

SASKATCHEWAN SKI ASSOCIATION BY-LAWS

OCTOBER 2009

1.00 NAME

- 1.01 The name of the Association shall be Saskatchewan Ski Association, henceforth called Association

2.00 AFFILIATION

- 2.01 The Association shall represent the interests of its constituent ski associations at the Canadian Ski Association and with the government of Saskatchewan

3.00 OBJECTIVES

- 3.01 The purpose of the Association shall be to develop skiing in all its aspects, and more particularly to:
- 1) Function as the governing body of skiing in Saskatchewan;
 - 2) Promote skiing, to encourage formation of ski clubs, rendering all possible services and assistance;
 - 3) Provide guidance, information and assistance to clubs of the Association in respect of these objects and in the development of programs to increase the participation in and enjoyment of skiing by their members;
 - 4) Conduct competitive and recreational skiing programs in Saskatchewan;
 - 5) Govern the conduct of provincial skiing competitions;
 - 6) Select and train competitors to represent Saskatchewan in interprovincial and national competitions;
 - 7) Encourage support of its programs and of skiing by the public generally.

4.00 BOUNDARIES

- 4.01 The boundaries of the Association shall be the coterminous with boundaries of the Province of Saskatchewan

5.00 MEMBERSHIP ASSOCIATION

5.01 Personal Membership:

- 1) A Personal Membership shall be granted to any person who is a properly qualified member of a member club as described below and
- 2) For whom membership fees have been received by the association

5.02 Club Membership:

- 1) A club is the basic membership unit of the Association
- 2) A club may be:
 - i) An Alpine Club
 - ii) A Biathlon Club
 - iii) A Cross Country Club
 - iv) A Skiing for Disabled Club
 - v) A Snowboarding Club
 - vi) A Freestyle Club
 - vii) Some combination of the above
- 3) Member clubs must meet the following requirements:
 - i) Have at least ten (10) members
 - ii) Assess and pay dues for each member to the Association
 - iii) Have an elected president
 - iv) Provide such reports and records to the Association as are required to enable the Association to discharge its obligations
- 4) Clubs have full participation and voting rights as set out in Article 6.
- 5) Clubs which have failed to meet their obligations under 5.02.03 may lose their membership by a majority vote of the executive

6.00 VOTING AT ANNUAL AND GENERAL MEETINGS

- 6.01 All members shall be entitled to attend any annual or special general meeting of the Association, but member clubs only shall be entitled to vote upon questions put to such meeting and voting shall be in accordance with the following formula (hereinafter called the said formula):

Number of General Members Per Member Club	Number of Votes
20 members and under	1
21 – 100	2
101 – 200	3
201 – 300	4
301 – 400	5
401 – 500	6

501 – 600	7
601 – 700	8
701 – 800	9
801 – 900	10
901 – 1000	11
1001 and over	12

7.00 MEMBERSHIP YEAR

- 7.01 The numerical general membership shall be in accordance with the number of general members of each member club, respectively as of the first day of April in any calendar year, and member clubs shall be entitled to vote at any annual or special general meeting of the Association upon filing with the Secretary or Executive Director, prior thereto, proof of payment to the Association of all and any dues or assessments levied against member clubs under and pursuant to the terms of the bylaw.

8.00 VOTING MEMBER CLUBS

- 8.01 Each member club shall have the right and privilege of attending and casting its own votes at any general or annual meeting of the Association, and may delegate one or more of its members for such purpose, it being understood, however, that no individual shall have the right to cast more than fifty (50) votes on any question put to a vote. Clubs in excess of 500 kilometers away from the location of the annual or general meeting are allowed to send a proxy vote with another club.

9.00 ANNUAL FEES

- 9.01 Each member club of the Association shall pay annually to the Association and annual fee in such an amount as shall be established by the Executive from time to time and ratified by two-thirds of the members present and voting at the annual meeting

The secretary or Executive Director shall notify the members of the dues or fees at any time payable by them and, if any thereof are not paid by the due date, the members may, on payment of all unpaid dues or fees, be reinstated by majority vote of the executive.

10.00 MANAGEMENT BY EXECUTIVE

- 10.01 The affairs of the Association in all respects, shall be managed by and executive comprised of the personal members of the Association as follows:

- 1) President
- 2) Vice-President
- 3) President, Alpine Sask. Assoc. Inc.,
- 4) President, Biathlon Sask. Assoc. Inc.,
- 5) President, Cross Country Sask. Assoc. Inc.,
- 6) President of Skiing for Disabled Discipline
- 7) President, Sask Snowboarding Assoc. Inc.,
- 8) President, Sask Freestyle Ski Assoc. Inc.,
- 9) Presidents of other assoc. as may be incorporated in compliance with Saskatchewan law
- 10) Past President

When a new president has been elected the past president shall serve for one year. If there is no change of president the position of past president shall be vacant.

