

**BY-LAW NO. 1**

***Biathlon Canada***

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**September 27<sup>th</sup>, 2016**

## BY-LAW No 1

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## INTERPRETATION

1. **Definitions.** As used in this By-law, the term:

- a. "Biathlon" means the sport recognized by the IF which combines rifle marksmanship and cross-country skiing and other forms of movement and shooting.
  - b. "Biathlon Canada" means the Corporation of Biathlon Canada;
  - c. "Board" means the Board of Directors of Biathlon Canada;
  - d. "Club Activities" means activities, including competitions that exclusively involve members of that club.
  - e. "Competitors" means members who participate in organized biathlon competitions, except exclusively in Club Activities.
  - f. "Director" means any member of the Board;
  - g. "Division" means an organization established to promote and govern the sport of Biathlon in its respective province or territory of Canada and which is recognized as such by the relevant provincial or territorial government;
  - h. "Division Office" means the head office of a Division from which the business of the Division is primarily carried on and includes any person having authority to act on behalf of that Division;
  - i. "Group" means organizations of more than one member including without limitation, biathlon or cross-country ski clubs, cadet corps, shooting associations or other organizations interested in Biathlon Canada activities;
  - j. "IF" means the international federation governing the sport of biathlon;
  - k. "Member" means a Division that has been admitted as a member of Biathlon Canada in accordance with Article 7;
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l. "Membership Dues" means such annual dues as are determined for membership in Biathlon Canada in accordance with Article 11;

m. "Participation Fee" means such annual fee as is determined for Registered Participants in accordance with Article 11;

n. "Registered Participant" means a person who has registered with Biathlon Canada to participate in biathlon activities and who has paid their Participation Fee;

o. "Representative of Cadets" means the representative of all cadets who participate in the optional biathlon program of the cadet movement and he shall be appointed by the Director of Cadets of National Defense Headquarters; and

p. "Standing Committees" means the standing committees formed by the Board pursuant to Article 28 through Article 36.

2. **Gender.** Pronouns used in these By-laws, whether male or female, are to be read without prejudice as to gender and will refer to males or females equally except as related to competition categories which are inherently based on gender.

## **CONDITIONS OF MEMBERSHIP**

### **MEMBERSHIP**

3. There shall be one class of membership in Biathlon Canada which shall be Divisions.

4. Members shall have the right to participate in the activities of Biathlon Canada and to attend and vote at all meetings of the Members. Biathlon Canada shall recognize any Registered Participant authorized by a Member to represent it and vote on its behalf.

5. Members shall have voting rights in accordance with Article 46, as reported to Biathlon Canada by March 31 in each year.

### **ADMISSION AS A MEMBER**

6. Any Division interested in furthering the objects of Biathlon Canada may become a Member.

7. Divisions shall be accepted into Biathlon Canada as Members upon;

a. The Division submitting to the National Office of Biathlon Canada a written application for membership in the form prescribed by the Board,

together with documented proof that the Division is accepted by the province or territory in which it operates as the organization recognized as the only Provincial/Territorial Sport Organization for biathlon and the Sport Governing Body for biathlon in that province or territory, or a copy of its letters patent or a copy of its certificate of incorporation and a copy of its current By-laws.

- b. Payment by the Division to Biathlon Canada of the application fee prescribed by the Board, and
- c. Approval of the application by a majority vote of the Board.

## **REGISTRATION OF PARTICIPANTS**

- 8. No person shall participate in Biathlon Canada programs or activities without being a Registered Participant.
- 9. The Board shall prescribe the registration form for Registered Participants.
- 10. Each Registered Participant shall have the right to participate in the activities of Biathlon Canada.

## **ANNUAL DUES AND FEES**

- 11. The annual Membership Dues and annual Participation Fees shall be set by the Board with consideration to differences in services and benefits available to each type of participant and adjusted from time to time as the Board deems necessary.

