



# BYLAWS

## ARTICLE 1 - MEMBERSHIP AND VOTING

- 1.1 Any sport association or organization may become a Sask Sport Inc. (“**Sask Sport**”) member upon application for membership, submission of evidence of meeting the membership conditions, payment of the prescribed membership fee and approval by the Sask Sport Board of Directors (“**Board of Directors**”) under one of the following categories.
- 1.1.1 Active Members:
- (a) Associations which govern the circumstances of a particular sport activity and are the provincial authority recognized by their National Sport Organization, 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 Sask Sport membership meetings.
- 1.1.2 Affiliate Members: 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 Sask Sport membership meetings.
- 1.1.3 Associate Members: 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 Voting Delegates shall be a group of representatives from each class of Active Members and Affiliate Members, who are entitled to vote on matters at Annual General Meetings and Special Meetings of the membership (the “**Voting Delegates**”). The Voting Delegates shall consist of two (2) representatives of each Active Member and one (1) representative of each Affiliate Member.
- 1.2 Any member may withdraw from Sask Sport at any time by notice to Sask Sport, 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: any member who meets the membership conditions and has paid the current year's dues by June 1.
- 1.4 The Board of Directors may suspend or expel any member whose conduct brings discredit to Sask Sport. No member may be expelled or suspended without thirty (30) days' written notice 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 - MEETINGS**

- 2.1 The Annual General Meeting of the Sask Sport membership shall be on a date to be fixed by the Board of Directors.
- 2.2 A Special Meeting of the membership may be called by the Chairperson of the Board of Directors (the "**Chair**") when necessary.
- 2.3 When requested in writing by at least twenty-five (25) per cent of the membership, the Chair shall call a Special Meeting of the membership to be held within forty (40) days from receipt of such request.
- 2.4 Notice of an Annual General Meeting or Special Meeting shall be given to the membership by means determined by the Board of Directors.
- 2.5 Quorum shall consist of a majority of total votes available from the voting members. Quorum shall be determined by registration at the membership meeting and shall be deemed to continue until the close of business of the meeting.
- 2.6 Unless otherwise specified in *The Non-Profit Corporations Act, 2022* (Saskatchewan), as amended or replaced from time to time, a majority vote governs all issues. For greater certainty, amendments to the bylaws and to the articles of Sask Sport require two-thirds (2/3) majority vote.
- 2.7 There shall be no voting by proxy at any Annual General Meeting, Special Meeting of the membership, Board of Directors, committee or any sub-committee.
- 2.8 Meetings will be conducted in-person, electronically, or by an alternate method, as determined by the Board of Directors.
- 2.8.1 All meeting materials will be distributed in-person or by electronic means, as determined by the Board of Directors.

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

- 3.1 The Board of Directors shall be accountable for, and shall manage, the activities and affairs of Sask Sport.
- 3.2 The Board of Directors shall be composed of a minimum of eight (8) and a maximum of thirteen (13) directors, as elected by the Voting Delegates at the Annual General Meeting. The number of directors serving on the Board of Directors from time to time, shall be recommended to the members by the Board of Directors. The Board of Directors shall

only be permitted to recommend a change to the number of directors if a director resigns, is removed, or completes their term of office, and the Board of Directors recommends not filling the vacancy. Any change to the number of directors (within the minimum and maximum number set out herein) must be approved by the Voting Delegates at the Annual General Meeting.