11.00 OFFICES FILLED BY ELECTION

11.01 The Offices of the executive, except that of the past president, shall be filled as described in this article.

- 1) The offices of president and vice-president shall be filled by persons elected there to by member clubs at each annual meeting of the Association provided that no person shall serve more than three consecutive terms as president.
- 2) If no name is put forward, the disciplines must fill the positions of president and vice president on a rotational basis.
- 3) The offices of presidents of the discipline ski associations shall be filled by the respective associations at their annual meetings.

Should an association fail to elect a president the position will remain empty.

- 4) The executive director shall serve as secretary to the executive.

12.00 POWER OF EXECUTIVE

12.01 The executive of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and save as hereinafter provided, generally, may exercise all such powers and all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the executive is expressly empowered, from time to time, to purchase, lease or otherwise acquire property movable or immovable which may be deemed necessary or essential to the operation of the Association.

Business Matters

The Executive shall be empowered to appoint such committees or sub-committees as it may decide to assist or promote any object of the Association, and in particular the disciplines aforesaid, to hire such professional or other assistance as it may deem advisable.

13.00 QUORUM AT MEETINGS

13.01 A majority of the executive members shall form a quorum for the transaction of business. Except as otherwise provided by law, the executive may hold its meetings at such place or places as it may, from time to time, determine. Executive Meetings may be formally called by the president, as deemed necessary upon not less than two days notice. An executive meeting may be held, without notice, immediately following the annual general meeting of the Association. The executive may consider and transact any business either special or general at any meeting.

14.00 VOTING AT EXECUTIVE MEETINGS

14.01 Questions arising at any meetings of the executive shall be decided by a majority of votes. In case of an equality of votes, the chairman, in addition to an original vote, shall have a second and deciding vote.

15.00 PRESIDENT

15.01 The president shall be charged with the general supervision of the administration, management and control of the Association, the calling of meetings thereof, and shall preside at all meetings thereof, and shall be chairperson of the executive committee and an ex-officio member of all committees or sub-committees, except for the nominations committee. In the event of an even vote upon any subject properly before any general or committee meeting of which he/she is chairperson, he/she shall have a second or deciding vote. During the absence or inability of the president to act, his/her duties and powers may be exercised by the vice-president.

16.00 SECRETARY

16.01 The secretary shall keep all official records of the Association, and shall attend all annual, general and executive meetings and record the proceedings thereof in the books kept for that purpose. The secretary shall be custodian of the seal.

17.00 TREASURER

17.01 The vice-president, finance, or person performing the usual duties of the treasurer, shall keep full and accurate books of accounts in which shall be recorded all receipts and disbursements of the Association and, under the direction of the executive, shall control the deposit of money, the safekeeping of securities and the disbursement of funds of the Association; he/she shall render to the executive at the meeting thereof, or whenever required of him/her and account of all his/her transactions as treasurer and the financial position of the Association; and shall present an audited statement of the financial affairs of the Association at each annual general thereof.

18.00 VOTING IN COMMITTEE

18.01 Each ski association shall be governed by its own constitution and by-laws as registered in its articles of incorporation providing that no ski association shall act contrary to the purpose of the Association as set out in Article 3.

19.00 OTHER OFFICERS

19.01 The duties of all other officers and members of the executive shall be such as the terms of their engagement call for, or the executive requires of them.

20.00 NOMINATION COMMITTEE

20.01 There shall be a nominating committee comprised of members of member clubs of the Association charged with presenting nominations to the annual general meeting of the Association, which committee shall meet prior to each annual general meeting for the purpose of considering all nominations to the executive and if possible, to settle a slate of candidates for election to the executive at the annual meeting. The chairman and other members of the nominating committee shall be appointed by the outgoing executive of the Association, which shall determine the number of persons to be on the committee. The chairman of the nominating committee shall take the chair at the annual

meeting for and during the election of the executive and shall relinquish such chairmanship only when a president has been elected.