## **GOOD STANDING**

- 12. Members shall be held in “good standing” provided that they:
  - a. Have paid their annual Membership Dues and have remitted all Participation Fees collected by them;
  - b. Validly exist under federal, provincial or territorial legislation;
  - c. Are recognized by their respective provincial or territorial government as an organization established to govern and promote the sport of Biathlon;
  - d. Have filed with Biathlon Canada a copy of their current By-laws;
  - e. Operate in accordance with universally accepted democratic principles;and

- f. Comply with the rules, bylaws, policies and regulations of Biathlon Canada.

## WITHDRAWAL

13. Members may withdraw from Biathlon Canada by delivering written notice of their resignation to the Secretary of Biathlon Canada

## SUSPENSION OR REVOCATION

14. The Board may, by a majority vote, suspend immediately, for any specific period of time, the membership or registration in Biathlon Canada for conduct which does or is likely to adversely affect the reputation of Biathlon Canada. Such conduct may include the following:

- a. Serious violation of Biathlon Canada policies or regulations.
- b. Defaming Biathlon Canada, or the International Federation, their members, members of their organizations, or guests of either.
- c. Ceasing to be a member in good standing.

## HEAD OFFICE

15. **Location.** The head office of Biathlon Canada shall be located in the Province of Alberta, Canada, at the place therein where the business of Biathlon Canada may from time to time be carried on.

16. **Other Offices.** Biathlon Canada may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

## DIRECTORS

17. **The Board of Directors.** The property and business of Biathlon Canada shall be managed by a Board of Directors, hereinafter referred to as the Board, comprised of Registered Participants of Biathlon Canada, of whom a majority shall constitute a quorum. A majority of votes cast upon a motion shall be binding at each meeting. The Board shall consist of seven Registered Participants elected at General Meeting. Board members cannot serve as President, Vice President, Secretary or Treasurer of Divisions who are Members while sitting on the Board of Biathlon Canada.

**18. President.** A President shall be elected by the Members from among the seven elected Directors at the Annual Meeting, to hold such position until the end of their current term in office. The President is subject to re-election up to the term limit in Article 20. The President shall be charged with overseeing the administration and management of all Board matters and shall preside at all Board meetings. With the concurrence of at least three other Board members, the President may call Board meetings. No such constraint shall apply to the Board meeting held in conjunction with the Annual Meeting. Upon the written request of a simple majority of the members of the Board, the President shall call a Board meeting within sixty days of receipt of such notice. The President shall be empowered to invite such members of Biathlon Canada, or other persons, as he deems advisable to any meeting of the Board.

**19. Election of Directors.** The Nominating Committee will provide the Members with a list of nominated Registered Participants twenty-one (21) days prior the General Meeting. At the General Meeting, the Chair of the Meeting may accept other Board nominations providing they meet the criteria of Board membership. The Members will vote at the Annual Meeting for four of the nominated Registered Participants one year, and three of the nominated Registered Participants the following year using the procedures set out in Articles 40, 41, 42, 44 and 46 to serve a two-year term as Director. The top vote getters will be Directors and form the Board until their two-year term is complete.

**20. Term of Office.** Director's terms will be two years with the exception of the first Board elected under these revised Bylaws which will have 3 Board members elected for one and a half year terms and 4 Board members with two and half year terms. No Director can serve more than 3 consecutive terms.

**21. Board Authority.** The Directors may exercise all such powers of Biathlon Canada as are not, by the Canada Not-for-profit Corporations Act or by these By-laws, required to be exercised by the Members at meetings, including but not limited to the following:

- a. to carry on the business of Biathlon Canada in accordance with direction from the members at the Annual Meeting of Biathlon Canada;
- b. to make, vary, or repeal regulations for carrying out the objects of Biathlon Canada;
- c. to delegate to the Biathlon Canada staff such powers of the Board as the Board deems appropriate from time to time;
- d. to form such Committees as it may deem necessary to promote any object of Biathlon Canada;

- e. to establish such offices, appoint such agents and engage such employees as it shall deem necessary from time to time to assist with the pursuit of the objects of Biathlon Canada, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board; and
- f. to establish the nature, extent and geographical boundaries of the Divisions.

