

YELLOWKNIFE SKI CLUB

CONSTITUTION

1. **Name**: The name of the club is Yellowknife Ski Club.

2. **Objects**: The objects of the Yellowknife Ski Club shall be:

To promote Cross Country Skiing and Biathlon, and to provide the Yellowknife community with opportunities for growth, development and enjoyment through skiing, and to support other organizations that promote outdoor activities that complement skiing.

- a. **“To promote...”** means to foster the development of cross country skiing as both a recreational activity and a competitive sport.
- b. **“The Yellowknife community...”** refers to both the members of the club and to those members of the greater Yellowknife community who want to use the club’s facilities and/or share in its programs and activities.
- c. **“Opportunities for growth, development and enjoyment...”** refers to:
 - physical, emotional and spiritual growth
 - the development of a sense of personal excellence, team spirit, and concern for the environment
 - the development of knowledge, skills and competencies, and
 - fun

3. **Place of Business**: The operations of the Club within the Northwest Territories are to be chiefly carried on in the City of Yellowknife.

BYLAWS

These are the Bylaws of the Yellowknife Ski Club.

1. **Terms of Admission:** All individuals are eligible for admission to membership in the Club on payment of the membership fee.
2. **Rights of Members:**
 - a. All members of the Club will have the right to take part in all activities and to use all facilities established by the Club for the promotion of its objects, subject to such regulations and the payment of such additional fees as the directors may from time to time prescribe for specific activities.
 - b. All members being of the full age of sixteen (16) years shall be entitled to vote on all matters at member meetings and to seek election as a director of the Club.
3. **Obligations of Members:**
 - a. All members must at all times comply with the Bylaws and policies of the Club.
 - b. Each member must pay an annual membership fee at such time and in such amount as is determined from time to time by the directors, for such classes of membership as the directors may establish.
4. **Withdrawal and Expulsion of Members:**
 - a. Any member may withdraw from membership in the Club by notice in writing to the Secretary.
 - b. Any member whose conduct is considered detrimental to the Club may be expelled by a resolution passed by a majority of the directors of the Club.
 - c. Any member who has not paid their annual membership fee by the first day of December each year shall, without any further notice, have their membership automatically suspended. Suspended members may be reinstated at any time upon payment of the annual membership fee.
5. **Meetings of the Membership:**
 - a. An annual general meeting of the Club must be held between thirty-one (31) and one hundred and eighty (180) days after the date of the fiscal year end.
 - b. General meetings of the Club are held at the call of the President.

- c. Any ten (10) members may call a special meeting by presenting a signed request to the President, who must call a meeting within fifteen (15) days after receipt of such request.
- d. Notice of any general or special meeting must be given at least seven (7) days prior to the date set for the meeting by the posting of notices of such meetings at conspicuous points throughout the area of operations, by publication in a newspaper of general circulation, or by e-mail notice to the membership, such notice to set forth the time, place and business to be transacted at such meeting.
- e. Fifteen (15) paid up members constitutes a quorum at all general or special meetings.
- f. If the President or Vice-President is not present at a meeting, the meeting will elect a chairperson for the purposes of that meeting only.
- g. Only members personally in attendance may vote at a special or general meeting.

6. Directors:

- a. There must be between four (4) and twelve (12) directors elected from among the members of the Club at each annual general meeting;
- b. The directors may appoint chairpersons to head necessary committees, who are responsible to the directors and who will hold the designated offices until the next annual general meeting;
- c. A majority of directors may appoint any member of the Club to fill a vacancy in their numbers and any director so appointed holds office for the unexpired portion of the term of the director he or she replaces;
- d. The directors are responsible for conducting the affairs of the Club in accordance with its objects, Bylaws and the Societies Act;
- e. A majority of directors will constitute a quorum at any director's meeting;
- f. Any director may be expelled by a two thirds (2/3) majority vote of directors for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out his or her duties as a director as provided in these Bylaws;

- g. Directors or other officers will be paid travelling and living allowances to compensate them for expenses incurred by them in the conduct of their duties, and such other remuneration as is established by the members at the annual general meeting.

7. Officers:

- a. At the annual general meeting, the members must elect from among the directors a President, Vice-President, Secretary, Treasurer and such other officers as are deemed necessary;
- b. Such officers hold office until the conclusion of the next annual general meeting;
- c. A majority of directors may appoint any director of the Club to fill a vacancy in the officers, and any officer so appointed holds office for the unexpired portion of the term of the officer he or she replaces;
- d. The President presides at all meetings of the members and of the directors;
- e. The President is responsible for the general management and supervision of the affairs and operations of the Club;
- f. The President is limited to three consecutive terms, but may serve in any other elected position in the year immediately thereafter;
- g. The Secretary is responsible for providing notices of all meetings of members and all meetings of directors, and is responsible for keeping minutes of all such meetings;
- h. The Treasurer is responsible for keeping full and accurate accounts of all receipts and disbursements of the Club;
- i. The Vice-President is responsible for exercising the duties and powers of the President, Secretary and Treasurer in their respective absences;
- j. The offices of Secretary and Treasurer may be combined into one office to be known as Secretary-Treasurer.

8. Borrowing Powers:

- a. The directors may, by a majority vote, borrow funds for the current operations of the Club, but the total of such funds shall not, at any time, exceed one half of the Club's revenues in the preceding year.

- b. The directors may, with approval of the majority of the members present at a special meeting, or the annual general meeting, borrow funds for capital expenditures.

9. Disposal of Funds:

- a. All monies received by or on behalf of the Club must be deposited in the Club's bank account in trust for the Club, which account must be with one of the chartered banks of Canada;
- b. All disbursements from the trust bank account must be made by cheques signed by the President or Vice-President, and the Treasurer, or in any of their absences, by some other director appointed by resolution of the directors.

10. Auditor:

- a. At the annual general meeting an auditor may be appointed by the members for the ensuing year;
- b. At each annual general meeting an annual financial statement containing:
 - i. the assets and liabilities of the Club in the form of a balance sheet; and,
 - ii. receipts and disbursements of the Club since the date of the previous financial statement;

and signed by the auditor, or by two directors if there is no auditor, must be presented for the inspection of the members.

11. Seal and Signing Authority:

- a. The seal of the Club shall consist of the name of the Club in a circle around the word "SEAL";
- b. The seal must be kept in the custody of the Secretary and may not be affixed to any instrument or document except by authority of a resolution of the directors, and in the presence of the Secretary and at least one other director.
- c. The Secretary and at least one other director have the authority to sign instruments or documents on behalf of the Club.

12. Minutes of Meetings, Books and Records: All books and records of the Club must be open to the inspection of the members at each annual general meeting.

13. **Fiscal Year:** The fiscal year of the Club ends on the thirtieth (30th) day of April of each year.
14. **Distribution of Assets:** The Club may not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses. On a winding-up of the Club, all remaining assets must be distributed among Canadian charities registered pursuant to the Income Tax Act.
15. **Arbitration:** Any dispute arising in the circumstances set out in section 7 of the Societies Act must be decided by arbitration under the Arbitration Act.
16. **Making, Altering and Rescinding Bylaws:** Bylaws of the Club may be rescinded, altered or added to at the annual general meeting or by extraordinary resolution of the Club at a general meeting and not otherwise, but no rescission, alteration or addition shall have any effect until it has been registered by the Registrar of Societies.

These bylaws were adopted by the Membership of the Yellowknife Ski Club by Extraordinary Resolution at a Special General Meeting on April 2, 2013.