21.00 RESIGNATION OR INCAPACITY

20.01 Should the resignation – permanent incapacity, death, improper conduct, inability, unwillingness or failure to act – of any member or officer of the Association render it expedient or necessary, in the interest of the Association, that such member or officer be removed or replaced before the next general meeting of the Association, the executive may take such action by way of removal of such member or officer and the appointment of such replacement as may be required for the proper discharge of the affairs of the Association. Any action taken by the executive pursuant to the section, shall be subject to review at the next annual general meeting, and any person appointed pursuant to this section shall not retain such appointment beyond the conclusion of such general meeting of the Association unless duly elected to the same at such meeting.

22.00 ANNUAL AND GENERAL MEETINGS

22.01 The annual or any special general meeting of members shall be held at whatever location within Saskatchewan and on such day as the executive may determine.

At every annual meeting, in addition to any other business that may be transacted, the report of the executive and a balance sheet, along with a statement of income and expenditure for the financial period ending upon the date of such balance sheet, shall be presented.

The members may consider and transact any business without notice thereof, at any meeting of the members.

The executive or the president shall have power to call, at any time, a special general meeting of members. No public notice of annual or special meetings shall be required, but notice of the time and place of every such meeting shall be mailed to each member club, and deposited in the post office or public letterbox, or telegraphed at least three days before the time fixed for holding such meeting, provided that any such meetings of members may be held at any time and place, without such notice, if all member clubs are present or represented by proxy, and at such meeting any business may be transacted which the Association, at annual or special meetings, may transact.

No error or omission in giving notice of any annual, general or special meeting, or adjourned meeting, whether annual or special, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat, and any member may, at any time, waive notice of such meeting and may ratify, approve, and confirm any or all proceedings taken or had taken. For the purpose of service of officer for any meeting or otherwise, the address of any member, director or officer shall be his last address as recorded in the books of the Association.

23.00 ADJOURNMENT

23.01 Any meeting of the Association or of the executive may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made, notwithstanding that no quorum is present.

24.00 QUORUM AND VOTING STRENGTH

24.01 A quorum for the transaction of business at any annual or general meeting of the Association shall consist of representatives from not less than twenty-five (25) percent of the member clubs. Voting strength of member clubs shall be laid out in section 5.00 of these bylaws.

25.00 EXECUTION DOCUMENTS

25.01 Deed, transfers, licenses, contracts of engagement on behalf of the Association, may be signed by either the president or one of the executive vice-presidents and by the secretary, and the secretary shall affix the seal of the Association to such documents as require the same. The executive may, however, from time to time direct the manner in which and the person or persons by whom any particular instrument of the Association shall be signed.

The secretary shall keep a record of all documents to which the seal of the Association is affixed, setting out the general nature of the document, the date executed and on what authority.

26.00 BOOKS AND RECORDS

26.01 The executive shall see that all necessary books and records of the Association, required by the bylaws of the Association or by an applicable statute of law, are regularly and properly kept.

27.00 FISCAL YEAR

27.01 The fiscal year of the Association shall end on May 31st of each year.

28.00 WITHDRAWAL OF MEMBERSHIP

28.01 A member club may withdraw from the Association upon written notice to that effect directed to the president or secretary of the Association.

29.00 AMENDMENT

29.01 Subject to regulations set out by law, the bylaws may be amended at any special or general meeting by submitting proposed amendment to the Association at least sixty (60) days prior to the special or general meeting. A copy of the proposed amendment will be mailed to each member club at least forty-five (45) days prior to said special or general meeting, and provided that such amendment is approved by at least two-thirds of the voted of member clubs represented at the meeting.

30.00 NOTICES

30.01 Any notice, communication or other document to be given by the Association to a member club shall be sufficiently given if mailed to the member by prepaid ordinary mail addressed to the last known address of the member according to the records of the Association.

31.00 BANKING

31.01 The banking business of the Association shall be transacted with such credit union, bank, trust company, or severally with such, as the executive shall in its discretion from time to time decide.

32.00 HEAD OFFICE

32.01 The head office of the Association shall be in the city of Regina, in the province of Saskatchewan, or at other place as the Association may, by bylaw, determine.

33.00 AUDITORS

33.01 One or more auditors shall be appointed at each annual meeting of members. The auditors shall hold office until the close of the next annual meeting or until their successors are appointed, unless previously removed by resolution of members in general meeting or by

the executive. If remuneration of auditors is not fixed by the members in annual meeting, it shall be fixed by the executive.

34.00 DISSOLUTION

34.01 Subject to regulations set out by law, the Association may be dissolved by decision of the member clubs at an annual or general meeting, provided that notice of such proposed dissolution has been mailed or telegraphed to each member club at least two (2) weeks prior to said annual or general meeting, and provided that the dissolution is approved by at least two-thirds of the votes of member clubs present at the meeting.