**22. Expenditures and Investment Accounts.** The Directors shall have power to authorize expenditures on behalf of Biathlon Canada from time to time and may delegate by resolution to an officer or officers of Biathlon Canada the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of Biathlon Canada. The Directors shall have the power to enter into trust arrangements with Trust companies for the purpose of creating trust funds from which the capital and interest may be made available for the benefit of Biathlon in Canada in accordance with such terms and conditions as the Board may prescribe.

**23. Remuneration.** Directors, as such, shall not receive any remuneration for their services although expenses or any portion thereof may be paid or reimbursed for their attendance at meetings.

**24. Donations.** The Board shall take such steps as they shall deem requisite to enable Biathlon Canada to receive donations and benefits for the purpose of furthering the objects of Biathlon Canada.

## **OFFICERS**

**25. President.** The President is elected by the Members in accordance with Article 18. The President and the General Manager (as Biathlon Canada's senior staff member) are the only officers. The General Manager does not have a vote at the Board meetings but will act as the Recording Secretary. The Board will appoint a Director to Chair the Finance and Audit Committee and this Committee performs the financial oversight similar to that of a Treasurer but at the strategic level. The President and Finance and Audit Committee will be assigned their duties in writing by the Board. These duties will be reviewed at least annually by the Board.



## OTHER POSITIONS

26. **National Team Representative(s)**. One or two recently retired National Team athletes will serve as National Team Representatives and serve as a conduit for athlete issues with Biathlon Canada staff and the Board. If no recently retired athletes are able to fill this position(s), the current National Team athletes may select a representative from the current National Team to serve as a National Team Representative.

27. **Representative of Cadets**. The Representative of Cadets shall be an advisor to the Board.

## STANDING COMMITTEES

28. **Nominating Committee**. The Nominating Committee has the following responsibilities:

- a. Recruit candidates for the Board
- b. Qualify and brief Board candidates
- c. Promote regional balance and diversity on the Board
- d. Identify future candidates to ensure long term leadership strength in Biathlon Canada.

The composition and procedures of the Nominating Committee will be governed by a Terms of Reference approved by the Board.

29. **Finance and Audit (F&A) Committee**. The F&A Committee has the responsibility to support the Board in its oversight responsibilities relating to:

- a. Budgets
- b. Financial controls and reporting
- c. Investments
- d. Risk management
- e. External audit.

The composition and procedures of the F&A Committee will be governed by a Terms of Reference approved by the Board.

**30. Human Resources (HR) & Compensation (HR&C) Committee.** The HR&C Committee will assist the Board in matters relating to:

- a. Compensation philosophy
- b. Senior staff pay
- c. Employment agreements
- d. Staff development and succession planning
- e. Talent management
- f. Organization structure.

The composition and procedures of the HR&C Committee will be governed by a Terms of Reference approved by the Board.

**31. Marketing and Revenue Generation (M&RG) and Marketing Committee.** The M&RG will assist the Board in matters relating to:

- a. Marketing strategy
- b. Revenue generation
- c. Fundraising strategy
- d. Sponsorships

The composition and procedures of the M&RG Committee will be governed by a Terms of Reference approved by the Board.

**32. Establishment.** The Board is empowered to establish and disband such Standing Committees as it deems necessary to assist with the carrying out of the objects of Biathlon Canada. The mandate and guidelines for the Standing Committees shall be decided by the Board and amended from time to time as the Board deems necessary. Neither the Chair nor any members of any Standing Committee or Sub-Committee of Biathlon Canada shall receive remuneration for their service in such position (other than paid Biathlon Canada staff who may also serve on these Committees). This regulation shall not preclude the award of honoraria to such persons for the performance of special tasks.

**33. Appointment, Removal and Duties of Chairperson.** Chairpersons of Standing Committees shall be registered participants of Biathlon Canada and shall be appointed at the Annual Meeting by the Board. Their term of service shall expire immediately prior to the next Annual Meeting. Committee Chairpersons may be removed from office at the discretion of the Board. Committee Chairpersons are responsible for the effective fulfillment of the Committee mandate. This will include the coordination of Committee activities, the preparation and submission of reports as

required and the provision of advice to the Board and Biathlon Canada staff as requested. In addition to the fulfillment of the general mandate of the respective Standing Committee, the Chair of each Committee shall be responsible for the completion of any special tasks assigned by the Board.