- 3.3 All directors shall meet the requirements of *The Non-Profit Corporations Act, 2022* (Saskatchewan), as amended or replaced from time to time, and shall be residents of Saskatchewan, at least 18 years of age and bondable.
- 3.4 A voting member in good standing may nominate one (1) person for election to the Board of Directors each year; such nominee shall represent the interest of all members.
  - 3.4.1 All employees of Sask Sport, SaskCulture, Saskatchewan Parks and Recreation Association, their associated partners and subsidiaries, AND any person who receives the majority of their 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 Sask Sport Board of Directors.
  - 3.4.2 Nominees must acknowledge their willingness to stand for election in writing.
- 3.5 A call for director nominations shall be sent to each member entitled to vote at least sixty (60) days prior to the Annual General Meeting.
- 3.6 The full list of eligible nominees shall be sent to all voting members at least twenty-one (21) days prior to the Annual General Meeting.
- 3.7 Voting for all elected directors shall take place by electronic ballot or in such other manner determined by the Board of Directors and communicated to the voting members prior to the Annual General Meeting.
  - 3.7.1 Voting shall take place prior to the Annual General Meeting by a date and time determined by the Board of Directors and the Board of Directors shall notify the voting members of this date at the same time as they notify the voting members of the list of eligible nominees, as set out in section 3.6.
  - 3.7.2 At the Annual General Meeting, a motion shall be put forward to the Voting Delegates to approve and elect the new directors, being the director nominees who received the most votes from the electronic ballots or other manner determined by the Board of Directors, as set out in section 3.7. For greater clarity, the director nominees who receive the most votes are not elected as directors until confirmed by the Voting Delegates at the Annual General Meeting.
- 3.8 The Governance Committee shall be responsible to the Board of Directors for nomination processes and recommendations of appointments.
- 3.9 Directors shall be elected by the voting members for a three-year (3) term and may stand for re-election for a second three-year (3) term. Each election shall elect a total of approximately one-third (1/3) the membership of the Board of Directors for a three-year (3) term.

- 3.10 No person may serve on the Board of Directors more than two (2) full terms, saving that service on the Board of Directors for a partial term, in accordance with section 3.11, shall not be calculated for the purpose of this restriction.
- 3.11 Any vacancy caused by a director ceasing to hold office before the end of their elected term may be filled by appointment by the Board of Directors. Such an appointee shall hold office until the next Annual General Meeting; at which time, the vacancy may be filled by election for the unexpired term of office. In the event the number of directors falls below the minimum of eight (8) directors, the Board of Directors shall immediately call a Special Meeting of the membership to fill the vacancy, and if the Board of Directors fails to call such a meeting or if there are no directors in office, then the meeting may be called by any member.
- 3.12 The Board of Directors shall meet for the dispatch of business, adjourn and otherwise regulate their meeting as they may determine.
- 3.13 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 of Directors 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 of Directors. Every director must be notified of each board meeting.
- 3.14 Quorum shall consist of a majority of the number of voting directors, at any Board of Directors meeting.
- 3.15 The Board of Directors shall make decisions through formal vote. Each director shall have one (1) vote. In the event of a tie, the Chair shall vote.
- 3.16 The Board of Directors shall appoint a Chief Executive Officer to administer and implement Sask Sport activities in accordance with the policies and directives decided upon by the Board of Directors.
- 3.17 The Board of Directors shall establish any committee it feels is required, including by determining the composition (including any committee member requirements) of the committee, the terms of reference of the committee, and the reporting requirements of the committee.
- 3.18 The Board of Directors shall appoint an Audit Committee which shall be responsible to the Board of Directors to assist with the thorough examination of all significant financial information and to make recommendations on policy and procedures as required.
- 3.19 The Board of Directors shall appoint a Governance Committee which shall be responsible to the Board of Directors for evaluating the performance of the Board of Directors, committees and individual directors and to ensure that the Board of Directors fulfils its legal, ethical and functional responsibilities.
- 3.20 The Board of Directors shall appoint a Trust Fund Committee which shall be responsible to the Board of Directors for the operation of the Saskatchewan Lotteries Trust Fund for Sport, Culture and Recreation.
- 3.21 The Board of Directors shall appoint a Sport Committee which shall be responsible to the Board of Directors for the Sport Division.

- 3.22 All committees of the Board of Directors shall operate according to the policies and directives that are set out by the Board of Directors.

