administration Center Advisory Committee which shall be responsible to the Board to assist in increasing the efficiency and effectiveness of volunteer non-profit organizations in sport, culture and recreation by providing quality office space, administrative services and other common support services. The Administration Center Advisory Committee shall operate according to the policies and directives that are set out by the Board of Directors.
- 3.18 The Board shall appoint a committee called the Audit Committee which shall be responsible to the Board to assist with the thorough examination and review of all significant financial information and to make recommendations or policy and procedures as required.
- 3.19 All actions of the Board and its representatives are to be approved annually by the General Council by means of an approving motion.

#### **ARTICLE 4 - DIRECTORS**

- 4.1 The officers of the Corporation are the Chair, the Vice Chair(s), Secretary-Treasurer, and other such officers as required.
- 4.2 The Executive officers are elected by the Directors of the Board from among themselves.
- 4.3 To be eligible for the office of Chair, an individual must not be a president or chairman of a provincial sport governing body, or must relinquish such office immediately upon becoming Chair.
- 4.4 The Chair shall preside at all meetings of the General Council and the Board of Directors and shall have no vote except in the case of a tie.
- 4.5 The Chair shall be an ex-officio member of all committees and any sub-committees, except the Nomination Committee, of the Corporation.
- 4.6 The Chair shall be the official representative of the Corporation.
- 4.7 A Vice Chair shall preside at all meetings in the absence of the Chair and shall assume the functions at that time.
- 4.8 The Secretary-Treasurer shall be responsible for notices of meetings, minutes and reports, and Membership registrations and communications.

- 4.9 The Secretary-Treasurer shall be responsible for providing and maintaining records and accounts and such investments as the Board directs; and shall report at each Board meeting re: the finances and operating balance. The Secretary-Treasurer will present a report along with the Auditor's report to the General Council.

#### **ARTICLE 5 - FINANCES**

- 5.1 The Board shall be responsible for the securing, controlling and accounting of the finances of the Corporation and all operating funds of the Corporation shall be placed and kept in legal accounts approved by the Board.
- 5.2 All documents providing payments by the Corporation shall be signed by a minimum of two (2) of the signing authorities designated by the Board.
- 5.3 Funds may be placed in investment programs, securities and properties, to the advantage of the Corporation and as approved by the Board.
- 5.4 The fiscal year of the Corporation is from April 1 to March 31.

#### **ARTICLE 6 - CUSTODY AND USE OF SEAL**

- 6.1 The seal of the Corporation shall be in the custody of the Chair or other such person as may be designated by the Board and all papers or documents required to be sealed on behalf of the Corporation shall be sealed in the presence of the Chair and Secretary-Treasurer or of such other person as may be designated by resolution of the Board.

#### **ARTICLE 7 - AUDIT**

- 7.1 An auditor shall be appointed by the members of the Corporation at the Annual Meeting of members for the purpose of auditing the books of the Corporation.

#### **ARTICLE 8 - AMENDMENTS OF BYLAWS**

- 8.1 A member supported by a seconder may propose amendments to this constitution or other such bylaws established by the General Council by submitting such amendments in writing to the Board at least thirty (30) days in advance of the General Meeting. The Board will circulate the amendments to the membership at least fifteen (15) days in advance. The amendment shall only be made after the motion to amend has been passed by two-thirds (2/3) majority of those present and voting at a General Meeting of the General Council. Amendments to take effect at the conclusion of the General Meeting at which they are passed.

#### **ARTICLE 9 - WINDING UP**

- 9.1 Subject to Section 199(5), (6), of the Non-profit Corporations Act, on dissolution of the Corporation, its property and assets shall, after the payment of all liabilities be transferred to one or more charitable corporations as may be decided by the Corporation in General Meeting.