**34. Sub-Committees.** The Chairs of Standing Committees are free to establish such sub-committees as they deem necessary, including the terms of references therefore.

**35. Members of Committees.** The members of each Standing Committee and Sub-Committee shall be registered participants of Biathlon Canada and shall be selected by the respective Chair taking into account the expertise required, geographical representation and financial considerations. Members of Standing Committees and Sub-Committees may be removed from their position at any time at the discretion of the Committee Chair.

**36. New Standing Committees.** Chairperson of Standing Committees which are established by the Board shall be appointed by the Board at the time of the establishment of such a committee.

## **MEETINGS AND VOTING**

**37. Annual Meeting.** The Annual Meeting of the members of Biathlon Canada shall be held at the head office of Biathlon Canada or elsewhere in Canada as the Board may designate. Notice of the date and location of the meeting shall be given to all voting members not less than thirty (30) days prior to the meeting. Where special business will be conducted at the meeting, the notice shall include sufficient information to form a reasoned judgment with respect to such business. A reminder of the right to use a proxy shall be included in the notice of meeting.

**38. Special Meeting.** A Special Meeting of the members of Biathlon Canada may be called if deemed necessary by the Board. A Special Meeting may also be called by Members holding 5% of the votes. Notice of the date shall be given sixty (60) days in advance of the meeting and of the location thirty (30) days in advance of the meeting. The meeting agenda must be circulated to all voting members not less than fourteen (14) days prior to the meeting. With the written agreement of all the Members, or their authorized representatives, the above notice requirements may be waived for a Special Meeting.

**39. Membership Deadline for Voting.** For voting purposes, the number of Registered Participants of each Division shall be based upon the number of paid-up Registered Participants on records kept by the Division and reported to Biathlon Canada by March 31 of each year.

40. **Accreditation of Votes.** An accreditation of Member votes shall be conducted at all Meetings prior to any voting taking place. The President is empowered to propose solutions to disputes regarding accreditation and such solutions shall be final and binding once passed by a majority of all undisputed votes.

41. **Quorum.** For any Annual or Special Meeting, a quorum shall be six Members required to carry fifty percent (50%) of the total possible votes per section 46.

42. **Meetings of the Board.** Board meetings may be convened at any time and place in Canada provided that written notice and the agenda for the meeting be sent thirty (30) days in advance to each Director. Thirty days' notice shall not be necessary if all Directors waive the requirement therefore in writing. Meetings by conference call may be held where all Directors consent and the communication facilities permit all persons participating in the meeting to hear each other. Seven (7) days' notice of such meeting is given, although this notice may be verbal. This notice requirement may be shortened in an emergency upon the verbal agreement of all the Directors. A quorum shall be a simple majority of Board members. The President may invite such Registered Participants of Biathlon Canada, or other persons, to any meeting of the Board.

43. **Voting at Board Meetings.** Each Director shall have one (1) vote at meetings of the Board.

44. Any decision of the Members, Directors, Standing Committees, or any other committee of Biathlon Canada, may be taken by resolution circulated outside of a duly-called meeting, provided that such resolution is circulated to all persons eligible to vote thereon, and any such decision shall be as effective and binding as it would be if taken in the context of any meeting called in accordance with this By-law. Any such resolution shall be determined according to the majority requirements specified in this By-law.

45. Except as otherwise provided for by the Canada Not-for-profit Corporations Act or by this By-law, motions put during, or outside of, any duly called meeting of the Members, Directors, or Standing Committees of Biathlon Canada, shall be determined on the basis of a simple majority of the votes cast. Except as otherwise provided for by the Canada Not-for-profit Corporations Act or by this By-law, any meeting of the members, Directors, Standing Committees, or any other committee of Biathlon Canada, may be held with some or all persons attending the meeting through teleconference or by other electronic means, provided that such communication means permits all persons at the meeting to communicate adequately with each other. For any such meeting:

- a. the minimum percentage of those entitled to attend and vote at the meeting need to approve the holding of such meetings is fifty percent (50%);

- b. the means used must permit the Chair to confirm that quorum is present and to record votes;
- c. each potential attendee should have equal access to the technology used and should;
- d. consent in advance to the specific means of communication to be used;
- e. for meetings of Members, the Division Representatives shall alone be considered as to any necessary consents or approvals.