#### **ARTICLE 4 – EXECUTIVE OFFICERS**

- 4.1 The executive officers of Sask Sport are the Chair, Vice Chair Lotteries, Vice Chair Sport, Vice Chair Trust Fund (the Vice Chair Lotteries, Vice Chair Sport and Vice Chair Trust Fund are each, a “**Vice Chair**”, and collectively, the “**Vice Chairs**”), Secretary/Treasurer, and any other officers as determined by the Board of Directors, from time to time.
- 4.2 The executive officers are elected by the Board of Directors from among themselves.
- 4.2.1 The Board of Directors shall elect a new executive officer from among themselves to fill a vacancy, if at any time, an executive officer ceases to hold office.
- 4.3 The Chair, Vice Chairs and Secretary/Treasurer must not be a President or Chair of an organization that is eligible for funding from Saskatchewan Lotteries Trust Fund for Sport, Culture and Recreation, otherwise they must relinquish such office immediately upon becoming a Sask Sport executive officer.
- 4.4 A person must have served at least one (1) year as a director to be eligible for election as Chair.
- 4.5 The Chair shall preside at all Annual General Meetings, Special Meetings of membership and Board of Directors meetings, and shall have no vote except in the case of a tie.
- 4.5.1 A Vice Chair shall preside at all meetings in the absence of the Chair and shall assume the functions at that time.
- 4.6 The Chair shall be an ex-officio member of all committees, any sub-committees and subsidiary boards.
- 4.7 The Chair shall be the official Sask Sport representative.
- 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 of Directors directs and shall ensure financial reports are presented at each board meeting regarding the finances and operating balance. The Secretary/Treasurer shall ensure proper financial reporting, along with the Auditor’s report, is presented to the membership.

## **ARTICLE 5 - FINANCES**

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

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

- 6.1 The seal of Sask Sport shall be in the custody of the Chair or other such person as may be designated by the Board of Directors and all papers or documents required to be sealed on behalf of Sask Sport 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 of Directors.

## **ARTICLE 7 - AUDIT**

- 7.1 An auditor shall be appointed by Sask Sport membership at the Annual General Meeting for the purpose of auditing the books of Sask Sport.

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

- 8.1 The Board of Directors may recommend bylaw amendments to the membership by submitting such amendments in writing at least fifteen (15) days in advance of the Annual General Meeting.
- 8.2 A member supported by a seconder may propose amendments to this constitution or other such bylaws established by the Voting Delegates by submitting such amendments in writing to the Board of Directors at least thirty (30) days in advance of the Annual General Meeting. The Board of Directors shall circulate the proposed amendments to the membership at least fifteen (15) days in advance.
- 8.3 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 an Annual General Meeting. Bylaw amendments take effect at the conclusion of the Annual General Meeting at which they are passed.

## **ARTICLE 9 - DISSOLUTION**

- 9.1 Subject to *The Non-Profit Corporations Act, 2022* (Saskatchewan), as amended or replaced from time to time, on dissolution of Sask Sport, Sask Sport's property and assets shall, after the payment of all liabilities be transferred to one or more charitable corporations as may be decided by the Voting Delegates at a Special Meeting of the membership.

## **ARTICLE 10 – CONFLICT OF PROVISIONS**

- 10.1 This Bylaw is intended to supplement the provisions of *The Non-Profit Corporations Act 2022* (Saskatchewan), as amended or replaced from time to time, ("**the Act**") with respect to Sask Sport and provide guidance on the general transaction of the activities and affairs of Sask Sport and the relationship of the Board of Directors and members to each other and to Sask Sport. If there is any inconsistency or conflict between this Bylaw and the Act, articles, or any Unanimous Member Agreement, the Act, articles, or the Unanimous Member Agreement shall govern, in that order of priority, to the extent of any such inconsistency or conflict. If this Bylaw grants a right or a procedure for the exercise of a right where the articles or any Unanimous Member Agreement provide a substantially similar right or a procedure for the exercise of a right, the right or the procedure, as the case may be, shall be exercisable only under the articles or the Unanimous Member Agreement, as the case may be, and not under this Bylaw.