## **VOTING AT ANNUAL MEETINGS**

46. Subject to Articles 6 and 7, votes shall be cast only in accordance with the following formula. At any Annual Meeting, Members will carry the following votes:

### **Members Votes by Registered Participants**

- 005-100 Registered Participants= 1 vote
- 101-200 Registered Participants = 2 votes
- 201-300 Registered Participants = 3 votes
- 301-400 Registered Participants = 4 votes
- 401-500 Registered Participants = 5 votes
- 501-600 Registered Participants = 6 votes etc.

## **AFFILIATIONS**

47. Subject to the approval of the Board, Biathlon Canada may enter into affiliations with other corporations, associations or government bodies for mutual benefit. The terms of such affiliations will be as decided upon by the Board and may include, without being limited to, representation of such corporation, association or body, without voting privileges, at Board or General Meetings.

## FINANCIAL

48. **Fiscal Year.** The fiscal year of Biathlon Canada will be from May 1<sup>st</sup> of one calendar year to April 30<sup>th</sup> of the following calendar year.

49. **Auditors.** The members shall, at each Annual Meeting, appoint an auditor to audit the accounts of Biathlon Canada and to hold office until the next Annual Meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be determined by the Directors. The annual audit shall be conducted not more than 30 days following the end of each fiscal year.

50. **Routine Financial Transactions.** The routine financial transactions of Biathlon Canada shall be conducted by whomsoever the President may appoint to fulfill such function, and said person or persons shall be empowered to receive and expend funds under terms and conditions which shall be decided upon by the Board and amended from time to time under terms and conditions which shall be decided upon by the Board and amended from time to time as the Board sees fit to do, with such terms and conditions being in accordance with policies and procedures approved by Biathlon Canada. Financial transactions beyond the powers allocated in the manner detailed above shall be voted on at a duly called meeting of the Board.

## SIGNATURE AND CERTIFICATION OF DOCUMENTS

51. Except as provided herein, all instruments in writing requiring execution by Biathlon Canada, other than those of a routine nature concerning the day-to-day business of Biathlon Canada, shall be signed by any two directors or officers or other member appointed by the Board for the purpose thereof and any such contracts, documents or instruments in writing so signed shall be binding upon Biathlon Canada. Instruments in writing which are of a routine nature concerning the day-to-day business of Biathlon Canada may be signed on behalf of Biathlon Canada by the member of the staff of Biathlon Canada to whom such authority is delegated in writing. The seal of Biathlon Canada when required may be affixed to contracts, documents and instruments in writing.

## AMENDMENTS TO THE BY-LAWS

52. **Majority Approval.** The By-laws may, on motion by any member of Biathlon Canada, be amended at any Annual Meeting. For By-law amendments, approval shall require:

- a. a two-thirds majority of the votes cast at the meeting; and
- b. a two-thirds majority of the number of Divisions carrying a vote in Biathlon Canada.

53. **Prior Notice.** Any proposed amendment to the By-laws must be circulated to all Divisions and members of the Board, at least thirty (30) days prior to a duly called meeting at which it is proposed to vote upon the adoption of such amendment.

54. **Effective Date.** Amendments shall become effective as of the date and time of adoption.

## **RESIGNATION OR INCAPACITY**

55. **Directors and Officers.** The position of any Director or Officer shall be automatically vacated:

- a. if the Director or Officer resigns his office by delivering a written resignation to the President of Biathlon Canada; or
- b. if, at a meeting of the Board, five of the seven Board members approve the removal from office of such Director or Officer; or
- c. on the death of such Director or Officer,

Provided that, if any vacancy shall occur for any reason contained in this paragraph, in the case of a member of the Board, the President will request the Nominating Committee to designate a replacement Director. Any person appointed pursuant to this paragraph shall not retain such appointment beyond the conclusion of the next annual meeting unless duly elected to the same such meeting.